

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of Rajasthan Petro Synthetics Ltd. will be held on Friday, the 26th September 2025 at 12:30 P.M at 12:30 P.M at the Registered Office of the Company at Flat No. 201,8-B, Oasis Tower, New Navratan Complex, Bhuwana, 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 31st March 2025, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kanishka Jain, who retires by rotation, and being eligible, offers himself for reappointment.
3. To fix the remuneration of M/s Saluja & Associates, Chartered Accountants, Statutory Auditors of the Company.

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 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by the members of the Company at the 40th Annual General Meeting held on 30th September, 2022 in respect of the appointment of M/s Saluja & Associates, Chartered Accountants (firm registration no. 000148N) as Statutory Auditors of the Company, to hold office until the conclusion of 45th Annual General Meeting, the Board of Directors be and is hereby authorised to fix the remuneration of Statutory Auditors for the period commencing from the 2025-26, until the conclusion of the 45th Annual General Meeting of the Company.”

Special Business:

4. To appoint M/s Arun Kumar Gupta & Associates, Company Secretaries in Practice, as Secretarial Auditor for a term of upto 5 (Five) consecutive years, fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Board of Directors of the Company and subject to receipt of such other approvals, consents as may be required, M/s Arun Kumar Gupta & Associates, Company Secretaries in Practice (CP Number: 5086) be appointed as the Secretarial Auditors of the Company for a term of 5 consecutive years at this 43rd Annual General Meeting to conduct the Secretarial Audit, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 48th Annual General Meeting ('AGM') of the Company to be held in the year 2030, at a remuneration to be fixed by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof).”

"RESOVLED FUTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

5. Regularisation of Appointment of Mr. Ajay Upadhyay (DIN: 08009595) as Director (Independent) of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT Mr. Ajay Upadhyay (DIN: 08009595), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f 22nd August, 2025 pursuant to Section 161 (1) of the Companies Act, 2023 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board
For Rajasthan Petro Synthetics Limited

(K. Sukumaran)
Company Secretary

Place: New Delhi
Date: 22.08.2025

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 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.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2025 to 26th September, 2025 (both days inclusive).
3. 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.
4. Relevant documents referred to in the accompanying Notice shall be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day of the Company, during business hours upto and including the date of the Meeting and also at the venue of the meeting.
5. 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.
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 furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2024-25 the Notice of the 43rd AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member and Members who hold shares in physical form are requested to send their e-mail address to admin@skylinerta.com.

8. Physical copy of the Annual Report for 2024-25, the Notice of the 43rd AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2024-25 and the Notice of the 43rd AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.rpsl.co.in.
9. No dividend was declared. 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.
11. 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.
12. The Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. For Members who have not registered their e-mail addresses, physical copies are being sent to them.
13. 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.
14. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited or Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilities convenience and safety of transactions for investors.

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.

15. The instructions for Voting through electronic means.

The remote e-voting period begins on 23rd September, 2025 at 09:00 A.M. and ends on 25th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login”

	which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play Two QR codes are displayed below the logos for downloading the app.
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shekharmritunjay3@gmail.com (the e-mail ID of Scrutinizer) with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms.PallaviMhatre, Manager or Ms.Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, SenapatiBapatMarg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company’s email address investors@rpsl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@rpsl.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@rpsl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - a. The Board of Directors has appointed M/s. Mritunjay Shekhar & Associates, , a firm of Company Secretaries, as the Scrutinizer for conducting the e-voting and in a fair and transparent manner.
 - b. The e-voting period shall commence on Tuesday, September 23rd 2025 at 09:00 am and end on Thursday, September 25th , 2025 at 5:00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 19th September, 2025 (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.
 - c. The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting on or before 28th September, 2025.
 - d. The results of the e-voting shall be announced by the Chairman on or before 28th September, 2025 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.
 - e. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

16. 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.
17. In accordance with the amendments to Regulation 40 of Listing Regulations, the Securities Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services India Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, convenience and safety of transactions for investors.
18. Electronic copy of all the documents referred to in the accompanying Notice of the 43rd AGM shall be available for inspection on the website of the Company at www.rpsl.co.in.

FOR ATTENTION OF THE MEMBERS

1. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Skyline Financial Services Pvt. Ltd, D-153A, IST Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. For other matters, kindly write to the Secretarial Department of the Company at Flat No. 201, 8-B, Oasis Tower, New Navratan Complex, Bhuwana, Udaipur- 313001 (Rajasthan)
2. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form December 2018 onwards. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. Dematerialisation facility is available with CDSL. Company's ISIN is INE374C01017.
3. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.
4. As mandated by SEBI, Members holding shares in physical form are required to submit their Permanent Account Number (PAN) and Bank details to the RTA/Company, if not registered with the Company.
5. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013, individual Members holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Members. Member holding shares in physical form may send their nomination in the prescribed Form SH-13, duly filled in, to the Secretarial Department at the address mentioned above. Members holding shares in dematerialized form are requested to contact their Depository Participant for recording their nomination.
6. Members are requested to quote their Folio No. /DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.

By Order of the Board
For Rajasthan Petro Synthetics Limited

(K. Sukumaran)
Company Secretary

Place: New Delhi
Date: 22.08.2025

Explanatory Statement pursuant to the provision of section 102 of the Act in respect of Special Business

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying 43rd AGM Notice.

Item No. 4: Appointment of M/s Arun Kumar Gupta & Associates , Company Secretaries in Practice as Secretarial Auditor for a period of 5 years

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the Board of Directors have approved and recommended the appointment of M/s Arun Kumar Gupta & Associates, Company Secretaries in Practice (CP Number : 5086) as Secretarial Auditors of the Company for a term of upto 5(Five) consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of 48th Annual General Meeting of the Company to be held in the year 2030 on following terms and conditions:

- a. Term of appointment: Upto 5(Five) consecutive years from the conclusion of this AGM till the conclusion of 48th AGM.
- b. Proposed Fees: Fees will be determined by the Board in consultation with the Secretarial Auditors as per the recommendations of the Audit Committee.
- c. Basis of recommendations: The recommendations are based on the fulfillment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s Arun Kumar Gupta & Associates (CP Number: 5086) Company Secretaries in Practice, having good experience of Secretarial Audit and other corporate law matters. The firm is registered with the Institute of company Secretaries of India and has a vast experience in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

M/s Arun Kumar Gupta & Associates, Company Secretaries in Practice, have given their consent to act as secretarial Auditors of the company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provision of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors/Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the company.

The Board of Directors of the company recommends the resolutions set out at item No.4 for approval of the members as an ordinary resolution.

Item no. 5: Appointment of Mr. Ajay Upadhyay (DIN: 08009595) as Director (Independent) of the Company.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the Company. In view of the same, Mr. Ajay Upadhyay will be appointed by the members at the ensuing Annual General Meeting of the Company.

Mr. Ajay Upadhyay (DIN: 08009595), who was appointed as an Additional Director (Independent) of the Company with effect from 22nd August, 2025 by the Board of Directors and holds the office until the date of this Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013.

The Company has received consent from Mr. Ajay Upadhyay to act as a Director of the Company and declaration that he is not disqualified from being appointed as Director of the Company.

Mr. Ajay Upadhyay holds a degree of Chartered Accountants from the Institute of Chartered Accountant of India (ICAI). He has post qualification experience of over 12 years in Accounting, Auditing, Taxation and other allied services.

The Board feels that presence of Mr. Ajay Upadhyay (DIN: 08009595), on the Board is desirable and would be beneficial to the Company and hence recommend resolution no. 5 for approval.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in the Resolution. The Board recommends the Resolution for your approval.

By Order of the Board
For Rajasthan Petro Synthetics Limited

(K. Sukumaran)
Company Secretary

Place: New Delhi
Date: 22.08.2025

DIRECTOR'S REPORT TO THE MEMBERS

Dear Members,

Your Directors have pleasure in presenting their 43rd Annual Report and the Audited Financial Statements for the Financial Year ended March 31st, 2025.

1. Financial summary or highlights/Performance of the Company

Particulars	2024-25 (Rs. in lakhs)	2023-24 (Rs. in lakhs)
Revenue from Operations	22.00	20.45
Other Income	63.13	0.02
Total Income	85.13	20.47
Operating Expenses	-	-
Employee Benefit Expense	8.88	8.06
Finance Cost	0.45	0.45
Depreciation	-	-
Other Expense	12.10	11.64
Total Expense	21.43	20.15
Profit/ Loss before exceptional item and tax	63.70	0.32
Exceptional Item	-	-
Profit before tax	63.70	0.32
Current Tax	-	0.05
Net Profit	63.70	0.27

2. Brief description of the Company's working during the year/State of Company's affair

During the year under review, the Company undertook sub-contract work for a C & F Agent. The Company earned profit of Rs.63.70 Lakhs

3. Change in the nature of business, if any

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

4. Dividend

The Directors do not recommend any dividend for the financial year 2024-25 due to insufficient profit.

