RAJASTHAN PETRO SYNTHETICS LTD.

ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS

Shri B.R. Goyal	Director
Shri S.S.Shaktawat	Director
Shri Manoj Khemani	Director & Manager
Shri Rishabh Goel	Additional Director (w.e.f. 28-06-2014)

REGISTERED OFFICE

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

BANKERS

State Bank of Bikaner & Jaipur

STATUTORY AUDITORS

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

INTERNAL AUDITOR

M/s Damodar Gupta & Associates
H-108, IInd Floor, Connaught Place.
New Delhi-110 001.

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 32nd Annual General Meeting of the Company will be held on Tuesday the 30th September 2014, at **11.00 A.M. at 8, Kushal Bagh, Road No 3, University Road, Udaipur-313 001 (Rajasthan).** to transact the following business.

ORDINARY BUSINSS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the financial year ended 31st March, 2014 together with Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Shri S.S.Shaktawat, who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint M/s. M.B.R. & Co. (Firm Regn. No. 021360N)Chartered Accountants, as Statutory Auditors of the Company for the financial year 2014-15 and authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

4. **Appointment of Shri Rishabh Goel (DIN No. 06888389) as Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLDVED THAT pursuant to the provisions of section 161 of the Companies Act, 2013 and rules made thereunder read with Article 81 of the Aricles of Associates of the Company, Shri Rishabh Goel (DIN 06888389), who was appointed as an Additional Director on 28.06.2014 and whose term expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature be and is hereby appointed a Director of the Company liable to retire by rotation."

By Order of the Board
Rajasthan Petro Synthetics Ltd.

(K. Sukumaran)
Company Secretary
Membership No. FCS 1680

Place : New Delhi
Date : 28th June, 2014

NOTES

As Rajasthan Petro Synthetics Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 32nd AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting.

2. The person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.

3. Members/Proxies should bring the attendance slips duly filled – in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2014 to 30th September, 2014 (both days inclusive).

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

6. The Securities 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company Registrars and Share Transfer Agents.

7. Members seeking further information about the accounts are requested to write atleast 7 days before the date of the meeting so that it may be convenient to get that information ready at the meeting.

8. Members are requested to inform the Company's **Registrar and Share Transfer Agents i.e. Skyline Financial Services Private Limited, D-153/A, Ist Floor, Okhla Industrial Area, Phase-1, New Delhi-110020** about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agents of the Company

9. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.

10. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29,2011 issued by the Ministry of Corporate Affairs and to avail the e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.

11. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the draft MCA circular, no gifts/coupons shall be distributed at the Meeting.

12. Members are advised not to carry their personal belongings such as bags, eatables, laptops, mobile phones, arms, ammunitions or any other harmful/dangerous objects to the meeting venue.

13. Members may also note that the Notice of 32nd Annual General Meeting and Annual Report for the year 2013-14 is also available on the website of the Company www.rpsl.co.in for their download.

14. Voting through electronic means.

a. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 29th August, 2014 (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 32nd Annual General Meeting.

b. Instructions for e-voting are as under-

i. Launch internet browser by typing the following URL: https//www.evoting.nsdl.com

ii. Click on Shareholder – Login

iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID+ CLIENT –ID)

iv. Click Login

v. Home page of 'e-voting" appears. Click on e-Voting-Active Voting Cycles

vi. Select E-Voting Event Number (EVEN) of Rajasthan Petro Synthetics Ltd for casting vote in favour or against the item (s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of September 19, 2014, whichever is earlier).

vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Wednesday September 17, 2014 at 10.00 am and ends on Friday September 19, 2014 at 6.00 pm.

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

ix. Once you have voted on the resolution, you will ot be allowed to modify your vote.

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

c. The Board of Directors have appointed Mr. Maneesh Gupta (FCS 4982) , Practicing Company Secretary, as the Scrutinizer for conducting the e-voting in a fair and transparent manner.

d. The e-voting period shall commence on Wednesday, 17th September, 2014 and end on Friday, 19th September, 2014. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 29th August, 2014(cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.

e. The Scrutinizer will submit the report to the Chairman of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 24th September, 2014.

f. The results of the e-voting and Poll at the AGM venue, shall be announced by the Chairman after the Annual General Meeting of the Company. 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 NSDL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

Item No.4: Appointment of Shri Rishabh Goel as Director

Shri Rishabh Goel (DIN No. 06888389) was appointed as an Additional Director in terms of Article 81 of the Articles of Association of the Company by the Board of Directors of the Company in their meeting held on 28th June, 2014 and holds office till conclusion of the next Annual General Meeting. The Company has received a proposal, in writing, proposing the appointment of Shri Rishabh Goel as a Director.

Shri Rishabh Goel, aged 22 years, holds a Degree in Bachelor of Arts from Delhi University and Bachelor of Business Administration from Sikkim Manipal University and has 4 years of running family business. Shri Rishabh Goel is not holding any Shares in the Company.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested in this appointment.

DIRECTORS' REPORT

Dear Members,

Your Directors present their 32nd Annual Report along with Audited Accounts for the year ended on 31st March, 2014.

Operations

During the year under review, the Company undertook sub-contract work for a C &F Agent and made a net profit Rs. 28.03 lacs. The sub-contract stands terminated w.e.f. 31.3.2014.

