PREMIER SYNTHETICS LIMITED

CIN : L99999MH1970PLC014826

Regd Off : J B F House, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002 Phone: 022-22085951
Fax No: 022-22080470 E-mail: premiersynthetics@gmail.com,
Web Site : www.premiersyntheticsltd.com

Date: October 09, 2017

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai-400001.

Sir,

Sub: Compliance of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"]

In compliance with Regulation 34 of the Listing Regulations, please find attached herewith Annual Report for the financial year 2016-17 duly approved and adopted by the shareholders at the 47th Annual General Meeting held on Friday, 29th September, 2017 at 3:30 p.m. at JBF house, 2nd Floor, Old Post office lane, Kalbadevi Road, Mumbai-400002.

This is your information and record.

Thanking you,

Yours truly,

For **PREMIER SYNTHETICS LIMITED**

PREMIER SYNTHETICS LIMITED

Deepak Chaubisa
Company Secretary & Compliance Officer

PREMIER SYNTHETICS LIMITED
47th
Annual Report
2016-2017

ANNUAL GENERAL MEETING
at JBF house, 2nd Floor, Old Post office lane, Kalbadevi Road,
Mumbai-400002.
Members are requested to kindly bring their copy
of the Annual Report of the Meeting

REGISTERED OFFICE:-
JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road,
Mumbai – 400002
Tel.- 022-2208 8736 Fax - 022-2208 0470
CIN NO. L99999MH1970PLC014826
Email: premiersynthetics@gmail.com Website: www.premiersyntheticsltd.com

ADMINISTRATIVE CUM SALES OFFICE:
Surana House, Opp. Nar-Narayan Complex,
Nr. Swastik Char Rasta, Navrangpura, Ahmedabad-380009, Gujarat.

PLANT:
Plot No. 835, 836 & 837, Mouje Rakanpur, Village Santej
Taluka Kalol, Dist Gandhinagar (Gujarat).

REGISTRAR & TRANSFER AGENTS :
SHAREX DYNAMIC (INDIA) PVT. LTD
Unit-1, Luthra Industrial Premises, Andheri Kurla Road,
Safed Pool, Andheri, Mumbai-400 072
Cont No. 022-2851 5606/5644/6338
Email: sharexindia@vsnl.com Website: www.sharexindia.com

LISTING OF SHARES ON:
BSE Limited, Mumbai

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BOARD OF DIRECTORS
(As on 12.08.2017)

Sanjay Majethia
(Whole-Time Director)

Gautamchand Surana
(Non-Executive Director)

Anand Arya
(Non-Executive Director)

Sunny Sunil Singhi
(Non-Executive Director)
(w.e.f. 13.05.2017)

Rukmani Iyer
(Non-Executive Director)
(Upto 15.05.2017)

Shabbir Tambawalla
(Independent Director)
(Upto 15.05.2017)

Sachin Kansal
(Independent Director)

Jayesh Jain
(Independent Director)

Anusha Maheshwary
(Independent Director)
(w.e.f. 13.05.2017)

COMPANY SECRETARY
Deepak Chaubisa
(w.e.f. 12.08.2016)

CHIEF FINANCIAL OFFICER
Kartik Jain

STATUTORY AUDITORS
Loonia & Associates
Chartered Accountants

SECRETARIAL AUDITORS
Mr. Jatin Kapadia
Company Secretary

BANKERS
Indian Overseas Bank
Bank of Baroda

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting (AGM) of the members of PREMIER SYNTHETICS LIMITED (CIN NO. L99999MH1970PLC014826) will be held on Friday, 29th day of September, 2017, at 3.30 p.m. at JBF house, 2nd Floor, Old Post office lane, Kalbadevi Road, Mumbai-400002, 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 March 31, 2017 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Anand Arya (DIN: 00084995) who retires by rotation and being eligible offers himself for re-appointment.

3. **TO RATIFY APPOINTMENT OF M/S LOONIA & ASSOCIATES, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS:**

   To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the Members at the 46th Annual General Meeting appointing M/s. Loonia & Associates, Chartered Accountants, Ahmedabad (Firm Registration No. 130883W) as Statutory Auditors of the Company to hold office until the conclusion of the 51st Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Loonia & Associates, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

By order of the Board of Directors
For Premier Synthetics Limited

Deepak Chaubisa
Company Secretary

Place: Ahmedabad
Date: 12th August, 2017

Registered Office:
JBF House, 2nd Floor, Old Post Office Lane,
Kalbadevi Road, Mumbai 400002.
CIN: L99999MH1970PLC014826
Email: premiersynthetics@gmail.com
Website: premiersyntheticsltd.com

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. 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.
3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting (AGM).
4. The details of the Director seeking re-appointment under Item Nos. 2 of this Notice are annexed hereto in terms of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and Secretarial Standard-2 on General Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting (AGM).
6. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
7. 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.
8. 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 Registrar and Share Transfer Agent or Company.
9. Members are requested to notify the change of address, if any, to the Company.
10. Members are requested to dematerialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE940N01012.
11. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
12. A route map showing directions to reach the venue of the 47th Annual General Meeting (AGM) is given along with this Annual Report as per the requirement of the Secretarial Standards-2 on General Meeting.