5. Reserves

No amount has been transferred to Reserves during the year.

6. Management Discussion And Analysis Report:

Pursuant to Clause 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is appended to this report.

7. Corporate Governance Disclosures

In compliance with Regulation 34(3) of the Listing Regulations, 2015 a separate report on Corporate Governance along with the a certificate from the Auditors on its Compliance forms an integral part of this Report.

Certificate from Practicing Company Secretary certifying that none of the Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company pursuant to Regulation 34(3) read with schedule V Para C clause (10)(i) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is attached to the Corporate Governance Report.

8. Indian Accounting Standards (IND AS)- IFRS Converged Standards

Pursuant to notification of Ministry of Corporate Affairs dated 16th February, 2015 notifying (Indian Accounting Standard) Rules, 2015 IND AS is applicable to our Company, w.e.f 01st April, 2017.

9. Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2024-25 to BSE where the Company's Shares are listed.

10. Material Changes And Commitments Affecting The Financial Position Of The Company

There are no material changes and commitments during the period under review, affecting the financial position of the Company

11. Directors and Key Managerial Personnel

The Board of Directors is duly constituted with Sh. Rishabh Goel, Sh. Bhagat Ram Goyal, Mrs. Priyanka Maggo & Shri Kanishka Jain & Mr. Ajay Upadhyay. The above constitution of Board of Directors is as per Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Kanishka Jain, Non-Executive Director, retire by rotation as per section 152 (6) at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Mr. Ajay Upadhyay (DIN: 08009595), has being appointed as Additional Director (Independent) by the Board of Directors in their Meeting held on 22nd August, 2025. Mr. Bhagat Ram Goyal, Independent Director will ceased to be a Director w.e.f the date of ensuing Annual General Meeting by efflux of time.

12. 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**.

13. Board Meetings

During the year Five (5) Board 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.

14. Board Committees

The Company has duly constituted Board level committees namely Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as mandated by the applicable laws and as per the business requirements.

The details with respect to Board Committees are provided in the Corporate Governance Report of the Company which forms part of this report

15. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

16. Independent Directors' Meeting

During the year under review, the Independent Directors met on 10th March, 2025 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.

17. 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.

18. Vigil Mechanism / Whistle Blower Policy

The Company has a Whistle Blower Policy to deal with instance of unethical behavior actual or suspected fraud or violation of the Company's code of conduct, if any. The details of the Whistle Blower Policy are posted on the website of the Company.

19. Corporate Social Responsibility

Section 135 of the Companies Act, 2013 and rules made thereunder of the Corporate Social Responsibility is not applicable to the Company during the financial year under review.

20. Details of Subsidiary/Joint Ventures/Associate Companies

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

21. Statutory Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the members at the 40th Annual General Meeting of the Company held on 30th September, 2022 appointed M/s Saluja & Associates, Chartered Accountants, (Firm Registration no. 000148N) as statutory auditors of the Company from the conclusion of 40th Annual General Meeting till the conclusion of 45th Annual General meeting for a period of five consecutive years. As required under Section 142 of the Companies Act, 2013, a proposal is put up for approval of members for authorising the Board of Directors of the Company to fix Auditor's remuneration for the year 2025-26 and thereafter. The members are requested to approve the same.

22. Auditor's 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.

23. Explanation Or Comments By The Board On Every Qualification Or Adverse Remark By Auditor's In Audit 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.

24. Details of Fraud Reported By Auditor

The Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Board of Directors under section 143(12) of the Companies Act, 2013 and therefore no detail is required to be disclosed under the Companies Act 2013.

25. Secretarial Audit Report

In terms of Section 204 of the Act and Rules made there under, M/s. Rohit Bhatia & Associates, Practicing Company Secretary has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The report is self-explanatory and do not call for any further comments.

26. Internal Audit & Controls

The Company has appointed M/s MBR & Company LLP 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. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations. The Audit Committee periodically review internal control system.

27. 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 Members and the designated employees have confirmed compliance with the Code.

28. Risk Management Policy

Risk Management Policy is not applicable on our Company during the year under review.

29. Extract Of Annual Return:

The Annual Return of the Company in form MGT-7 as required under Section 92 and Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at www.rpsl.co.in

30. Deposits

The Company has not accepted any deposits during the year under review. There was no deposit outstanding at the beginning of the year.

31. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

No such orders had been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

32. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The audit committee periodically reviews internal control system which are designated to assured that the overhead level are reduced to the minimum.

33. Particulars of Loans, Guarantees or Investments Under Section 186

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

34. Particulars of contracts or arrangements with related parties:

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

35. Obligation of Company Under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable to our Company as the number of employees is below 10 during the year under review.

36. Particulars Of Information Under Insolvency And Bankruptcy Code 2016

The provision of section 134 read with Rule 8(xi) of the Companies (Accounts) Rules 2014, is not applicable.

37. Maintenance of Cost Records under Sub Section (1) of Section 148 of the Companies Act, 2013 as Specified by Central Government

The Central Government has not prescribed the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company.

38. 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

39. Human Resource

There are no Industrial Relation issues during the year under review.

40. Green Initiative

Electronic copies of Annual Report 2024-25 and the Notice of 43rd Annual General Meeting are sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s).

41. 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 for the financial year ended 31st March, 2024 the applicable Accounting Standards and schedule III of the Companies Act 2013, have been followed and there are no material departures from the same,
- (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, 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.

42. Transfer of Amounts to Investor Education and Protection Fund

The Non-convertible Debentures Redemption proceeds which were lying with IDBI Trusteeship Services Ltd. (Trustees to the Non-convertible Debentures issued by the Company) as unpaid or unclaimed for a period of Seven Years, have been transferred to the Investor Education and Protection Fund on 08th May, 2018.

43. Compliance with Secretarial Standards

The Company is fully compliant with the applicable Secretarial Standards (SS) viz, SS-1 & SS-2 on meetings of the Board of Directors and General Meetings respectively.

44. Code Of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.rpsl.co.in

45. 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
Rajasthan Petro Synthetics Limited**

(Rishabh Goel)
Managing Director
DIN: 06888389

(B.R. Goyal)
Chairman
DIN: 01659885

Place: New Delhi
Date: 22.08.2025

Annexure - I

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

<u>Sl. No.</u>	<u>N a m e & Designation</u>	<u>Remuneration Received [Rs.]</u>	<u>Qualification</u>	<u>Experience in years</u>	<u>Age in years</u>	<u>Date of commencement of employment</u>	<u>Last employment held</u>	<u>Date of Resignation of employment</u>
<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>	<u>6</u>	<u>7</u>	<u>8</u>	
<u>1</u>	<u>Sh. Krishna Kumar Jha</u> <u>Designation- CFO</u>	<u>702000</u>	<u>B.Com</u>	<u>17</u>	<u>42</u>	<u>26.03.2015</u>	<u>Nil</u>	
<u>2</u>	<u>Sh. K. Sukumaran</u> <u>Company Secretary</u>	<u>186000</u>	<u>CS</u>	<u>54</u>	<u>80</u>	<u>27.03.2017</u>	Bhartia Industries Ltd	

- All appointments are 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.

**FORM NO. MR-3
SECRETARIALAUDITREPORT**

Annexure-II

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members
Rajasthan Petro Synthetic Limited
Flat No. 201, 8B Oasis Tower
Near Navarantan Complex,
Bhuwana, Udaipur
Rajasthan-313001

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **M/s Rajasthan Petro Synthetic Limited** (hereinafter called "**the Company**") for the financial year ended 31st March 2025. Secretarial Audit was conducted in such a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of the **M/s Rajasthan Petro Synthetic Limited** 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2025, generally 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 here inafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Rajasthan Petro Synthetic Limited** for the financial year ended on March 31, 2025, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings.

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,

Comment: Not applicable as there was no acquisition done by the acquirer during the period for which audit was being done.

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992,

Comment: The Company has complied with the regulation during the period under review but fails to close the trading window from the end of every quarter till 48 hours after the declaration of financial results.

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

Comment: Not Applicable as there was no Initial or Further Public Offer made during the Audit Period

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999,

Comment: Not Applicable as neither an issue of options nor redemption of options was made during the audit period under review.