Dividend

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

Deposits

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

Directors

Shri Rishabh Goel (DIN 06888389) joined the Board as an Additional Director on 28th June, 2014 in terms of Article 81 of the Articles of Association of the Company Shri Rishabh Goel holds the office of Additional Director till the conclusion of the Annual General Meeting and resolution for his appointment as director is given in the notice of the Annual General Meeting.

Shri S.S.Shaktawat retires by rotation and being eligible offers himself for re-appointment.

Auditors

M/s. M.B.R & Co., Chartered Accountants, the retiring Statutory Auditors of the Company, have confirmed their eligibility and willingness to accept office, if re-appointed. The Company has received certificate from them to the effect that their re-appointment, if made, would be in conformity with the Section 139 of the Companies Act, 2013.

Particulars of Employees

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

Conservation of Energy, Technology Absorption

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

Foreign Exchange Earning and Outgo

Foreign Exchange Earning during the year - Nil

Foreign Exchange spent during the year - Nil

Corporate governance

The Company is committed to maintain highest standards of Corporate Governance. The Directors adhere to the requirement set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented the stipulations prescribed. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

Directors' Responsibility Statement

We report that :

1) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

2) the directors have selected such accounting policies so as to give a true and fair view of the state of affairs of the Company;

3) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company, and for preventing and detecting fraud and the other irregularities;

4) the directors have prepared the Annual Accounts for the year ended 31.3.2014 on a 'going concern basis'.

Acknowledgement

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

For and behalf of the Board of Directors

Place: New Delhi
Date : 28.06.14

(S. S. Shaktawat)
Director

(B.R. Goyal)
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Operation of the Company

The Company undertook Billing Agency from a C&F agent for cement and had no other activity during the year.

The C&F agent has not renewed the sub-contract after 31.03.2014.

Future Outlook

The Company plans to expand the current activities of sub-contract work, but unable to take up activities for want of funds.

Opportunities and threats

Stiff competition is expected from the other players in industry.

Internal control systems and their adequacy

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

Human resources/industrial relations

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

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED MARCH 31, 2014.

1. Company's Philosophy

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

(i) The members of the Board are persons in whom the Shareholders have reposed their confidence and trust. Persons appointed to the Board are conscious of their corporate and social responsibilities and maintain higher standards of integrity.

(ii) Highest standards of compliance, disclosure and transparency are maintained by the Company.

2. Board of Directors:

(i) Mr.B.R. Goyal, aged 68 years is a Practicing Chartered Account, having more than 42 years of experience in Auditing and Finance.

(ii) Mr. Manoj Khemani, aged 46 is a Commerce Graduate having more than 24 years of experience in family business.

(iii) Mr. Sajan Singh Shaktawat, aged 72, has Masters Degree in Arts and is also a Law Graduate, having more than 47 years of experience in Administration & Industrial Relations.

(iv) Mr. Rishabh Goel, aged 22 years in a Graduate in Arts from Delhi University & Bachelor of Business Administration from Sikkim Manipal University.

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

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

S. No.	Nameof Director	Category of Directorship	Attendance of Meetings during 2013-14		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1	Mr. B. R. Goyal	Non Executive	5	No	NIL	-	3
2	Mr.Manoj Khemani	Executive	1	No	NIL	-	-
3	Mr.Sajjan Singh Shaktawat	Non Executive	5	Yes	NIL	3	-

3. Meetings of the Board / Committees

Board Meetings

During the year ended 31st March, 2014, five (5) meeting of the Board of Directors were held on , 30th May, 2013, 13th August, 2013, 13th November, 2013, 16th January, 2014 and 13th February, 2014.

Audit Committee

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

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

During the year ended 31st March, 2014, four (4) meetings of the Audit Committee were held on 30th May, 2014, 13th August, 2014, 13th November, 2013 and 13th February, 2014.

Shareholders' Grievance Committee

The **Shareholders' Grievance Committee** is comprised of Shri B. R. Goyal as Chairman and Shri S. S. Shaktawat as Member.

During the year ended 31st March, 2014, one (1) meeting of the Shareholders' Grievance Committee was held on 12th November, 2013

Details of Pending Complaints:-

Complaints Received from	Nos.of Complaints Received	Nos.of Complaints pending
SEBI	NIL	NIL
Stock Exchange	3	NIL
Investors	3	NIL
Govt.Authroities	NIL	NIL

Remuneration Committee

The Remuneration Committee is comprised of Mr. B. R. Goyal as Chairman and Mr. S S Shekhatwat as Member.

During the year ended 31st March,. 2014, one (1) meeting of the Remuneration Committee was held on 13th November, 2013.

CEO/CFO Certification

Since the CFO of the Company has resigned, a certificate from Shri S.S.Shaktawat, Director, on the financial Statement of the Company in terms of Clause 49 of Listing Agreement was placed before the Board, who took the same on record.

