

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Rajasthan Petro Synthetics Ltd. will be held on Wednesday, the 30th September 2020, at 11:00 A.M through Video Conferencing/Other Audio Visual Means(“VC/OAVM”) 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 2020, 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 Smt. Jai Laxmi Shaktawat, who retires by rotation, and being eligible, offers herself 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 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 2020-21, until the conclusion of the 40th Annual General Meeting of the Company.”

SPECIAL BUSINESS:

4. **Re-appointment of Mr. B.R. Goyal as an Independent Director of the Company**

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. B.R. Goyal (DIN: 01659885), as an Independent Director of the Company for a period of five years with effect from 30th September, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

5. **Re-appointment of Ms. Sunita Rana (DIN: 01526248) as an Independent Woman Director**

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

“Resolved that, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Ms. Sunita Rana (DIN: 01526248), as an Independent Director of the Company for a period of five years with effect from 30th September, 2020, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

6. Continuation of Directorship of Mr. Bhagat Ram Goyal

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Bhagat Ram Goyal; (DIN 01695885), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Independent Director of the Company .”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorised to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

7. Re-appointment of Mr. Rishabh Goel (DIN: 06888389) as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Rishabh Geol as Managing Director of the Company for a period of 5 Years with effect from 30th Setptember,2020 at a Nil remuneration.”

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

**(K.Sukumaran)
Company Secretary**

**Place: New Delhi
Date: 20.08.2020**

NOTES

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC/ OAVM”), without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38th Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM’ or “e-AGM”).
3. **AGM:** The Company has appointed Skyline Financial Services Private Limited, Registrar and Transfer Agent, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the AGM.
4. **Attending AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by Skyline Financial Services Private Limited. Members may access the same at <https://www.evoting.nsdl.com> by clicking “AGM - Video Conference & Streaming” and access the shareholders’/ members’ login by using the remote e-voting credentials which shall be provided as per Note No.12 below. Kindly refer note no.11 below for detailed instruction for participating in AGM.
5. A member’s log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act,2013.
6. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through National Securities Depository Limited (NSDL). Kindly refer Note no.12 below for detailed instruction for remote e-voting.
7. **Voting during the AGM:** Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the AGM through the e-voting system provided by Skyline Financial Services Private Limited in the Video Conferencing platform during the e-AGM. Kindly refer Note no. 13 below for instruction for e-voting during the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive).
9. The Company has fixed Wednesday, 23rd September,2020 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the AGM. 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 cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote in the AGM.

10. Procedure for registering the email addresses and obtaining the Annual Report, e- AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form).

- i. Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited by sending an e-mail request at the email ID admin@skylinerta.com or compliances@skylinerta.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, AGM Notice and the e-voting instructions.
- ii. Those members who have not registered their email and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be served, may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited by sending an email request to admin@skylinerta.com or compliances@skylinerta.com. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Annual Report, Notice of AGM and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to admin@skylinerta.com or compliances@skylinerta.com.
- iii. Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

11. Instructions to the Members for attending the e-AGM through Video Conference.

- i. **Attending the e-AGM:** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by Skyline Financial Services Private Limited. Members may access the same at <https://www.evoting.nsdl.com> by clicking 'e-AGM Video Conference and Streaming' and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-Voting in Note no. 12 below.

12. Voting through electronic means.

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 members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by National Security Depository Limited (NSDL). Members attending the e-AGM who have not already cast their vote by remote e-Voting shall be able to cast their vote electronically during the meeting (e-voting)

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. Procedure for generate password in the manner as given below:

If email address or mobile number of the Member is registered against Folio No. /DPIN Client ID, then on the home page of <https://www.evoting.nsdl.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.

Members may call Skyline Financial Services Private Limited on Tel no. 011-40450193-97. Members may send an e-mail request to admin@skylinerta.com or compliances@skylinerta.com

- v. Click Login
- vi. Home page of ‘e-voting’ appears. Click on e-Voting-Active Voting Cycles
- vii. 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 29, 2020, whichever is earlier).
- viii. Now you are ready for ‘e-Voting’ as ‘Cast Vote’ page opens. Voting period commences on Sunday, September 27, 2020 at 09.00 am and end on Tuesday, September 29, 2020 at 5.00 pm.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

- x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional shareholders (i.e other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at kumarrishi8@gmail.com with a copy marked to evoting@nsdl.co.in.
- a. 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.
 - b. The e-voting period shall commence on Sunday, September 27, 2020 at 09.00 am and end on Tuesday, September 29, 2020 at 5.00 pm. During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2020 (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 01st October,2020.
 - d. The results of the e-voting shall be announced by the Chairman on 01st October,2020 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

13. Instructions for members for Voting during the AGM session

- i. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
- ii. E-voting during the AGM is integrate with the VC platform and no separate login is required for the same.
- iii. Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
- iv. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

14. 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.