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Comment: Not applicable as none of the debt securities of the company are listed on stock exchange

- (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

Comment: The Company has duly complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

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

Comment: Not Applicable as company has not delisted its securities during the audit period

- (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998;

Comment: Not Applicable as Company has not bought back any security during the audit period

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

- (i) *In the corporate governance report filed to the Stock Exchange, disclosure with respect to the meeting of nomination and remuneration committee is not made through the meeting were held as per the records produced before me.*
(ii) *The entity has disclosed to the all the transactions entered into with its related parties to the stock exchange but the same has not been disclosed in the Corporate Governance Report. Further prior approval of Audit Committee for such transactions has also not accorded by the entity.*
(iii) *Attendance of members in the Audit Committee Meeting disclosed in the Corporate Governance Report is different from the attendance reported to MCA in the form MGT-7 filed for the FY ended March '24.*

I 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. There has been no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that 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.

I further report that during the audit period the company has not any specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards.

**For Rohit Bhatia & Associates
Company Secretary**

**Rohit Bhatia
Membership No. 67220
C.P. No.: 25126
UDIN : A067220G001010382**

**Date: 14.08.2025
Place: Faridabad**

Annexure III

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2025

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	Flat No. 201, 8-B, Oasis Tower, New Navratan Complex, Bhuwana, Udaipur-313001 (Rajasthan)
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%

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 01-April-2024]				No. of Shares held at the end of the year [As on 31-March-2025]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	7675863		7675863	47.41	7675863		7675863	47.41	0.00

b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1800277		1800277	11.12	1800277		1800277	11.12	0.00
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	9476140		9476140	58.53	9476052		9476140	58.53	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	250		250	0.00	250		250	0.00	0.00
b) Banks / FI	222833	21711	244544	1.51	222833	21711	244544	1.51	0.00
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	223083	21711	244794	1.51	223083	21711	244794	1.51	0.00
2. Non - Institutions									
a) Bodies Corp.	471372	427847	899219	5.55	471372	427847	899219	5.55	0.00
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	305856	3734932	4040788	24.96	296836	3712552	4009388	24.77	(0.19)

ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	517170	328777	845947	5.23	544970	337577	882547	5.45	0.22
c) HUF	77730	2760	80490	0.50	73460	2760	76190	0.47	(0.03)
Non Resident Indians	5750	562192	567942	3.51	5650	562192	567842	3.51	0.00
NBFC registered with RBI									
Foreign National									
Clearing Members	31800	-	31800	0.20	31000	-	31000	0.19	(0.01)
Trusts	2050	-	2050	0.01	2050	-	2050	0.01	0.00
Foreign Corporate Bodies									
Investor Education Protection Fund									
Firms	100	-	100	0.00	100	-	100	0.00	0.00
Sub-total (B)(2):-	1411828	5056508	6468336	39.95	1425408	5042928	6468336	39.95	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1634911	5078219	6713130	41.47	1648491	5064639	6713130	41.47	0.00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	11111051	5078219	16189270	100.00	11124631	5064639	16189270	100	Nil

B) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2024)			Shareholding at the end of the year (31.03.2025)			% change in share holding 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	202140	1.25		202140	1.25		NIL
2	Gauri Shankar Poddar	2119218	13.09		2119218	13.09		NIL
3	Vedant Poddar	750000	4.63		750000	4.63		NIL
4	Shiven Poddar	750000	4.63		750000	4.63		NIL
5	Vijay Laxmi Poddar	3854505	23.81		3854505	23.81		NIL
6	Anubhav Minerals P. Ltd.	469677	2.90		469677	2.90		NIL
7	Uddhav Properties Ltd.	1330600	8.22		1330600	8.22		NIL
		9476140	58.83		9476140	58.53		NIL

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	9476140	58.53	9476140	58.53
	Date wise Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	Nil	-	Nil
	At the end of the year	9476140	58.53	9476140	58.53

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
	At the beginning of the year	1288847	7.96	1288847	7.96
	Mayur Mangaldas Kothari 73400 Ispat finance ltd. 175022 Prudential capital markets ltd. 85500 Sanjay Kumar Harikishan Sarawagi 80000 Canara bank 222753 Prittydevi Sarawagi 80000 Amrex Marketing Pvt. Ltd. 456672 Sanjaykumar Harikishan 65500 Ruchira Goyal NIL Vaishali Dalmia 50000				
	Date wise Increase / Decrease in Non-Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.) :				
	Purchase of 62300 shares by Ruchira Goyal on Dates as follow:				
	5200 shares on 27.09.2024	5200			
	1000 shares on 18.10.2024	1000			
	200 shares on 13.12.2024	200			
	3600 shares on 20.12.2024	3600			
	200 shares on 17.01.2025	200			
	2000 shares on 31.01.2025	2000			
	50000 shares on 07.02.2025	50000			
	100 shares on 14.02.2025	100			

At the end of the year					
Mayur Mangaldas Kothari	73400				
Ispat finance ltd.	175022				
Prudential capital markets ltd.	85500				
Sanjay Kumar Harikishan Sarawagi	80000				
Canara bank	222753				
Prittydevi Sarawagi	80000				
Amrex Marketing Pvt. Ltd.	456672				
Sanjaykumar Harikishan	65500				
Ruchira Goyal	62300				
Vaishali Dalmia	50000				
		1351147	8.35	1351147	8.34

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 : NIL

MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	186000	702000	888000
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	186000	702000	888000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	186000	702000	888000

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

ANNEXURE-IV
AOC-2

Details of Related Party Transactions

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	There were no transaction or arrangement which were not at arm's length basis
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

Details of material contracts or arrangements or transactions at Arm's length basis:

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any Amounts In INR	Date of approval by the Board	Amount paid as advances, if any
Sh. K. Sukumaran (Company Secretary)	Remuneration of Key Managerial Personnel (KMP)	From 01.04.2024 to 31.03.2025	Remuneration paid Rs. 1,86,000 during the year	22.05.2024	NA
Sh. Krishna Kumar Jha (CFO)	Remuneration of Key Managerial Personnel (KMP)	From 01.04.2024 to 31.03.2025	Remuneration paid Rs. 702000 during the year	22.05.2024	NA

For and on behalf of the Board of Directors
Rajasthan Petro Synthetics Limited

(Rishabh Goel)
Managing Director
DIN: 06888389

(B.R. Goyal)
Chairman
DIN: 01659885

Place: New Delhi
Date: 22.08.2025

Annexure V
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ **Future outlook**

The Company wants to expand current activities of sub-contract work but unable to take activity for want of fund.

❖ **Operation and threats**

Stiff competition is expected from the other players in industry.

❖ **Human Resource Industrial Relationship**

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

❖ **Internal Control**

The audit committee periodically reviews internal control systems which are designated to assure the overhead level are reduced to the minimum.

Corporate Governance Report for the year ended on 31st March 2025

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 listed company on the Bombay Stock Exchange. The Company has complied with in all material respect the corporate governance norms as specified in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

2 Board of Directors:

Category	No. of directors
Non-Executive & Independent Directors including the Chairman	3
Managing Director	1
Total	4

The Chairman of the Board is an Independent Director.

As required under Section 149(3) of the Companies Act, 2013, & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Presently there are following directors:

Mr. Bhagat Ram Goyal (Independent Director)

Mr. Bhagat Ram Goyal (Independent Director)

Mr. Ajay Upadhyay (DIN: 08009595), appointed as Additional (Independent Director) in the Board Meeting held on 22nd August, 2025 in place of Mr. Bhagat Ram Goyal, who will cease to be Independent Director in ensuing AGM.

Mr. Rishabh Goel (Managing Director)

Mrs. Priyanka Maggo (Independent Director)

Mr. Kanishka Jain (Non-Executive Non-Independent Director)

Other Relevant details of Directors:

Name of Director	Date of Appointment /cessation	Category	No. of Directorship(s) held in Indian public & private Limited Companies (inclusive of Rajasthan Petro Synthetics Ltd.)	Committee(s) position	
				Member	Chairman
Sh. B.R. Goyal	16.08.1999	Non-Executive Independent Director	2	4	1 (Inclusive Rajasthan Petro Synthetics Ltd.)
Mrs. Priyanka Maggo	30.06.2021	Non-Executive Independent & Woman Director	1	1	0
Sh. Rishabh Goel	28.06.2014	Managing Director	1	1 (Inclusive Rajasthan Petro Synthetics Ltd.)	0
Sh. Kanishka Jain	30.08.2022	Non-Executive Non-Independent Director	1	1	0

Board Meetings held during the year

Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
22.05.2024	4	4
13.08.2024	4	4
26.09.2024	4	3
09.11.2024	4	3
10.02.2025	4	3

Name of Director	Attendance at the Board Meetings held on					Attendance at the AGM held on 26 th Sept' 2024
	22.05.2024	13.08.2024	26.09.2024	09.11.2024	10.02.2025	
Sh. B.R. Goyal	Y	Y	Y	Y	Y	Y
Mrs. Priyanka Maggo	Y	Y	Y	Y	Y	Y
Mr. Kanishka Jain	Y	Y	Y	Y	Y	Y
Sh. Rishabh Goel	Y	Y	N	N	N	Y

NON EXECUTIVE DIRECTORS' COMPENSATION & DISCLOSURES

The Board has not fixed the sitting fees payable to Non-Executive Directors. The requirement of obtaining prior approval of shareholders in General Meeting was not required as no sitting fees was paid to Non-Executive Directors.