4. **Annual General Meeting**

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

Year	2010-11	2011-12	2013-13
Date and Time	September 30,2011 at 10.00 A.M.	August 22, 2012 at 10.00 AM	Sept 28, 2013 at 11.00 AM
Venue	F-210-223, RIICO Industrial Area, Udyog Vihar, Sukher, Udaipur-313004	8, Kushal Bagh, Road No. 3,University Road, Udaipur – 313001.	8, Kushal Bagh, Road No. 3,University Road, Udaipur – 313001.
Details of Special Resolution	Appointment of Mr. S.S. Shekhawat as Director	NIL	NIL

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

During the year, no Extra Ordinary General Meeting of the Members of the Company was held. No resolution was passed through postal ballot during the year.

6. Compliance

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

7. **Disclosures on materially significant related party transactions**

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

8. Means of Communication

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

9. General Shareholder Information

Company Registration Details

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

Annual General Meeting (AGM):

Day & Date	Tuesday, 30th September,2014
Time	11:00 AM
Venue	House No. 8, Kushal Bagh, Road No.3, University Road, Udaipur-313 001 (Rajasthan)
Date of Book Closure	23rd September, 2014 to 30th September, 2014 (both days inclusive)

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

Stock Exchange	No. of Shares Listed	Trading ISIN	Stock Code
BSE Ltd.	1,61,89,270	INE374 CO1017	506975
National Stock Exchange of India Ltd.	1,61,89,270	NIL	
Delhi Stock Exchange Association Ltd.	1,61,89,270	NIL	
Ahmedabad Stock Exchange Ltd.	1,61,89,270	NIL	
Jaipur Stock Exchange Ltd.	1,61,89,270	NIL	
Calcutta Stock Exchange Association Ltd.	1,61,89,270	NIL	

The Company's Shares are traded on BSE Ltd. Trading is suspended on other Stock Exchange due to non-payment of listing fee.

Share Transfer System

The Company has appointed M/s. Skyline Financial Services Pvt. Ltd., 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020 as Registrar & Transfer Agents. Phone No. (011) 26812682, Email Id : admin@skylinerta.com.

Dematerialization of Shares

The Company's Shares are held in dematerialized form in CDSL. Upto March, 31, 2014, 1,02,08,371 shares representing 63.05% of the equity capital have been dematerialized of which promoters' shares are 93,34,952 (100% of the promoters holding) and 8,73,419 (12.74%)of the Public Shareholders are held in Demat form

Pattern of Shareholding as on 31st March, 2014

S. No.	Category	Shares					
		Electronic Form		Physical Form		Total	
		No. of shares	%age of Total Capital	No.of shares	%age of Total Capital	No. of shares	%age of Total Capital
1	Promoters	9334952	57.66			9334952	57.66
2	Bodies Corporate	193900	1.20	775737	4.79	969637	5.99
3	Individuals	136857	0.85	4319701	26.68	4456558	27.53
4	NRIs	2100	0.01	576207	3.56	578307	3.57
5	Mutual Funds, Banks,FIs, Trusts	562872	3.48	286944	1.77	849816	5.25
	TOTAL	10230681	63.20	5958589	36.80	16189270	100.00

Distribution of Shareholding as on 31st March, 2014

S. No.	Category	Share holders		No.of Shares			
		No	%age of Total Shareholders	Physical Form	Demat Form	Total	%age of Total Capital
1	Upto -500	9096	79.71	2146147	13670	2162566	13.34
2	501-1000	1595	13.98	1154900	11484	1173810	7.20
3	1001-2000	518	4.54	735942	11735	749762	4.62
4	2001-3000	82	0.72	185810	14960	207810	1.24
5	3001-4000	33	0.29	111338	3540	114848	0.71
7	4001-5000	28	0.25	117020	9100	117120	0.78
8	5001 - 10000	22	0.19	164350	8300	164350	1.07
9	10001 and above	38	0.33	1343082	10157892	11499004	71.04
	Total	11412	100	5958589	10230681	16189270	100

Market Price Data: High / low quotations on the Bombay Stock Exchange during each month for the Financial year 2013-14 & performance in comparison to BSE index :

Month	Market Price (Rs)		BSE Index	
	High	Low	High	Low
Apr, 2013	-	-	19622.68	18144.22
May, 2013	-	-	20443.62	19451.26
Jun, 2013	2.20	2.10	19860.19	18467.16
Jul, 2013	2.66	2.31	20351.06	19126.82
Aug., 2013	3.70	2.79	19569.20	17448.71
Sep., 2013	4.07	3.88	20739.69	18166.17
Oct.,2013	6.26	4.26	21205.44	19264.72
Nov., 2013	6.89	6.57	21321.53	20137.67
Dec., 2013	7.53	7.23	21483.74	20568.70
Jan.,2014	8.25	7.15	21409.66	20343.78
Feb., 2014	8.60	8.60	21140.51	19963.12
Mar., 2014	9.30	8.42	22467.21	20920.98

Address for Correspondence

S-4, Second Floor,
Pankaj Central Market,
I.P. Extension, Patparganj,
New Delhi-110092.