15. 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.
16. 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.
17. Electronic copy of all the documents referred to in the accompanying Notice of the 38th AGM and the Explanatory Statement 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, 1ST 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. 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: 20.08.2020**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 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. 4,5,6 & 7 of the accompanying 38th AGM Notice.

Item No. 4

Re-appointment of Mr. B.R. Goyal as an Independent Director of the Company

The Members of the Company on 28th September, 2015 approved the appointment of Mr. Bhagat Ram Goyal as Independent Director of the Company for a period of five years with effect from 28th September, 2015. Mr. Bhagat Ram Goyal will complete his term in the ensuing AGM 2020. The Board of Directors of the Company ('the Board') at the meeting held on 20th August 2020, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Bhagat Ram Goyal as Independent Director of the Company with effect from 30th September, 2020 for a period of consecutive 5 years i.e. till the conclusion of the 43rd Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his re-appointment. The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Bhagat Ram Goyal, his continued association would benefit the Company. Declaration has been received from Mr. Bhagat Ram Goyal under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Bhagat Ram Goyal fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Director and he is independent of the management of the Company. Consent of the Members by way of Ordinary Resolution is required for re-appointment of Mr. Bhagat Ram Goyal in terms of Section 149 of the Act. Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Bhagat Ram Goyal has been received by the Company.

Mr. Bhagat Ram Goyal and his relatives, are interested in the Resolution relating to his re-appointment.

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.

Item No. 5

Re-appointment of Ms. Sunita Ran (DIN: 01526248) as an Independent Woman Director

The Members of the Company on 28th September, 2015 approved the appointment of Ms. Sunita Rana as Independent Director of the Company for a period of five years with effect from 28th September, 2015. Ms. Sunita Rana will complete her term in the ensuing AGM 2020. The Board of Directors of the Company ('the Board') at the meeting held on 20th August 2020, on the recommendation of the Nomination & Compensation Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Ms. Sunita Rana as Independent Director of the Company with effect from 30th September, 2020 for a period of consecutive 5 years i.e. till the conclusion of the 43rd Annual General Meeting, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to her re-appointment. The Committee and the Board are of the view that, given the knowledge, experience and performance of Ms. Sunita Rana, continued association would benefit the Company. Declaration has been received from Ms. Sunita Rana under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board,

Ms. Sunita Rana fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Director and she is independent of the management of the Company. Consent of the Members by way of Ordinary Resolution is required for re-appointment of Ms. Sunita Rana in terms of Section 149 of the Act. Requisite Notices under Section 160 of the Act proposing the re-appointment of Ms. Sunita Rana has been received by the Company.

Ms. Sunita Rana and her relatives, are interested in the Resolution relating to his re-appointment.

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.

Item No. 6

Continuation of Directorship of Mr. Bhagat Ram Goyal

The Members of the Company at the 33rd Annual General Meeting held on 28th September, 2015 had appointed Mr. Bhagat Ram Goyal as the Independent Director of the Company for a term of five (5) consecutive years.

As the Members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. Bhagat Ram Goyal has attained the age of seventy five (75) years. Pursuant to Regulation 17(1A) of the Listing Regulations, the Special Resolution for continuation of his directorship will be required to be passed.

The Board of Directors, at its meeting held on 20th August, 2020 has unanimously decided the continuation of directorship of Mr. Bhagat Ram Goyal.

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 set out at Item No. 6 of the Notice.

Your Directors recommend the resolution for your approval.

Item No. 7:

Re-appointment of Mr. Rishabh Goel as Managing Director

The Current term of Mr. Rishabh Goel as Managing Director will come to an end on 30th September, 2020 by efflux of time. The Board of Directors in their meeting held on 20.08.2020 re-appointed Mr. Rishabh Goel as Managing Director for a further period of 5 (five) years at Nil Remuneration, subject to the approval of the Shareholders.

Mr. Rishabh Goel holds graduate degree i.e. BBA and is an experienced administrator. He has agreed to render his services to the Company a Nil Remuneration.

The appointment of Mr. Rishabh Goel as Managing Director is beneficial to the Company and the Board recommends passing of the Resolution.

None of the Directors and KMPs, except Mr. Rishabh Goel, is interested in this resolution.

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

**(K.Sukumaran)
Company Secretary**

**Place: New Delhi
Date: 20.08.2020**