Post Meeting Follow-up Mechanism

The Company has an effective post meeting follow-up, review and reporting process mechanism for the decisions taken by the Board/Committees. Important decisions taken at the Board/Committee meetings are communicated to the concerned Functional Heads promptly. Action Taken Report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the Board/Committee members.

3. COMMITTEES OF THE BOARD.

(a) Audit Committee

The Audit Committee working under Chairmanship of Shri B.R.Goyal, Mrs. Priyanka Maggo and Mr. Kanishka Jain as co-members.. The Audit Committee met on four occasions with full attendance of all the members.

The composition of the Audit Committee as at March 31st, 2025 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			
		22.05.2024	13.08.2024	09.11.2024	10.02.2025
Sh. B.R. Goyal	Non-Executive Independent Director	Y	Y	Y	Y
Mrs. Priyanka Maggo	Non-Executive Independent Director	Y	Y	Y	Y
Mr. Kanishka Jain	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 SEBI (Listing Obligation & Disclosure Requirements), 2015. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- 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.

(b) Nomination & Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013 & SEBI Listing Obligation & Disclosure Requirements, 2015 the Company has formulated "Nomination and Remuneration Committee" under chairmanship of Mrs. Priyanka an Independent Director.

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

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- formulation of criteria for evaluation of performance of independent directors and the board of directors
- devising a policy on diversity of board of directors.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

The composition of the Remuneration Committee as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the held on					
		22.05.2024					
Mrs. Priyanka, Chairperson	Non-Executive Independent Director	Y					
Sh. B.R. Goyal	Non-Executive Independent Director	Y					
Mr. Kanishka Jain	Non-Executive Director	Y					

(C) Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 & SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015 the Company has formulated **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 as at March 31, 2025 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at the Stakeholders Relationship Meetings held on			
		22.05.2024	13.08.2024	09.11.2024	10.02.2025
Sh. B.R. Goyal	Non-Executive Independent Director	Y	Y	Y	Y
Mrs. Priyanka	Non-Executive Independent & Woman Director	Y	Y	Y	Y
Mr. Kanishka Jain	Non-Executive Director	Y	Y	Y	Y
Sh. Rishabh Goel	Executive Director	Y	Y	Y	Y

“No investor grievance has remained unattended/ pending for more than thirty days”.

Independent Directors’ Meeting

During the year under review, the Independent Directors met on 12th March, 2025 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.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 & SEBI (Listing Obligation & Disclosure Requirements), Regulations 2015, 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, structures imposed on the company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during last 3 years.- **No fine imposed by any authority during the year under review**

Compliance with Accounting Standards

Pursuant to notification issued by the Ministry of Corporate Affairs dated 16th February, 2015 notifying (Indian Accounting Standard) Rules, 2015 such IND AS is applicable to our company w.e.f. 01st April, 2017. Therefore In the preparation of the financial statements, the Company has followed the (Indian Accounting Standard) Rules, 2015.

Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Tally and have a strong monitoring and reporting process resulting in financial discipline and accountability.

MD / CFO Certification

The CFO have issued certificate pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

Code of Conduct

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.rpsl.co.in.

Vigil Mechanism / Whistle Blower Policy

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company's vigilance mechanism policy has been posted on the Company's website www.rpsl.co.in.

3 Means of Communication

i. Yearly report sent to each shareholders registered address	
ii. In which newspapers quarterly results were normally published	The Financial Express (English newspaper) & Naya India (Hindi newspaper)
iii. Any Website where results or official news are displayed	www.rpsl.co.in

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

4 **General Shareholder Information**

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the BSE, traded on BSE.

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

Market Price Data:

High, Low during each month in Financial Year 2024-25

Month	Low	High
Apr-24	3.06	3.12
May-24	3.27	3.28
Jun-24	3.13	3.28
Jul-24	3.28	3.44
Aug-24	3.42	3.61
Sep-24	3.58	3.59
Oct-24	3.71	3.76
Nov-24	3.72	3.74
Dec-24	3.92	3.94
Jan-25	4.13	4.14
Feb-25	4.12	4.33
Mar-25	4.33	4.34

Pattern of Shareholding as on 31st March, 2025

Particulars	No. of shares holders	No. of shares	% of shareholding
Resident Indian	10469	4330023	26.75
Financial Institution/Banks/Mutual Fund	15	242428	1.50
Others	40	673518	4.16
Non-Resident Indian (NRI)	781	567942	3.51
Corporate Bodies-Domestic	120	899219	5.55
Promoters	7	9476140	58.53
Total	11444	16189270	100

SHARE TRANSFER SYSTEM / DIVIDEND AND OTHER RELATED MATTER

Share transfers

The Company has appointed Skyline Financial Services Pvt. Ltd. as Registrar and Transfer Agent for looking after 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.

S. No.	Nature of Queries/Compliant	Pending as on April 1,2024	Received during the year	Redressed during the year	Pending as on March 31, 2025
1	Transfer/Transmission of Duplicate Share Certificate	-	-	-	-
2	Non-receipt of Dividend	-	-	-	-
3	Dematerialisation/Remateriali sation of Shares	-	-	-	-
4	Complaints received from:	-	-	-	-
	SEBI	-	-	-	-
	Stock Exchanges/NSDL/CDSL	-	-	-	-
	ROC/MCA/Others	-	-	-	-
	Advocates	-	-	-	-
	Consumer Forum/Court Case	-	-	-	-
5	Others	-			
	Grand Total	0	0	0	0

vii. Reconciliation of Share Capital Audit

The Certificate from Practicing Company Secretary in this regard is submitted to BSE 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, 2025, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	5064639	31.29%
Demat Segment		
CDSL	11124631	68.61%
Total	16189270	100.00

**Shareholding Pattern as on March 31, 2025 has been provided in MGT-9
Statement showing Shareholding of more than 1% of the Capital as on March 31, 2025 has been provided in MGT-9**

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
40 th	2022	Flat no. 201, 8-B,Oasis Tower, New Navratan Complex, Bhuwana, Udaipur- 313001	30.09.2022	01:00 p.m.	1
41 st	2023	Flat no. 201, 8-B,Oasis Tower, New Navratan Complex, Bhuwana, Udaipur- 313001	29.09.2023	12:30 p.m.	0
42 nd	2024	Flat no. 201, 8-B,Oasis Tower, New Navratan Complex, Bhuwana, Udaipur- 313001	26.09.2024	12:00 p.m.	0

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 st Quarter	13.08.2024
2 nd Quarter	09.11.2024
3 rd Quarter	10.02.2025
4 th Quarter/Annually	28.05.2025

E-Voting Facility to members

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 members the facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL), 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 2023-24:

AGM – Date, time and venue	Friday, 26 th September, 2025 at 12:30 P.M.
Financial Year	2024-25
Book Closure Date	20 th September,2025 to 26 th September,2025
Listing of Eq. shares on stock exchanges.	BSE
Stock Code	506975
Demat ISIN in CDSL	INE374C01017
Market Price Data and other related informations	Not available
Registrar & Transfer Agents	Skyline Financial Services Pvt. Ltd. D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020
Board Meeting for consideration of Accounts for the financial year ended March 31, 2025 and recommendation of dividend	28.05.2025
Posting of Annual Reports	30.08.2025
Last date for receipt of Proxy Forms	24.09.2025

**For and on behalf of the Board
Rajasthan Petro Synthetics Ltd.**

**(B.R. Goyal)
Chairman**

**Place: New Delhi
Date: 22.08.2025**

CERTIFICATION BY CFO OF THE COMPANY

The Board of Directors,
Rajasthan Petro Synthetics Ltd.