8. Compliance Certificate of the Auditors

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

9. Adoption of Requirements of Clause 49

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

For and on behalf of the Board

Place: Delhi
Dated: 28.06.14

(S. S. Shaktawat)
Director

(B.R.Goyal)
Chairman

CEO/CFO Certification

Board of Directors
Rajasthan Petro Synthetics Limited

I, S.S.Shaktawat, Director, certify that:

(a) I have reviewed the financial statements and the cash flow statement for the year ended March 31, 2014 and that to the best of my knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2014 are fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

d) i) There has not been any significant change in internal control over financial reporting during the year under reference;

ii) There has not been any significant change in accounting policies during the year except as laid down in Accounting Standard (AS) 15 (revised 2005) on Employee Benefits, requiring disclosure in the notes to the financial statements; and

iii) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

New Delhi,
28.06.14

S.S.Shaktawat
Director

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

TO THE MEMBERS OF RAJASTHAN PETRO SYNTHETICS LTD

We have examined the Compliance of conditions of Corporate Governance by **Rajasthan Petro Synthetics Ltd** for the year ended 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

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

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

For M.B.R & COMPANY
CHARATERED ACCOUNTANTS

(CA.MUKESH SHARMA)
PARTNER
Membership No.511275
ICAI'S FRN NO.021360N

Place : New Delhi
Dated: 28.06.2014

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

Report on the Financial Statements

1. We have audited the accompanying financial statements of **RAJASTHAN PETRO SYNTHETICS LTD.** ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity wit the accounting principles generally accepted in India:
   (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
   (ii) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
   (iii) in the case of Cash Flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditors' Report) Order, 2003, ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order, to the extent applicable to the Company.

8. As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion books of accounts as required by the law have been kept by the Company, so far as appears from our examination of those books;

c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

e. On the basis of written representations received from the Directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

PLACE: NEW DELHI
DATE: 30th May2014

FOR M B R & CO.
CHARTERED ACCOUNTANTS
FRN 021360N
(CA.MUKESH SHARMA)
PARTNER
Membership No.511275

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

Annexure referred to in paragraph 7 under the heading "Report on other Legal and Regulatory Requirements" of the Independent Auditor's report of even date to the matters of RAJASTHAN PETRO SYNTHETICS LIMITED ("the Company") on the financial statements for the year ended 31st March, 2014)

1. (a) The Company has now Office equipments as fixed assets at the close of year, the fixed Asset Register of which is being prepared.

   (b) The Company has physically verified the Office equipments during the year which in our opinion is reasonable having regard to size of the company and the nature of the assets.

2. The Company has not disposed off major fixed assets during the year.

3. The Company does not have any Inventory therefore this clause is not applicable.

4. The Company has neither granted nor taken any loans, secured or unsecured to/from Companies firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

5. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and with regard to income from Billing Agency for C & F operations.

6. The Company has not entered in to any transactions with any Company covered in the register maintained under section 301 of the Companies Act, 1956, and accordingly clause (v) of Para-4 of the Order is not applicable to it.

7. The company has not accepted deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.

8. A firm of Chartered Accountants has conducted the internal audit of the Company for the year under audit. On the basis of the reports submitted by the internal auditors to the management, in our opinion the internal audit is system commensurate with the size of the Company and nature of its business.

9. The Central Government has not prescribed maintenance of cost records for the type of services in which the Company is engaged.

10. According to the information and explanation given to us in respect of statutory and other dues.

(a) During the year no deduction were made towards Provident Fund and Employee's State Insurance. The Company was regular in depositing with appropriate authorities Income Tax and other statutory dues deducted by it during the year.

Undisputed Statutory dues amounting to Rs. 21.39 Lacs in respect of ESI, Rs. 8.59 Lacs in respect of Sales Tax, Rs. 0.10 Lacs in respect of Cenvat Payable, Rs. 4.87 Lacs in respect of Textile Committee cess and Rs. 0.13 Lacs in respect of TDs were outstanding as at 31st March, 2014 for the period of more than 6 month from the date they became payable.

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

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

11. There are accumulated losses of Rs.3091.80 lacs as on 31st March 2014 which is more than 50% of its networth. The company has not Incurred cash losses in the current year and in the immediately preceding year.

12. There are no loans from my Financial Institute or banks. Hence, clause (xi) of paragraph 4 of the order is not applicable.

13. According to the information and explanation given to us, the company has not granted loans and advances on the basis of the security by way of pledge of shares, debenture and other securities, hence, clause (xii) of order is not applicable.

14. Clause (xiii) of the Order is not applicable to the Company as the company is not a Chit Fund Company or Nidhi/ mutual benefit fund/ society.

15. In our opinion, the Company is not dealing in or trading in shares, securities, debenture, and other investments. Accordingly, the provisions of clauses 4(xiv) of the Companies (Auditor Report) Order, 2003 are not applicable to the Company. However, all investments have been held by it in its own name.

16. According to the information and explanations given to us, Company has not given any guarantees for loans taken by others from bank or financial institutions.

17. According to the information and explanation given to us, no term loans were raised during the year.

18. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.

19. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.