VOTING THROUGH ELECTRONIC MEANS:

- In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), The Premier Synthetics Limited ("the Company") is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Forty Seventh Annual General Meeting ("AGM") scheduled to be held on Friday, September 29, 2017 at 03.30 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link **www.evotingindia.com**
- The voting period begins at 09.00 A.M. IST on Tuesday September 26th, 2017 and ends at 5.00 p.m. IST on Thursday September 28th, 2017. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is Friday September 22nd, 2017), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on Thursday September 28th, 2017. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
- The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Friday September 22, 2017.
- 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, i.e. Friday September 22, 2017 only, shall be entitled to avail the facility of remote e-voting.
- The Company has appointed Mr. Jatin Kapadia, Practising Company Secretaries, as the scrutinizer for conducting the e-voting process as well as the Ballot process at the Annual General Meeting (AGM) in a fair and transparent manner and submits a report thereon.
- The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting (AGM), a consolidated scrutinizer's report of the total votes cast to the Chairman of the Annual General Meeting (AGM) who shall countersign the same and declare the results of the voting forthwith.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.premiersyntheticsltd.com and shall also be communicated to the BSE Limited, Mumbai on which shares of the Company are listed.
- **Specific Instructions and process for e-voting are as under:**

i) Log on to the e-voting website **www.evotingindia.com** during the voting period.
ii) Click on the "Shareholders" tab
iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.
vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

viii) After entering these details appropriately, click on "SUBMIT" tab.
ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to **helpdesk.evoting@cdslindia.com.**

By order of the Board of Directors
For Premier Synthetics Limited

Deepak Chaubisa
Company Secretary

Place: Ahmedabad
Date: 12th August, 2017

Registered Office:
JBF House, 2nd Floor, Old Post Office Lane,
Kalbadevi Road, Mumbai 400002.
CIN: L99999MH1970PLC014826
Email: premiersynthetics@gmail.com
Website: premiersyntheticsltd.com

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Director seeking re-appointment at the 47th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

Name of the Director	ANAND ARYA
Date of Birth	06/04/1952
Nationality	Indian
Date of first appointment in the current designation	12/08/2016
Qualification	B.COM, LLB
Experience	35 years
Shareholding	NIL
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	NIL
No. of Meeting of the Board attended during the year	3 of 4
Directorships of other Companies (Excluding Premier Synthetics Limited)[1]	4
Membership/Chairmanship of Committee of other Companies[2]	NIL
There is no inter-se relationship between the Board Members.	

1. Directorship includes all the companies incorporated in India.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Listed and Unlisted Indian Public Companies other than Premier Synthetics Limited.

By order of the Board of Directors
For Premier Synthetics Limited

Deepak Chaubisa
Company Secretary

Place: Ahmedabad
Date: 12th August, 2017

Registered Office:
JBF House, 2nd Floor, Old Post Office Lane,
Kalbadevi Road, Mumbai 400002.
CIN: L99999MH1970PLC014826
Email: premiersynthetics@gmail.com
Website: premiersyntheticsltd.com

ROUTE MAP TO THE VENUE OF AGM

DIRECTORS' REPORT

To the Members of

Premier Synthetics Limited

The Board of Directors hereby presents the Forty Seventh Annual Report on the Business and Operations of your Company along with the Audited Financial Statements for the Financial Year ended March 31, 2017.

FINANCIAL RESULTS

The summarized financial results for the financial year ended 31st March, 2017 are presented below:

(Amount ₹ in Lacs)

Particulars	Year Ended 31st March, 2017	Year Ended 31st March, 2016
Gross Income	959.44	1406.22
Profit before Interest, Depreciation & tax	**229.15**	**349.64**
Less : Interest	1.30	3.82
Less : Depreciation	170.15	255.40
Profit before exceptional items and tax	**57.70**	**90.42**
Add : Exceptional Items	0	(54.00)
Profit before Tax	**57.70**	**36.42**
Less : Provision for Tax	0	0
Profit after tax	**57.70**	**36.42**
Add : Profit/(Loss) brought forward from previous year	**(3299.50)**	**(3335.92)**
Balance carried to Balance Sheet	**(3241.80)**	**(3299.50)**

FINANCIAL PERFORMANCE

During the year under review, the Company recorded gross revenue of Rs 959.44 lacs compared to Rs. 1406.22 lacs in the previous year. The Company is engaged in manufacturing of Cotton yarn and presently doing manufacturing.