I have reviewed the financial statements and the cash flow statement of Rajasthan Petro Synthetics Ltd. for the year ended March 31, 2025 and to the best of my 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;
- (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) I also certify, that based on my knowledge and the information provided to me, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) The Company's other certifying officers and I am responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company and that we have evaluated the effectiveness of Company's internal control systems and procedures pertaining to financial reporting.
- (d) I have disclosed, based on my most recent evaluation of the company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
 - (I) Any deficiencies in the design or operation of internal controls of which I am aware and the steps we have taken or propose to take to rectify these deficiencies;
 - (ii) Any Significant changes in internal control over financial reporting during the year;
 - (iii) Any Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iv) Any fraud of which I 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.
- (e) I further declare that all Board members and senior management personnel have affirmed Compliance with the Code of Conduct and Ethics for the year covered by this report.

(Krishna Kumar Jha)
Chief Financial Officer

Place: New Delhi
Date: 22.08.2025

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF
RAJASTHAN PETRO SYNTHETICS LTD.**

We have examined the compliance of conditions of Corporate Governance by Rajasthan Petro Synthesis Limited, for the year ended on 31st March 2025, as stipulated under Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") as applicable to the Company.

The compliance condition of Corporate Governance is the responsibility of the Management. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuing compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to the Company during the year ended 31st March, 2025.

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

PLACE: NEW DELHI
DATED: 22.08.2025

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 000148N

(V K Verma)
PARTNER
M.NO. 017742

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance of sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) in respect of RAJASTHAN PETRO SYNTHETICS LIMITED (CIN: L17118RJ1983PLC002658) I hereby certify that:

On the basis of the written representation/declaration received from the Directors/Company Secretary and Compliance Officer of the Company and taken on record by the Board of Directors, as on 31st March 2025, none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

For Rohit Bhatia & Associates
Company Secretaries

Sd/-
CS Rohit Bhatia
Prop.
M.No- 67220
CP No. 25126

Place: Faridabad
Date: 22.08.2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RAJASTHAN PETRO SYNTHETICS LIMITED REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2025

1. Opinion

- A. We have audited the accompanying Financial Statements of **Rajasthan petro Synthetic Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there is no matter which is required to be described as key audit matter to be communicated in our report

4. Information Other than the Financial Statements and Auditor's Report Thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Management's Responsibility for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and

application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

- B. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

- 6. A. Auditor's Responsibilities for the Audit of the Financial Statements** Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in
- (i) planning the scope of our audit work and in evaluating the results of our work; and
 - (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- II. Report on Other Legal and Regulatory Requirements
1. As required by Section 143(3) of the Act, based on our audit we report that:
- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books. However, the Company has not commenced audit trail facility in its accounting software.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- D. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended.
- E. On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.
- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have pending litigations which would impact on its financial position.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to my/our notice that has caused me/us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- d) The company has not declared or paid any dividend during the year.
- e) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated for most part of the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. The same has been confirmed by the management of the company.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 the audit trail has been preserved by the company as per the statutory requirements for record retention for the financial year ended March 31, 2025.

- 2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

FOR SALUJA AND ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE : NEW DELHI
DATE : 28TH MAY, 2025

(V.K VERMA)
PARTNER
M.NO. 017742
UDIN:25017742BMORAY1416

ANNEXURE “A” TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF RAJASTHAN PETRO SYNTHETICS LIMITED

(Referred to in paragraph (II 1F) under 'Report on other Legal and Regulatory Requirements' of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls with reference to financial statements of **RAJASTHAN PETRO SYNTHETICS LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the financial statements.

Meaning of Internal Financial Controls with reference to the financial statements

A company's internal financial control with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to the financial statements

Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial control with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to the financial statements and such internal financial controls with reference to the financial statements were operating effectively as of March 31, 2025, based on the internal financial controls with reference to the financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR SALUJA AND ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE : NEW DELHI
DATE : 28TH MAY, 2025

(V.K VERMA)
PARTNER
M.NO. 017742
UDIN: 25017742BMORAY1416

ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph II point 2 under “Report on Other Legal and Regulatory Requirements” section of our report to the members of **Rajasthan Petro Synthetics Limited** of even date)

- i) (a) (A). The Company does not hold any Property, Plant and Equipment, and therefore reporting under clause 3(i)(a)(A) of the Order is not applicable.
(B). The Company does not hold any intangible assets, and therefore reporting under clause 3(i)(a)(B) of the Order is not applicable.
- (b) Since the company has no Property, Plant and Equipment, and therefore reporting under clause 3(i)(b) of the Order is not applicable.
- (c) There is no immovable property in the books of accounts hence paragraph 3(i)(c) of the Order is not applicable to Company.
- (d) Since the company has no Property, Plant and Equipment, and therefore reporting under clause 3(i)(d) of the Order is not applicable.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- ii) a) There is no inventory held by the company, hence, paragraph 3 (ii) of the Order is not applicable to Company.
- b) The Company has not been sanctioned working capital limits in excess of Rs. 500 lakhs, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) a) The Company has not granted loan/ advances in the nature of loans or made investment or stood guarantee or provide securities to any parties during the year.
- b) Based on our examination of the books of accounts and other records of the Company and based on the information and explanation provided by the management, no loans and advances in the nature of loans have been granted by the company. The Company has not provided guarantees or security to companies, firms, Limited Liability Partnerships or any other parties and hence not commented upon.
- c) The Company has not granted any loans which are payable on demand and therefore reporting under clause 3(iii)(c) of the Order is not applicable.
- d) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted loans and therefore reporting under clause 3(iii)(d) is not applicable to the company.
- e) According to information and explanations given to us and based on the audit procedures performed No loan or advance in the nature of loan granted by the company and thus reporting under clause 3(iii)(e) is not applicable to the company.
- f) The Company has not granted any Loans which are repayable on demand.

- iv) The Company has neither granted loans nor made any investments, and the Company has also not provided any guarantee or securities that are covered under the provisions of sections 185 and 186 of the Companies Act, 2013 and therefore reporting under clause 3(iv) is not applicable to the company.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi) The Central Government has not prescribed the maintenance of cost records under Sub Section (1) of Section 148 of the Companies Act, 2013 for any of the products/services of the Company
- vii) (a) According to the records examined by us, 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, Goods & Service Tax (GST), cess and other statutory dues wherever applicable.
- (b) According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as on the last date of the financial year for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues of income tax, service tax, duty of excise, cess and value added tax, which have not been deposited on account of dispute and the forum where the dispute are pending, are as under:

S. 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.A.T. Delhi
3.	Central Excise Act, 1944	Excise Duty	3.23	Dy. Commissioner of Excise (Appeals) Jaipur
4.	Central Excise Act, 1944	Excise Duty	2.33	Central Excise & Gold Appellate Tribunal
5.	Central Excise Act, 1944	Service Tax	1.11	Asst. Commissioner of Central Excise & Customs.

- viii) Based on our audit procedures and according to the information given the management, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix) (a) In our opinion, the Company has not held any loan and therefore reporting under clause 3(ix) is not applicable to the company w.r.t. defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority during the year.

- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations 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 purposes by the company.
- (e) On an overall examination of the financial statements of the Company, the Company does not have subsidiaries or associate or joint venture, and hence reporting on clause (ix)(e) of the paragraph 3 of the Order is not applicable
- (f) The company has not raised any loans by way of pledge of securities held in its subsidiaries, joint venture or associate companies during the year and hence reporting on clause (ix)(f) of the paragraph 3 of the Order is not applicable
- x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- .xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of report.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence paragraph 3 (xii) of the Order is not applicable to the Company.
- xiii) As explained to us and as per the records of the company, in our opinion the transactions with the related parties are in Compliance with Section 177 and Section 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Ind AS.
- xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv) On the basis of records made available to us and according to information and explanations given to us and based on the examination of the records of the Company, the Company has not entered into non-cash transactions with the directors or persons connected with them covered within the meaning of section 192 of the Act. Accordingly, paragraph 3(xv) of the order is not applicable.
- xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanation given to us by the management, the Group does not have any Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under clause (xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year and accordingly paragraph 3(xviii) of the Order is not applicable.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) Section 135 of the Companies Act, 2013 pertaining to CSR activities is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.
- xxi) According to the information and explanations given to us, reporting under clause 3(xxi) of the order is not applicable as the Company is not a holding company and there is no consolidated financial statement.