20. During the year covered by our audit report the Company has not issued secured debentures.

21. The Company has not raised any money by public issue during the year covered by our report.

FOR M B R & CO.
CHARTERED ACCOUNTANTS
FRN 021360N

(CA. MUKESH SHARMA)
PARTNER
M. NO. 511275

PLACE: NEW DELHI
DATE: 30th May, 2014

BALANCE SHEET AS AT 31.3.2014

PARTICULARS	Note No	As at 31.3.2014 Amount (Rs. in Lacs)	As at 31.3.2013 Amount (Rs. in Lacs)
EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,679.77	1,679.77
(b) Reserves and Surplus	3	(1,795.15)	(1,823.18)
(2) Current Liabilities			
(a) Trade payables	4	0.12	0.12
(b) Other current liabilities	5	135.00	164.84
(c) Short-term provisions	6	6.69	7.06
	Total	26.43	28.61
Assets			
(1) Non-current assets			
(a) Fixed assets	7		
Tangible assets		0.35	0.41
(b) Non-current investments	8	0.08	0.08
(c) Long term loans and advances	9	3.94	3.94
(2) Current assets			
(a) Trade receivables	10	2.34	2.34
(b) Cash and Bank Balances	11	0.33	0.81
(c) Short-term loans and advances	12	19.39	21.03
	Total	26.43	28.61

Summary of significant accounting policies 1
The accompanying notes (1 to 30) are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

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

For and on behalf of the Board

MUKESH SHARMA
PARTNER
M. NO.0511275

(K.Sukumaran)
Company Secretary

(S.S. Shaktawat)
Director

(B.R Goyal)
Chairman

NEW DELHI
DATE : 30th May'2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2014

PARTICULARS	Note No	for the Year ended 31st March 2014 (Rs. in Lacs)	For the year ended 31st March 2013 (Rs. in Lacs)
REVENUE			
Revenue from operations	13	81.79	124.41
Other Income	14	0.10	-
Total Revenue		81.89	124.41
EXPENSES			
Operating Expenses	15	10.40	29.53
Employee benefit expense	16	16.50	16.35
Financial costs	17	0.07	8.60
Depreciation and amortization expense	7	0.06	0.07
Other expenses	18	11.79	25.21
Total Expenses		38.82	79.76
Profit/(loss) before exceptional and tax		43.07	44.65
Exceptional Items (Refer Note No 25)		7.93	18.98
Profit before tax		35.14	25.67
Tax expense:			
- Current tax (Refer Note No 20)		6.69	4.89
- Adjunstment related to earlier year		0.41	-
Profit/(Loss) for the period		28.03	20.78
Earning per equity share:			
- Basic	29	0.17	0.13
- Diluted	29	0.17	0.13
Summary of significant accounting policies	1		

The accompanying notes (1 to 30) are integral part of the financial statements

IN TERMS OF OUR REPORT OF EVEN DATE.

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

For and on behalf of the Board

MUKESH SHARMA
PARTNER
M. NO.0511275

(K.Sukumaran)
Company Secretary

(S.S. Shaktawat)
Director

(B.R Goyal)
Chairman

NEW DELHI
DATE : 30th May'2014

2 SHARE CAPITAL	AS AT 31ST MARCH,2014 (Rs. In Lacs)	AS AT 31ST MARCH,2013 (Rs. In Lacs)
Authorized		
2,00,00,000 Equity Shares of Rs.10/- each (Previous Year 2,00,00,000 Equity Shares of Rs.10/- each)	2,000.00	2,000.00
Issued		
1,74,06,254 Equity Shares of Rs 10/- each (P/Y :1,74,06,254 Equity Shares of Rs 10/- each)	1,740.63	1,740.63
Subscribed		
17377971 Equity Shares of Rs. 10/- each (P/Y :1,7377971 Equity Shares of Rs 10/- each)	1,737.80	1,737.80
Paid up		
1,61,89,270 Equity Shares of Rs 10/- each fully paid up (P/Y :1,61,89,270 Equity Shares of Rs 10/- each fully paid up)	1,618.93	1,618.93
Add: Equity share forfeited (paid up)	60.84	60.84
	1,679.77	1,679.77

Note:-

2.1 The Company has only one class of shares referred to as equity shares having par value of Rs 10/- Each holder of equity shares is entitled to one vote per share.

2.2 Shares in respect of each class in the company held by its holding company rights ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate : NIL

2.3 Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts : NIL

2.4 In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.5 The details of shareholders holding more than 5% shares as at 31st March,2014 and 31st March 2013 is set out below:

	As At 31st March, 2014		At 31st March, 2013	
Name of the shareholder	**No of shares**	**% held**	**No of shares**	**% held**
Smt. Vijay Lakshmi Poddar	3,054,505	18.87%	3,064,505	18.93%
Uddhav Properties Ltd.	1,380,600	8.53%	1,380,600	8.53%
KFL Infra & Logistics Ltd	1,945,810	12.02%	1,945,810	12.02%

2.6 The reconciliation of the number of shares outstanding as at 31st March,2014 and 31st March,2013 is set out below:

	As At 31st March, 2014		As At 31st March, 2013	
Particular	**No of shares**	**Rs in Lacs**	**No of shares**	**Rs in Lacs**
Numbers of shares at the beginning	16,189,270	1,618.93	16,189,270	1,618.93
Add/Less: Addition/ Deletion during the year	-	-	-	-
Numbers of shares at the end	16,189,270	1,618.93	16,189,270	1,618.93

