



RAJASTHAN PETRO SYNTHETICS LTD.

CIN No. LI7118RJ1983PLC002658

ANNUAL REPORT 2017-2018

BOARD OF DIRECTORS

Shri Bhagat Ram Goyal	Chairman
Shri Rishabh Goel	Managing Director
Shri S.S.Shaktawat	upto 27.12.2017
Mrs. Jai Laxmi Shaktawat	Director (w,e,f, 27.12.2017)
Ms Sunita Rana	Director

REGISTERED OFFICE

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

BANKERS

State Bank of Bikaner & Jaipur

STATUTORY AUDITORS

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

INTERNAL AUDITOR

M/s MBR & Company LLP
195 H, Garud Apartments
Pocket 4. Mayur Vihar Phase 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 : admin@skylinerta.com

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Rajasthan Petro Synthetics Ltd. will be held on Saturday, the 29th September 2018, at 11:00 A.M. at the Registered office of the company at 8, Kushal Bagh, Road No.3, University Road, Udaipur-313001 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, 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 Shri Rishabh Goel, who retires by rotation, and being eligible, offers himself for reappointment.
3. To fix the remuneration of 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 35th Annual General Meeting held on 25th September, 2017 in respect of the appointment of M/s Saluja & Associates, Chartered Accountants (firm registration no. 000148N) till the conclusion of the 40th 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 year 2018-19, until the conclusion of the 40th Annual General Meeting of the Company

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for regularization of Additional Director, Mrs. Jai Laxmi Shaktawat (DIN - 08034813)

"RESOLVED THAT pursuant to Section 160 and 161 of the Companies Act 2013, and any other applicable provision (including any modification or re-enactment thereof), if any of the Companies Act 2013, Mrs. Jai Laxmi Shaktawat, aged 66 years (holding DIN 08034813) who was appointed as an Additional Director in the meeting of the Board of Directors held on 27th December 2017 and whose term expires at the ensuing Annual General Meeting of the Company and for the appointment of whom the company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as Director of the Company in the category of Non-Executive Director."

**By Order of the Board
For Rajasthan Petro Synthetics Ltd.**

**(K. Sukumaran)
Company Secretary**

Place : New Delhi
Date : 14th August, 2018

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 a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
2. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act), Setting out the material facts in respect of Special Business at the meeting item No. 4, is annexed hereto and forms part of this notice.
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 and in the Explanatory Statement pursuant to section 102 of the Act, 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. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive).
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 36th 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.
7. Physical copy of the Annual Report for 2017-18, the Notice of the 36th 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 2017-18 and the Notice of the 36th AGM along with Admission Slip and Proxy Form will also be available on the Company's website www.rpsl.co.in
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. Appointment of Director:

Brief resume of the Director proposed to be re-appointed (Item No. 2 of the Notice) is given hereunder:

Name	Shri. RISHABH GOEL
Age	26 Years
DIN	06888389
Qualification	B. Com
Expertise in specific functional areas	Businessman

Date of appointment on the Board of the Company (Rajasthan Petro Synthetics Ltd.)	28.06.2014
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Membership/Chairmanship of committees of other public companies [includes only Audit Committee and Stakeholders' Relationship Committee in terms of Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]	NIL
Number of Equity Shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	Nil
Number of Board Meetings attended during the F.Y. 2017-18	Four

10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 25th, 2017 for a term of 5 years.
11. Voting through electronic means.
- a. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 22nd September, 2018 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 36th Annual General Meeting.