FOR SALUJA AND ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE : NEW DELHI
DATE : 28TH MAY, 2025

(V.K VERMA)
PARTNER
M.NO. 017742
UDIN: 25017742BMORAY1416

RAJASTHAN PETRO SYNTHETICS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2025

Particulars	Note No	Rs in Lakhs	
		AS AT 31ST MARCH, 2025	AS AT 31ST MARCH, 2024
Assets			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	-	-
(b) Capital Work-in-progress			
(c) Investment Property			
(d) Other intangible Assets			
(e) Intangible Assets under Development			
(f) Financial Assets			
- Investment	3	-	-
(g) Deferred Tax Assets (Net)		-	-
(h) Other Non-current Assets		-	-
Total Non-Current Assets		-	-
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
- Trade Receivable	4	-	0.08
- Cash and Bank Balances	5	1.39	1.24
- Other Bank Balances		-	-
- Short-term loans and advances	6	1.24	1.23
- Other Financial Assets		-	-
(c) Current Tax Assets (Net)		-	-
(d) Other current assets		-	-
Total Current Assets		2.63	2.55
Total Assets		2.63	2.55

EQUITY AND LIABILITIES

(1) Shareholder's Funds			
(a) Equity Share Capital	7	1,679.77	1,679.77
(b) Other Equity	8	(1,715.66)	(1,779.37)
Total Equity		(35.89)	(99.60)
Liabilities			
(1) Non-Current liabilities			
(a) Financial Liabilities			
- Borrowings			
(b) Provisions			
Total Non- Current Liabilities		-	-
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings			
- Trade Payables			-
- Other Financial Liabilities			
(b) Other Current Liabilities	9	37.48	101.12
(c) Current Tax Liabilities (Net)		1.04	0.98
(d) Provisions		-	0.05
Total Current Liabilities		38.52	102.15
Total Equity and Liabilities		2.63	2.55

Summary of significant accounting policies

The accompanying notes (1 to 27) are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN:000148N

(V.K VERMA)
PARTNER
M. NO. 017742
UDIN:
NEW DELHI
DATE : 28.05.2025

For and on behalf of the board

(Rishabh Goel)
Managing Director
DIN: 06888389

(B.R Goyal)
Chairman
DIN: 01659885

(K.Sukumaran)
Company Secretary
M. No. 1680

(K.K. Jha)
CFO

RAJASTHAN PETRO SYNTHETICS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

		Rs in Lakhs	
Particulars	Note No	FOR THE YEAR ENDED 31 ST MARCH, 2025	FOR THE YEAR ENDED 31 ST MARCH, 2024
REVENUE			
Revenue from operations	10	22.00	20.45
Other Income	11	63.13	0.02
Total Income		85.13	20.47
EXPENSES			
Cost of Materials consumed		-	-
Excise Duty on Sales		-	-
Purchase of Stock -in -Trade		-	-
Finance costs	12	0.45	0.45
Operating Expenses		-	-
Employee benefit expense	13	8.88	8.06
Depreciation and amortization expense	2	-	-
Other expenses	14	12.10	11.64
Total Expenses		21.43	20.15
Profit/(loss) before tax provision and exceptional items		63.70	0.32
Exceptional Items (Refer Note No-25)		-	-
Profit before tax		63.70	0.32
Tax expense:			
- Current tax		-	0.05
- Deffered Tax	22		
Profit/(Loss) for the period		63.70	0.27
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Re-measurement Losses on Defined Benefit Plans			
Income tax relating to items that will not be reclassified to Profit or Loss			
Total Comprehensive income		-	-
Total Comprehensive Income for the year		63.70	0.27
Earning per equity share (In Rs.)			
- Basic	23	0.39	0.00
- Diluted	23	0.39	0.00

Summary of significant accounting policies 1

The accompanying notes (1 to 27) are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

FOR SALUJA & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN:000148N

(V.K VERMA)
PARTNER
M. NO. 017742
UDIN:
NEW DELHI
DATE : 28.05.2025

For and on behalf of the board

(Rishabh Goel)
Managing Director
DIN: 06888389

(K.Sukumaran)
Company Secretary
M. No. 1680

(B.R Goyal)
Chairman
DIN: 01659885

(K.K. Jha)
CFO

RAJASTHAN PETRO SYNTHETICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

Particulars	Rs in Lakhs			
	FOR THE YEAR ENDED 31ST MARCH, 2025		FOR THE YEAR ENDED 31ST MARCH, 2024	
	(Rs in Lakhs)		(Rs in Lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit/(Loss) Before Tax and extra ordinary items		63.70		0.32
Adjustment for : Depreciation				
Operating profit before extra ordinary items and working capital changes		63.70		0.32
Adjustment for :				
(Increase)/Decrease in trade receivables	0.08		(0.07)	
(Increase)/Decrease in short term loans and advances	(0.01)	0.07	(0.04)	(0.11)
Increase/(Decrease) in Trade payables				
Increase/(Decrease) in other payables & Income tax provision	(63.62)	(63.62)	0.64	0.64
Cash Generated from Operations before extra ordinary items		0.15		0.85
Direct tax (Paid)/Refund		-		(0.05)
Cash inflow/outflow from extra ordinary items				
Net Cash Inflow/(outflow) from Operating Activities after extra ordinary items (A)		0.15		0.80
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)		0.15		0.80
Cash and cash equivalents at the beginning of the year (Opening Balance)		1.24		0.44
Cash and cash equivalents at the closing of the year (Closing Balance)		1.39		1.24

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.

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CHARTERED ACCOUNTANTS
FRN :000148N

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Statement of Changes in Equity (SOCE) for the year ended 31st March, 2025
A. Equity Share capital

Rs. In Lakhs

Particulars	Balance as at 1st April 2022	Change during the year 2022-23	Balance as at 31st March 2023	Change during the year 2023-24	Balance as at 31st March 2024	Change during the year 2024-25	Balance as at 31st March 2025
ISSUED CAPITAL							
Equity Shares 17406254 of Rs. 10/- each	1,740.63		1,740.63		1,740.63		1,740.63
SUBSCRIBED CAPITAL							
Equity Shares 17377971 of Rs. 10/- each	1,737.80		1,737.80		1,737.80		1,737.80
PAID-UP CAPITAL							
Equity Shares 16189270 of Rs. 10/- each	1,618.93		1,618.93		1,618.93		1,618.93
Add: Equity share forfeited (paid-up)	60.84		60.84		60.84		60.84
TOTAL	1679.77		1679.77		1679.77		1679.77

B. Other Equity

Particulars	Reserve and Surplus		Total Other Equity
	General Reserve	Retained Earnings	
Restated balance as at 1st April, 2022	-	-1,779.93	-1779.93
Profit for the year		0.29	0.29
Re-measurement of net Defined Benefit Plans	-	0.00	0.00
As at 31st March, 2023	-	-1,779.64	-1779.64
Profit for the year		0.27	0.27
Re-measurement of net Defined Benefit Plans	-	0.00	0.00
As at 31st March, 2024	-	-1,779.37	-1,779.37
Profit for the year		63.70	63.70
Re-measurement of net Defined Benefit Plans	-	0.00	0.00
As at 31st March, 2025	-	-1,715.66	-1,715.66

IN TERMS OF OUR REPORT OF EVEN DATE.

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(K.K. Jha)
CFO

NOTE - 2 PROPERTY, PLANT AND EQUIPMENT		
Particulars	Office Equipments	Total
Gross Block as at April 1, 2023	-	-
Additions	-	-
Disposals		
As at March 31, 2024	-	-
As at March 31, 2025	-	-
Accumulated Depreciation as at April 1, 2023	-	-
Charge for the Year	-	-
Adjusted on Disposals	-	-
As at March 31, 2024	-	-
As at March 31, 2025	-	-
Net Carrying Amount		
As at March 31, 2023	-	-
As at March 31, 2024	-	-
As at March 31, 2025	-	-

RAJASTHAN PETRO SYNTHETICS LIMITED

NOTES ATTACHED TO FORMING PART OF BALANCE SHEET AS ON 31.03.2025

NON-CURRENT ASSETS		
	Rs. in lakhs	Rs. in lakhs
3 Investments		
PARTICULARS	AS AT 31.03.2025	AS AT 31.03.2024
Investment in equity instruments (fully paid up equity shares) (Valued at cost)	-	-
	-	-
CURRENT ASSETS		
4 Trade Receivable		
PARTICULARS		
Trade Receivable	-	0.08
(Outstanding for a period less than 6 months)	-	0.08
5 Cash and Bank Balances		
PARTICULARS		
Cash and cash equivalents		
Cash on hand	0.00	0.00
Balances with bank:		
-In Current Accounts	1.39	1.24
	1.39	1.24
6 Short-term loans and advances		
PARTICULARS		
Advance payment of income tax (including TDS)	0.99	0.98
Advance recoverable in cash & kind (unsecured, considered good)	0.25	0.25
	1.24	1.23
7 SHARE CAPITAL		
PARTICULARS	AS AT 31ST MARCH 2025	AS AT 31ST MARCH 2024
Authorized		
2,00,00,000 Equity Shares of Rs.10/- each (P/Y 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		
1,73,77,971 Equity Shares of Rs. 10/- each (P/Y :1,73,77,971 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:-