		AS AT 31ST MARCH,2013	AS AT 31ST MARCH,2012
	(Rs. In Lacs)	(Rs. In Lacs)	
3	**RESERVE AND SURPLUS**		
	Capital Reserve	30.00	30.00
	Opening balance		
	Securities Premium Account	1,266.65	1,266.65
	Opening balance		
	Surplus / (Deficit)	(3,119.83)	(3,140.61)
	Opening balance	28.03	20.78
	Add: Profit / (Loss) for the year	(3,091.80)	(3,119.83)
		(1,795.15)	(1,823.18)
	CURRENT LIABILITIES		
4	**Trade payables**		
	Trade payables-due to micro,small and medium enterprises	-	-
	under MSMED Act,2006 (Refer Note No 23)	0.12	0.12
	Trade payables		
		0.12	0.12
5	**Other current liabilities**		
	Income received in advance/unearned revenue	5.90	44.77
	Trade deposits (Refer Note No 26)	22.50	-
	Accrued Salaries & Benefits	4.91	5.22
	Statutory Dues	35.14	38.88
	Other payables	66.54	75.98
		135.00	164.84
6	**Short-term provisions**		
	Provision for taxation	6.69	7.06
		6.69	7.06

7 FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.13	Addition during the year	Deductions/ Adjustment	As on 31.03.14	As at 01.04.13	For the year	Adj. on Sales	As at 31.03.14	As at 31.03.14	As at 31.03.13
	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)	(Rs.in Lacs)
Plant & Machinery	13.45	-	-	13.45	13.45	-	-	13.45	-	-
Office Equipments	1.31	-	-	1.31	0.90	0.06	-	0.96	0.35	0.41
TOTALS	14.76	-	-	14.76	14.35	0.06	-	14.41	0.35	0.41
Previous Year	14.76	-	-	14.76	14.28	0.07	-	14.35	0.41	0.48

		AS AT 31ST MARCH,2014 (Rs. In Lacs)	AS AT 31ST MARCH,2013 (Rs. In Lacs)
	NON-CURRENT ASSETS		
8	**Non-current investments**		
	Investment in equity instruments(fully paid up equity shares)		
	(Valued at cost) No of Shares (C/y) No of Shares (P/y)		
	JCT Ltd 130 130	**0.13**	0.13
	J K Synthetics 100* 100	**0.08**	0.08
		0.21	0.21
	Less: Allowances for Diminution in value of investment	**0.13**	0.13
	Aggregate amount of quoted investments	**0.08**	0.08
	Aggregate Market Value of quoted investments	**0.21**	0.21
		0.01	0.01

*J K Synthetics Ltd has been merged with J K Cement Ltd and 10 shares of J K Cement Ltd has been allotted in lien of 100 shares held in J K Synthetics Ltd & current value @ Rs. 149/- per equity shares

9	**Long term loans and advances**		
	Security deposits (unsecured, considered good)	**2.89**	2.89
	Balances with excise authorities	**1.05**	1.05
		3.94	3.94
	CURRENT ASSETS		
10	**Trade receivables**		
	Unsecured,considered good unless stated otherwise		
	Outstanding for period exceeding six months from the date they are due for payment		
	Unsecured,considered good	**2.34**	2.34
	Other receivables		
	Unsecured,considered good	-	-
	TOTAL	**2.34**	**2.34**

11 Cash and Bank Balances

Cash and cash equivalents

Cash on hand	0.14	0.04
Balances with bank:		
-In Current Accounts	0.19	0.77
	0.33	0.81

12 Short-term loans and advances

Advance payment of income tax (including TDS)	18.64	16.55
Advance recoverable in cash & kind (unsecured, considered good)	0.68	1.37
Balances with govt autorities	0.06	-
Other short term loans and advances (unsecured, considered good)	-	3.10
	19.39	21.03

		for the year ended 31 ST MARCH,2014 (Rs. In Lacs)	for the year ended 31 ST MARCH,2013 (Rs. In Lacs)
13	**Revenue from operations**		
	sale of Services		
	- Freight Received	-	11.21
	- Fees for Billing agency for C & F	81.79	111.92
	Operation/C & F Income		
	- Office Management Income	-	1.28
		81.79	124.41
14	**Other Income**		
	Liabilities / provisions no longer required written back	0.10	-
		0.10	-
15	**Operating Expenses**		
	Freight & Handling Charges	-	10.78
	Office Operation Expenses	2.15	6.75
	Reconcilliation & Billing Expenses	8.25	12.00
		10.40	29.53
16	**Employee benefit expense**		
	Salaries, Wages,Allowances, Gratuity, etc.	15.72	15.52
	Contribution to Provident & Other Funds	0.00	0.02
	Staff Welfare Expenses	0.78	0.81
		16.50	16.35
17	**Finance costs**		
	Interest expense	0.07	8.60
		0.07	8.60

18. Other expenses

Rent		3.72	6.33
Rates & Taxes		0.65	0.76
Communication		0.73	0.93
Travelling and conveyance		0.20	4.99
Advertisement & Business Promotion Expenses		1.19	1.34
Printing and Stationery		0.29	0.36
Office Maintenance		0.00	0.03
Water & Electricity Charges		0.99	1.15
Auditors Remuneration	- As Audit Fees	0.30	0.40
	- For Tax Audit	0.05	0.07
Legal, professional & consultancy charges		2.85	6.96
Bank Charges		0.02	0.03
Sundry Balances W/off		0.31	1.23
Miscellaneous Expenses		0.48	0.63
		11.79	25.21

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Corporate Information

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

1.2 Basis of Preparation and Presentation of Financial Statements

i. These accounts are prepared on historical cost basis and on the Accounting principles of going concern. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

ii. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except to the extent stated otherwise.

iii. The expenses are shown net of recovery wherever there is any recovery against respective expenses.

iv. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

1.3 Fixed Assets and Depreciation & Amortization

i. Fixed assets are stated at cost of acquisition including freight, taxes, duties and other incidental expenses related to acquisition and installation.

ii. Depreciation on Fixed Assets has been provided at written down value method as per the rates specified in schedule XIV to the Companies Act, 1956 on the cost of assets as referred to above.