Instructions for e-voting are as under-

- (a) In case of Members receiving an e-mail from National Security Depository Limited:
- i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - ii. Click on shareholder – login
 - iii. Enter your user id and existing password. The user –id is your demat account number which is (dp-id+ client –id)
 - iv. Click login
 - v. Home page of 'e-voting' appears. Click on e-voting-active voting cycles
 - vi. Select E-Voting Event Number (EVEN) of Rajasthan Petro Synthetics Ltd for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 28, 2018, whichever is earlier).

vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on Wednesday, September 26, 2018 at 09.00 am and end on Friday, September 28, 2018 at 5.00 pm.

viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

ix. Once you have voted on the resolution, you will not be allowed to modify your vote.

x. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at mguptacs@gmail.com with a copy marked to evoting@nsdl.co.in

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

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

USER ID	PASSWORD
-	-

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

d. The e-voting period shall commence on Wednesday, 26th September, 2018 and end on Friday, 28th September, 2018. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 22nd September, 2018 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

e. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.

f. The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 01st October, 2018.

g. The results of the e-voting, and Poll at the AGM venue, shall be announced by the Chairman on 01st October, 2018 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

12. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e., 22nd September, 2018 (cut-off date) and who has not cast vote by remote-voting and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.

13. The Results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company www.rpsl.co.in and on the website of CDSL e-voting www.evotingindia.com and shall simultaneously be forwarded to the concerned Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

14. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.

15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
16. No dividend has been declared so no dividend has been transferred to the Investor Education and Protection Fund (IEPF) constituted as per the provisions of Companies Act, 2013.
17. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

The members are requested to get their shares dematerialized. The company's ISIN Code INE374C01017.
18. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to e-mail id at: admin@skylinerta.com
19. 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.
20. 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 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.

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.
21. The Ministry of Corporate Affairs has notified provisions relating to unpaid/unclaimed dividend under Section 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) authority. The new IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the Demat account of IEPF Authority.
22. 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.

By Order of the Board
For Rajasthan Petro Synthetics Ltd

PLACE: New Delhi
DATE: 14th August, 2018

(K. Sukumaran)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

1. Mrs. Jai Laxmi Shaktawat who was appointed as an additional Director in the meeting of the Board of Directors held on 27th December 2017, is proposed to be appointed as Director of the Company in the category of Non-Executive Director.

Pursuant to Section 160 and 161 of the Companies Act 2013 and any other applicable provision (including any modification or re-enactment thereof), if any of the Companies Act 2013, the Company is required to take approval of the Members by means of a Ordinary Resolution for regularization as Director of the Company in the category of Non-Executive Director.

2. Relevant documents would be available for inspection by the Members at the Registered Office/Administrative Office of the Company on any working day during business hours upto and including the date of AGM and also at the venue of the meeting.

**By Order of the Board
For Rajasthan Petro Synthetics Limited**

(K. Sukumaran)
Company Secretary

Place: New Delhi
Date: 14/08/ 2018

FOR ATTENTION OF THE MEMBERS

1. Members/Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting.
2. 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, 1ST Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. For other matters, kindly write to the Secretarial Department of the Company at 8, Kushal Bagh, Road No.3, University Road, Udaipur-313001
3. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA where shares are held in physical form.
4. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form from 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 both CDSL. Company's ISIN No. is INE374CO1017.
5. Members having multiple folios are requested to write to the RTA for consolidation of the Folios.
6. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF Account") on 08th May, 2018.
7. 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.
8. 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.
9. 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.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 36th Annual Report and the Audit Financial Statements for the Financial Year ended March 31st, 2018.

1. Financial summary or highlights/Performance of the Company

Particulars	2017-2018 (Rs. in lakhs)	2016-2017 (Rs. in lakhs)
Revenue from Operations	29.11	26.07
Other Income	0.91	0.65
Total Income	30.02	26.72
Employee Benefit Expense	5.49	3.27
Depreciation	0.04	0.04
Other Expense	22.64	13.89
Total Expense	28.17	17.20
Profit/ Loss before exceptional item and tax	1.85	9.52
Exceptional Item	-	9.29
Profit before tax	1.85	0.23
Current Tax	0.59	0.05
Net Profit	1.26	0.18

1. 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. 1.26 lakhs.

2. Change in the nature of business, if any

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

3. Dividend

The Directors do not recommend any dividend for the financial year 2017-18 due to insufficient profit.

4. Reserves

No amount has been transferred to Reserves during the year.

5. 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.

6. Corporate Governance

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