The Company made profit before exceptional items and tax of Rs. 57.70 lacs as compared to Rs. 90.42 lacs in the previous year. After Exceptional items, the Net Profit after tax of the Company for the year stood at Rs 57.70 lacs against net profit of Rs 36.42 lacs in the previous year, an increase of 58.43 % over the previous year.

In order to improve the performance, your Directors are considering the various plans to modernize and expand the manufacturing capacity of the Company during the year. In addition to this, the company has discontinued major job activities and started its own manufacturing.

However, your Directors are expecting to achieve better results in coming years.

DIVIDEND

Your Directors do not recommend any dividend for the year ended on 31st March, 2017.

CHANGE IN NATURE OF BUSINESS, IF ANY:

During the year under review, your Company has not changed it nature of business.

SHARE CAPITAL

The paid up Equity Share Capital and Preference Share Capital as at March 31, 2017 stood at Rs. 364.32 Lacs and 950.00 Lacs respectively.

- **Post Balance Sheet Event (Issue of Equity Shares on preferential/private placement basis):**

  The Company has issued and allotted 9,50,000 equity shares of Rs. 10/- each at a premium of Rs.17/- per share to non-promoter on preferential/private placement basis on May 18, 2017. The above 9,50,000 equity shares were listed on BSE Ltd. with effect from Friday, June 09, 2017.

FINANCE AND ACCOUNTS

- **Deposits**

  The Company has neither invited nor accepted any deposit from the public within the ambit of Section 73 of Companies Act,

2013 and the Companies (Acceptance of Deposits) Rules, 2014.

- **Cash and Cash Equivalents**

  Cash and Cash Equivalents of Rs. 22.71 lacs which includes Cash of Rs. 0.54 lacs as at 31st March 2017.

- **Particulars of Loans, Guarantees and Investments**

  Details of Loans, guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

- **Accounting**

  Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and aforesaid Accounting Standards and other accounting principles generally accepted in India. The financial Statements have been prepared on historical cost basis. The estimates and judgments relating to financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of the transactions and reasonable present the Company's state of affairs, profits and cash flows for the year ended 31st March, 2017.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have subsidiaries, associate and joint venture companies as per provisions of the Companies Act, 2013.

DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Anand Arya, Non-Executive Director retires by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Miss. Anusha Maheshwary was appointed as an Additional (Independent) Director of the Company with effect from April 04, 2017 and Mr. Sunny Sunil Singhi was appointed as an Additional (Non-Executive) Director of the Company with effect from April 04, 2017. The Company has received a Notice in writing under Section 160 of the Act, from a Member proposing his candidature for the office of Director. After that, Miss. Anusha Maheshwary and Mr. Suuny Sunil Singhi have been regularized as a Director in the Extra-ordinary General Meeting on May 13, 2017.

Miss. Rukmani Iyer None-Executive Director of the Company and Mr. Shabbir Kassamali Tambawalla, Independent Director of the Company has resigned u/s 168(1) of the Companies Act, 2013 with effect from May 15, 2017.

COMPLIANCE ON CRITERIA OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS:

The Company has received the necessary declaration from the Independent Directors under Section 149(7) of the Companies Act, 2013 and they have met the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INSURANCE:

All assets of the Company, including Building, Plant & Machinery, Stocks etc., wherever necessary and to the extent required, have been adequately insured.

CORPORATE GOVERNANCE

Pursuant to Regulation 15 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Corporate Governance provisions as specified is not applicable to the Company, since the equity paid up share capital of the Company and the net worth is below threshold limits prescribed under SEBI (LODR). But we

giving Corporate Governance Report due to follow best practice.

REMUNERATION AND NOMINATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations. The details of the Nomination and Remuneration Policy are set out in the Corporate Governance Report which forms a part of this report.

The Nomination and Remuneration Policy of the Company provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and persons in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters as provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RISK MANAGEMENT POLICY

Pursuant to the requirement SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has framed a Risk Management policy. Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. The details of this policy forms part of Corporate Governance Report. At present, the Company has not identified any element of risk which may threat the existence of the Company.

INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including the adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

NUMBER OF MEETING OF BOARDS

The details of the number of the meetings of the Board held during the Financial Year 2016-17 forms part of the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMMITTEES OF THE DIRECTORS:

The details of various committees of Directors constituted under various provisions of Companies Act, 2013 and Rules made thereunder, their constitution, terms of reference and other details are provided in the Corporate Governance Report.