1.4 Revenue Recognition

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

1.5 Investments

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

1.6 Current Tax

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

1.7 Retirement benefits

Gratuity and leave encashment are accounted for on cash basis.

NOTES TO ACCOUNTS

19 **Contingent liabilities to the extend not provided for:**

Claims against Company not acknowledged as debt:

(Rs. in Lacs)

		Current Year	Previous Year
1.	Customs & Excise demands in dispute/ Under appeal as per order of CESTAT New Delhi for admission of appeals.	178.24	178.24
2.	Sales Tax and other demands in dispute/ Under appeal.	82.77	82.77
3.	Provided Fund demand under appeal	9.59	Nil
4.	Income Tax demands under appeal for AY 2008-09	1584.66	1584.66

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

21 Income Tax assessments of the Company have been completed up to assessment year 2012-13.

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

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

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

25 Exceptional items for year ended 31st March, 2014 denotes PF arrear paid to Employees Provident Fund Organization related to prior years; and for year ended 31st March, 2013 denotes fees paid to Bombay Stock Exchange Ltd for revocation of suspension in trading of equity shares of the company.

26 The company has taken interest free Security deposit amounting to Rs. 22.50 lacs during the current year.

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

(a)

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

(b)

Nature of Transaction	2013-14 Rs. (Rupees in lacs)	2012-13 Rs. (Rupees in lacs)
Managerial Remuneration	NIL	0.60

28 **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.

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

		2013-14 Rs. Lacs	2012-13 Rs. Lacs
a)	Profit/ (Loss) after tax	28.03	20.78
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. 0.17	Rs. 0.13

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

In terms of our report of even date.

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

(Mukesh Sharma)
Partner
Membership No. 0511275

(K. Sukumaran)
Company Secretary

(S.S. Shaktawat)
Director

(B.R.Goyal)
Chairman

PLACE : NEW DELHI
DATE : 30th May'2014

CASH FLOW STATEMENT

PARTICULARS	FOR THE YEAR ENDING 31st March 2014 (Rs. in Lacs)		FOR THE YEAR ENDING 31st March 2013 (Rs. in Lacs)	
A. **CASH FLOW FROM OPERATING ACTIVITIES :**				
Net Profit/(Loss) Before Tax		35.14		25.67
Adjustment for :				
Depreciation and amortization	0.06		0.07	
Finance costs	0.07		8.60	
Liabilities / provisions no longer required written back	(0.10)		-	
Sundry balances Written off	0.31		1.23	
		0.35		9.90
Operating profit before working capital changes		35.49		35.56
Adjustment for :				
(Increase)/Decrease in trade & other receivable		3.73		6.31
Increase/(Decrease) in trade and other payables		(30.06)		(34.84)
Cash generated from operations		9.16		7.03
Finance costs paid		(0.07)		(8.60)
Direct taxes paid		(9.56)		(4.33)
Net Cash Inflow/(outflow) from Operating Activities (A)		(0.48)		(5.90)
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)		(0.48)		(5.90)
Cash and cash equivalents at the beginning of the year (Opening Balance)		0.81		6.71
Cash and cash equivalents at the closing of the year (Closing Balance)		0.33		0.81

Note:-

1 Previous period's figures have been regrouped / rearranged whererver considered necessary to confirm to make them comparatable.

2 The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard-3 Cash Flow Statements issued by The Institute of Chartered Accountants of India.

IN TERMS OF OUR REPORT OF EVEN DATE.
FOR M.B.R. & CO.
CHARTERED ACCOUNTANTS
Firm Registration Number: 021360N

For and on behalf of the Board

MUKESH SHARMA
PARTNER
M. NO.0511275

(K.Sukumaran) Company Secretary

(S.S. Shaktawat) Director

(B.R Goyal) Chairman

NEW DELHI
DATE : 30th May'2014

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 AND CLIENT ID: _____

I/WE, BEING THE MEMBER(S) OF _____ SHARES OF THE ABOVE NAMED COMPANY, HEREBY APPOINT

1. NAME: _____ E-MAIL ID: _____

   ADDRESS: _____

   _____ SIGNATURE ☐ OR FAILING HIM/HER

2. NAME: _____ E-MAIL ID: _____

   ADDRESS: _____

   _____ SIGNATURE ☐

AS MY/OUR PROXY TO ATTEND AND VOTE, IN CASE OF A POLL, FOR ME/US AND ON MY/OUR BEHALF AT THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY, TO BE HELD ON TUESDAY 30TH SEPTEMBER, 2014 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AND AT ANY ADJOURNMENT THEREOF IN RESPECT OF SUCH RESOLUTIONS AND IN SUCH MANNER AS ARE INDICATED BELOW.