- 7.1** 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.
- 7.2** 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
- 7.3** Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts : NIL
- 7.4** In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts.
- 7.5** The details of shareholders holding more than 5% shares are given below:

Name of the shareholder	As At 31st March, 2025		As At 31st March, 2024	
	No of shares	% held	No of shares	% held
Smt. Vijay Laxmi Poddar	38,54,505	23.81%	38,54,505	23.81%
Uddhav Properties Ltd.	13,30,600	8.22%	13,30,600	8.22%
Sh. Gauri Shankar Poddar	21,19,218	13.09%	21,19,218	13.09%

- 7.6** The reconciliation of the number of shares outstanding at the beginning and end of the reporting year are given below:

Particular	As At 31st March, 2025		As At 31st March, 2024	
	No of shares	Amt (In Rs lacs)	No of shares	Amt (In Rs lacs)
Numbers of shares at the beginning	1,61,89,270	1,618.93	1,61,89,270	1,618.93
Add/Less: Changes during the Year	-	-	-	-
Numbers of shares at the end	1,61,89,270	1,618.93	1,61,89,270	1,618.93

8 OTHER EQUITY

PARTICULARS	BALANCE AS AT 31ST MARCH, 2025	BALANCE AS AT 31ST MARCH, 2024
Capital Reserve		
Opening balance	30.00	30.00
Securities Premium Account		
Opening balance	1,266.65	1,266.65
Surplus / (Deficit)		
Opening balance	(3,076.02)	(3,076.29)
Add: Profit / (Loss) for the year	63.70	0.27
	(3,012.31)	(3,076.02)
	(1,715.66)	(1,779.37)

9 Other current liabilities

PARTICULARS	BALANCE AS AT 31ST MARCH, 2025	BALANCE AS AT 31ST MARCH, 2024
Trade deposits	6.41	6.41
Other payables	31.07	94.71
Total Other Current Liabilities	37.48	101.12
Provisions		
Provision for Income Tax	-	0.05
	37.48	101.17

RAJASTHAN PETRO SYNTHETICS LIMITED

NOTES ATTACHED TO FORMING PART OF BALANCE SHEET AS ON 31.03.2025

	Amt in Rs. Lakhs	
	FOR THE YEAR ENDED 31 ST MARCH, 2025	FOR THE YEAR ENDED 31 ST MARCH, 2024
10 Revenue from operations		
Sale of Services		
- Office Management Income (including C&F Agency Operations)	22.00	20.45
	22.00	20.45
11 Other Income		
Credit Balance W/off	63.12	-
Interest on Income tax refund	0.01	0.02
	63.13	0.02
12 Finance Cost		
Interest Cost	0.45	0.45
	0.45	0.45
13 Employee benefit expense		
Salaries, Wages, Allowances, Gratuity, etc.	8.88	8.06
Staff Welfare Expenses	-	-
	8.88	8.06
14 Other expenses		
Office Operation Expenses	3.00	-
Rent	0.48	0.48
Listing & delisting Fees etc. to stock exchanges	3.25	3.75
Advertisement & Business Promotion Expenses	0.27	0.27
Printing and Stationery	0.64	0.64
Auditors Remuneration:		
Audit fees	0.35	
Income Tax Fee	0.15	
Postage & Telegram	1.30	3.13
Legal, professional & consultancy charges	1.99	1.90
Bank Charges	0.03	0.02
Miscellaneous Expenses	0.64	0.99
	12.10	11.63

Notes to the financial Statements for the year ended 31st March, 2025

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 Bombay Stock Exchange. The Company is presently engaged in Office Management Services / C&F Agency Operations. The Company's registered office is at Flat No.201, 8-B, Oasis Tower, New Navratan Complex, Bhuwana Udaipur-313001 (Rajasthan)

1.2 Basis of Preparation and Presentation of Financial Statements

(A) Statement of Compliance

These standalone Ind AS financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under the Companies (Indian Accounting Standards) Rules, 2015. The financial statements up to the year ended March 31, 2017 were prepared in accordance with Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act ('Previous GAAP'). The date of transition to Ind AS is April 1, 2016.

(B) Basis of measurement

The financial statements are prepared on historical Cost basis except for certain financial assets and liabilities that are measured at fair value. The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for an accrual basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell assets or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

(C) Functional and Presentation Currency

These financial statements are presented in Indian Rupee (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (upto two decimals), except as stated otherwise

(D) Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

E) Current and non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. **An asset is current when it is:**

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of Business;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of Business

It is due to be settled within twelve months after the reporting period; or
There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.
All other liabilities are classified as non-current

1.3 Fixed Assets and Depreciation & Amortization

The Company has no Tangible/Intangible assets and therefore no depreciation has been provided.

1.4 (A) Cash and Cash Equivalents

Cash and cash equivalent in the Balance Sheet comprise cash at banks and cash in hand, which are subject to insignificant risk of change in value.

(B) Financial Instruments

Initial recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are deducted from or added to the fair value of financial assets or financial liabilities, as appropriate, on initial recognition.

Subsequent measurement

Non derivative financial instruments

- (i) **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (ii) **Financial assets carried at fair value through other comprehensive income (FV)** measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.
- (iii) **Financial assets carried at fair value through profit or loss (FVTPL):** A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.
- (iv) **Financial liabilities:** Financial liabilities are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts are approximate to fair value due to the short maturity of these instruments.

(C) Impairment

(i) Financial assets

The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through Profit or Loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

(D) Fair value measurement

The Company measures financial instruments, such as derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: In the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economics best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The

company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.:

Level 1 – Quoted prices in active markets.

Level 2 – Input other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 – Input that are not based on observable market data.

(E) Provisions, Contingent Liabilities and Contingent Assets

Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably. No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

(F) Borrowing Cost

General and Specific Borrowings Cost that are directly attributable to the acquisition or construction or production of qualifying assets capitalized as part of the cost of such assets up to the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are charged as expenses in the year in which they are incurred.

(G) Earnings Per Share

Basic Earnings per Share is calculated by dividing the net profit of loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares

1.5 Revenue Recognition

The Company has recognized revenue from Services namely Office Management/ C&F Agency Operations as and when becomes due and on accrual basis.

1.6 Investments

Long term investments are stated at cost, unless the loss is other than temporary in nature. There are no long-term investments at the end of year.

1.7 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.

1.8 Retirement benefits

Gratuity and leave encashment are accounted for on cash basis.

NOTES TO ACCOUNTS

15 Contingent liabilities to the extent not provided for:

Claims against Company not acknowledged as debts:

(Rs. in Lakhs)

	Current Year	Previous Year
1. Customs & Excise demands in dispute/ Under appeal as per order of CESTAT New Delhi for admission of appeals.	180.57	180.57

16 Income Tax assessments of the Company have been completed up to assessment year 2024-25.

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

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

19 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 settlement of the dues.

20 Segmental reporting as defined in Accounting Standard 17 is not applicable to the Company as it is operating only a single business, i.e. office management services / C&F Agency Operations.

21 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.

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

	2024-25 Rs. In Lakhs	2023-24 Rs. In Lakhs
a) Profit/ (Loss) after tax	63.70	0.27
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. 0.39	Rs. 0.00

23. The Company has adopted Indian Accounting standards (Ind-AS) effective 1st April 2017(transition date being 1st April 2017) and accordingly audited financial results has been prepared in accordance with IND-AS prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015 (as amended)

24. **Related Party Transaction [AS-18]**

- i) List of related parties and their relationships

S.No	Name of the Related Party	Relationship
1	Smt. Kanishka jain	Directors
2	Smt Priyanka Maggo	
3	Shri. Bhagat Ram Goyal	
4	Shri. Rishabh Goel	
5	Shri. Sukumaran Kochukunju	Key Managerial Personnel (KMP)
6	Shri. Krishna Kumar Jha	

ii) **Nature of Transaction**

S.No	Related Party Transaction	Key Managerial Personnel (KMP)	
		FY 2024-25 (Rs.in lakhs)	FY 2023-2024 Rs. In lakhs)
1	Remuneration to KMP	8.88	8.06

25. Previous year's figures have been regrouped /rearranged wherever considered necessary to confirm to this year classification.