RESO NO.	DESCRIPTION	FOR	AGAINST
1	ADOPTION OF ANNUAL ACCOUNTS AND REPORTS THEREON FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014	☐	☐
2	RE-ELECTION OF SHRI S.S.SHAKTAWAT AS DIRECTOR	☐	☐
3	APPOINTMENT OF M/S MBR & CO., AS STATUTORY AUDITORS OF THE COMPANY AND AUTHORISE THE BOARD TO FIX THEIR REMUNERATION FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2015.	☐	☐
4	APPOINTMENT OF MR. RISHABH GOEL, AS DIRECTOR OF THE COMPANY.	☐	☐

SIGNED THIS _____ DAY OF _____ 2014.

SIGNATURE _____ AFFIX REVENUE STAMP _____

NOTES:

1. PLEASE PUT A X IN THE BOX IN THE APPROPRIATE COLUMN AGAINST THE RESPECTIVE RESOLUTIONS. IF YOU LEAVE THE 'FOR' OR 'AGAINST' COLUMN BLANK AGAINST ANY OR ALL THE RESOLUTIONS, YO;UR PROXY WILL BE ENTITLED TO VOTE IN THE MANNER AS HE/SHE THINKS APPROPRIATE.
2. A PROXY NEED NOT BE A MMBER OF THE COMPANY. PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS AND HOLDING INAGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
3. THIS FORM OF PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 8, KUSHALBAGH, ROAD NO. 3, UNIVERSITY ROAD, UDAIPUR-313001, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.

FORM A

Pursuant to Clause 31 (a) of the Listing Agreement

1.	Name of the Company:	Rajasthan Petro Synthetics Ltd
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit observation	Un-qualified. The Auditors have observed that the Company is compliant with the relevant laws/ rules/ orders/standards etc.
4.	Frequency of observation	N.A.
5.	To be signed by- Director	S.S.Shaktawat
	Audit Committee Chairman	B.R.Goyal
	Auditors of the Company	Refer our report dated 30.05.14 on the financial statements of the Company. For MBR & Co., Chartered Accountant Firm Regn. No. 021360N Mukesh Sharma Partner Membership No. 511275

RAJASTHAN PETRO SYNTHETICS LTD.

CIN NO. L17118RJ1983PLC002658
Regd. Office: 8, Kushal Bagh, Road No. 3, University Road, Udaipur - 313001
Web: www.rpsl.co.in, Email : investors@rpsl.co.in

Attendance Slip for 32nd Annual General Meeting

Regd. FolioNo./ :

DPID No./ Client ID No.
(applicable to investors holding shares in dematerialized form)

Name :

Address :

We hereby record my/our presence at the 32nd Annual General Meeting of the Company on Tuesday, 30th September, 2014at 11.00 A.M at the Registered Office of the Company at 8, Kushal Bagh, Road No. 3,University Road, Udaipur - 313001

First /Sole holder/Proxy Second holder/Proxy Third holder/Proxy Fourth holder/Proxy

ENTRY PASS

(To be retained throughout the meeting)

ELECTRONIC VOTING PARITCULARS

EVEN (Voting Event Number)	USER ID	PASSWORD / PIN

Book Closure : 23.09.14 to 30.09.2014 (both days inclusive)

Electronic voting (e-voting):

The Company is pleased to offer the option of e-voting facility to the Members. The business, as set out in the Notice, may be transacted by e-voting. The voting period will commence at 10.00 a.m on 17th September, 2014 and will end at Wednesday 19th September, 2014. Members desiring to exercise e-voting option may refer to the detailed instructions on electronic voting on the reverse.

Instructions for e-voting:

1. The Notice of the 32nd Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants. For members who have not registered their email address, can use the details as provided in this documents.
3. Open the internet browser and type the following URL: www.evoting.nsdl.com
4. Click on Shareholder – Login
5. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appear. Change the Password with new Password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting: Active Voting Cycles.
8. Select "EVEN (Electronic Voting Event Number)" of the Rajasthan Petro Synthetics Limited.
9. Once you enter the Cast Vote page will open. Now you are ready for e-voting.
10. Cast your vote by selecting appropriate option and click on "Submit: and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. 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. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at scrutinizer@rpsl.co.in with a copy marked to evoting@nsdl.co.in.

General Instructions:

1. 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 Downloads section of www.evoting.nsdl.com. You can also contact NSDL via email at evoting@nsdl.co.in.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on Wednesday, September 17th,2014 (10.00 A.M. IST) and ends on Friday, September 19, 2014 (6.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 29th August, 2014.
5. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014 and not casting their vote electronically, may only cast their vote at the 32nd Annual General Meeting.
6. Mr. Maneesh Gupta, Practicing Company Secretary (Membership No.FCS 4982) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall submit the Scrutinizers' Report to the Chairman of the Company latest by 23rd September, 2014.
8. The Results shall be declared on or after the 32nd Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rpsl.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the 32nd Annual General Meeting of the Company on 30th July, 2014 and communicated to BSE Ltd.