26 Disclosure of Ratios:

Rs. In Lakhs

SN	Particulars	Formula	Numerator	Denominator	Ratio as on 31.03.2025	Numerator	Denominator	Ratio as on 31.03.2024	Variance	Reason For Variance If Vaiance is >25%
a	Current ratio	Current Assets / Current Liabilities	2.63	38.52	0.0683	2.55	102.15	0.0250	173.66	Due to reduction in current liabilities in current financial year as compared to previous financial year
b	Debt-Equity ratio	Debt / Equity	-	(35.89)	-	-	(99.60)	-	-	Not Applicable
c	Debt service coverage ratio	Net Operating Profit / Debt Payment	64.15	-	-	0.77	-	-	-	Not Applicable
d	Return on equity ratio	Net Profit / Shareholders Fund	63.70	(35.89)	(1.7750)	0.27	(99.60)	(0.0027)	66,598.91	Due to increase in Net Profit and Shareholders Fund
e	Inventory turnover ratio	COGS / Average Inventory	-	-	-	-	-	-	-	Not Applicable
f	Trade receivables turnover ratio	Turnover / Trade Receivables	22.00	-	Cannot be Computed	20.45	-	Cannot be Computed	Cannot be Computed	Not Applicable
g	Trade payables turnover ratio	Purchase / Trade Payables	-	-	-	-	-	-	-	Not Applicable
h	Net capital turnover ratio	Turnover / Shareholders Fund	22.00	(35.89)	(0.6130)	20.45	(99.60)	- 0.2053	198.57	Due to increase in Shareholders Fund
i	Net profit ratio	Net Profit / Turnover	63.70	22.00	2.8956	0.27	20.45	0.0130	22,239.30	Due to increase in Net Profit
j	Return on capital employed	Net Operating Profit / (Shareholders Fund+Debt)	64.15	(35.89)	(1.7876)	0.77	(99.60)	- 0.0077	23,171.97	Due to increase in Net Profit and Shareholders Fund
k	Return on investment	Net Profit / (Shareholders Fund+Debt)	63.70	(35.89)	(1.7750)	0.27	(99.60)	- 0.0027	66,598.91	Due to increase in Net Profit and Shareholders Fund

27 Other Statutory Information

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (prohibition) Act, 1988 or rule thereunder.
- The Company does not have any transactions with companies struck off.
- The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

In terms of our report of even date.

For Saluja and Associates

Chartered Accountants

FRN:000148N

(V.K VERMA)

PARTNER

M. NO. 017742

UDIN:

PLACE: NEW DELHI

DATE : 28.05.2025

For and on behalf of the Board of Directors

(Rishabh Goel)
Managing Director
DIN: 06888389

(B.R Goyal)
Chairman
DIN: 01659885

(K.Sukumaran)
Company Secretary
M. No. 1680

(K.K. Jha)
CFO

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
43rd Annual General Meeting on 26th September, 2025

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 43rd Annual General Meeting of the Rajasthan Petro Synthetics Ltd., Address : Flat No. 201,8-B, Oasis Tower, New Navratan Complex, Bhuwana,Udaipur-313001(Rajasthan) on Friday,26thSeptember,2025 at 12:30 P.M.

(Member's /Proxy's Signature)

Note:

1. Please complete the Folio/DPID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for the financial year ended on March 31, 2025 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial year ended on March 31, 2025 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note: Please read instructions given at Note No. 15 Notice of the 43rd Annual General Meeting of the Company before casting your vote through e-voting.

**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. /DP ID-CLIENT 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/her	

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting to be held on the Friday, 26th September, 2025 at 12:30 P.M. at Flat No. 201,8-B, Oasis Tower, New Navratan Complex, Bhuwana,Udaipur-313001(Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

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, 2025		
2	Re-appointment of Mr. Rishabh Goel as Director liable to retire by rotation		
3.	To fix the remuneration of M/s Saluja & Associates, Chartered Accountants, Statutory Auditors of the Company.		
4	To appoint M/s Arun Kumar Gupta & Associates, Company Secretaries in Practice, as Secretarial Auditor for a term of upto 5 (Five) consecutive years		
5	Regularisation of Appointment of Mr. Ajay Upadhyay (DIN:08009595) as Director (Independent) of the Company.		

* Applicable for investors holding shares in Electronic form.

Signed this ____day of _____2025

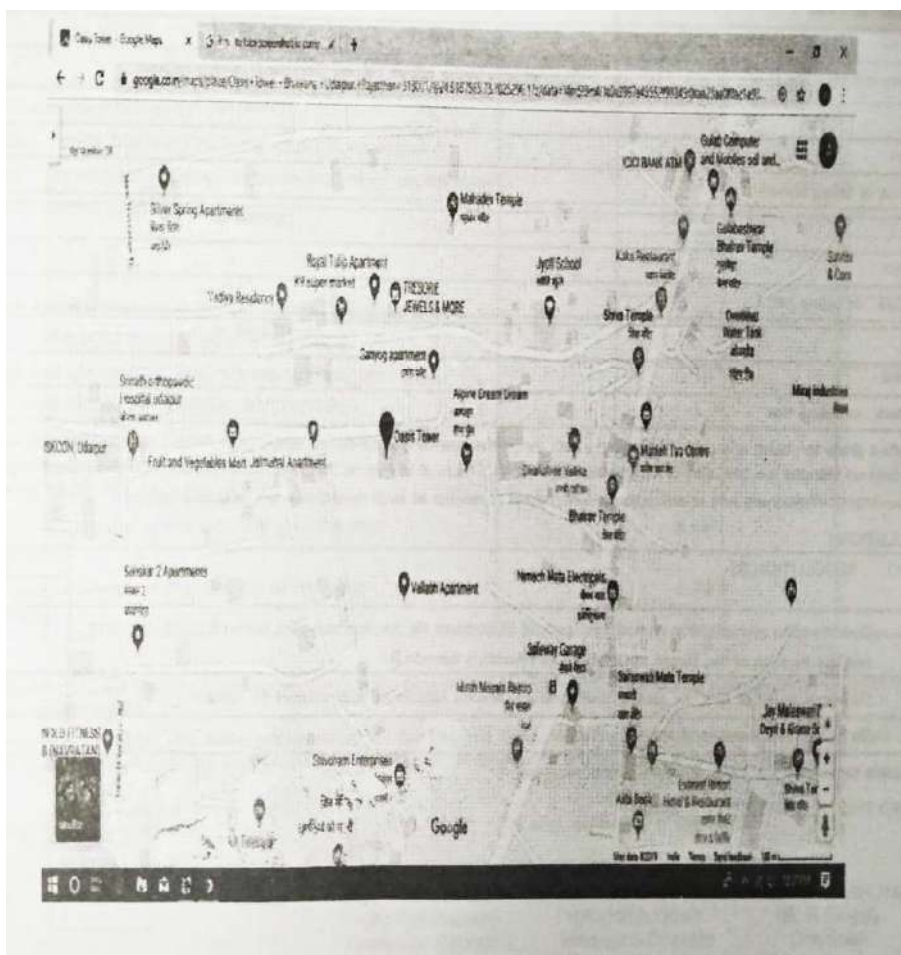
Signature of Shareholder Signature of Proxy holder

Affix
Revenue
Stamps

Signature of
the shareholder
across Revenue
Stamp

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.





RAJASTHAN PETRO SYNTHETICS LTD.

CIN. LI118RJ1983PLC002658

ANNUAL REPORT 2024-25

RAJASTHAN PETRO SYNTHETICS LTD.

CIN-L17118RJ1983PLC002658

ANNUAL REPORT 2024-25

BOARD OF DIRECTORS

Shri Bhagat Ram Goyal
Shri Rishabh Goel
Mrs. Priyanka Maggo
Shri Kanishka Jain
Mr. Ajay Udaphyay

Chairman (Non- Executive Independent Director)
Managing Director
Non- Executive Independent Director
Non-Executive Director
Non- Executive Independent Director(Appointed w.e.f 22nd August,2025)

REGISTERED OFFICE

Flat No. 201, 8-B, Oasis Tower,
New Navratan Complex,
Bhuwana, Udaipur-313001 (Rajasthan)

BANKERS

State Bank of Bikaner & Jaipur

STATUTORY AUDITOR

Saluja & Associates, Chartered Accountants,
69, Desh Bandhu Gupta Road
Jolly Building, 2nd Floor
Paharganj,
New Delhi-110055

SECRETARIAL AUDITORS

M/s Rohit Bhatia & Associates
Company Secretaries
C- 415, 4th Floor, Vipul Plaza,
Sector-81,
Faridabad, Haryana-121002

INTERNAL AUDITOR

M/s MBR & Company LLP
195- H, Garud Apartment
Pocket IV, Mayur Vihar-I,
New Delhi-110092

Company Secretary -cum -Compliance Officer

Shri K. Sukumaran

REGISTRAR & TRANSFER AGENTS

M/s Skyline Financial Services Pvt. Ltd.
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Ph. No: (011) 26812682-83
Email id: admain@skylinerta.com