KEY MANAGERIAL PERSONNEL

The following are the Key Managerial Personnel of the company:

1. Mr. Sanjay V. Majethia

   Whole-Time Director

2. Mr. Kartik Jain

   Chief Financial Officer

3. Mr. Deepak Chaubisa

   Company Secretary cum Compliance Officer

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS' RESPOSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the annual financial statements for the year ended March 31st, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31st, 2017 and of the profit of the Company for the year ended on that date;
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the annual financial statements have been prepared on a going concern basis;
5. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
6. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS

STATUTORY AUDITOR

The Company's Auditors, M/s. Loonia & Associates, Chartered Accountants of Ahmedabad were appointed as statutory auditor of the Company in 46th Annual General Meeting (AGM) of the Company to hold office from the conclusion of 46th Annual General Meeting (AGM) to the conclusion of the 5 (Fifth) consecutive Annual General Meeting (AGM) of the Company, subject to ratification of their appointment by the shareholders of the Company at every Annual General Meeting (AGM) held thereafter.

The Company has received written consent(s) and certificate(s) of eligibility in accordance with Section 139, 141 and other applicable provisions of the Companies Act, 2013 and Rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) from M/s. Loonia & Associates, Chartered Accountants, Ahmedabad. Further, M/s. Loonia & Associates have confirmed that they hold a valid certificate issued by Peer Review Board of the Institute of Chartered Accountants of India as required under the Listing Regulations.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Jatin Kapadia, Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit Report in the form "MR-3'' is annexed herewith as "Annexure A".

INTERNAL AUDITORS:

The Board has appointed M/s. HEDA & ASSOCIATES, Chartered Accountant as an internal Auditor of the Company for F.Y. 2016-17.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure B".

PARTICULARS OF EMPLOYEES:

The information in terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 which forms of this Report, is appended as "Annexure D".

However, as per the provisions of Section 136 of the Act, the report and accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Head office of the Company during business hours on working days of the Company up to date of ensuing Annual General Meeting. If any Member is interested in obtaining copy thereof, such Member may write to the Company Secretary in this regard.

CONSERVATION OF ENERGY

1. **Steps taken or impact on conservation of energy.**

In line with the Company's commitment towards conservation of energy, all units continue with their efforts aimed at improving energy efficiency through innovative measures to reduce wastage and optimize consumption. Some of the measures taken by the Company in this direction at its textile units located at areas under:

a. Separate energy meters have been installed for effectively monitoring the section wise energy consumption.

b. Additional capacitor banks have been made.

c. We have made optimum use of electrical motors and day light resources at plant.

d. Installation of New LEDs at several locations.

2. **The steps taken by the company for utilizing alternate sources of energy.**

The Company has planned to appoint energy advisers to examine and suggest for alternate source of energy if possible using the same for working operations.

3. **The Capital investment on energy conservation equipment.**

During the year under review, Company has not incurred any capital expenditure on energy conservation equipment

TECHNOLOGY ABSORPTION

1. **Efforts, in brief, made towards technology absorption, adaptation & innovation:**

The Company is taking necessary steps to replace certain existing equipment's by installing equipment's having better technology.

2. **Benefits derived as a result of above efforts:**

The benefits of technology upgraded equipment's will be visible after installation of the same.

3. **Technology imported:**

The Company is not using imported technology in the manufacturing process.

4. **Expenditure incurred on Research and Development:**

During the year under review, Company has not incurred any Expenditure on Research and Development.

5. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(Amount ₹ in lacs)

Particulars	2016-17	2015-16
Foreign exchange Earned	Nil	Nil
Foreign Exchange Used	11.02	Nil

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2016-17, the Company entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definition) Rules, 2014, all of which were in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on Related Party Transactions formulated in accordance with the provisions of Companies Act, 2013 read with the Rules issued thereunder and the Listing Regulations.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of Companies Act, 2013, as prescribed in Form AOC – 2, is appended as "Annexure – C".

GREEN INITIATIVES

As in the previous year, this year too, we are publishing only the statutory disclosure in the print version of the Annual Report. Electronic copies of the Annual Report 2016-17 and Notice of the 47th Annual General Meeting are sent to all the members whose E-Mail ID is registered with the Company/Depository Participant(s). The members who have not registered their email addresses, physical copies are sent in the permitted mode.

CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principle markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factors.

APPRECIATION

The Board of Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

Further, the Board sincerely conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

By order of the Board of Directors
For Premier Synthetics Limited

GAUTAMCHAND SURANA
DIN NO.: 00955362
DIRECTOR

SANJAYKUMAR MAJETHIA
DIN NO.:06555488
WHOLE-TIME DIRECTOR

Place: Ahmedabad
Date: 12th August, 2017

Annexure 'A'

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Premier Synthetics Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Premier Synthetics Limited (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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

   c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(v) Employees Provident Fund and Miscellaneous Provisions Act, 1952

(vi) Environment Protection Act, 1986 and other environmental laws

(vii) Indian Contract Act, 1872

(viii) Income Tax Act, 1961 and Indirect Tax Laws

(ix) Indian Stamp Act, 1999

(x) Industrial Dispute Act, 1947

(xi) Minimum Wages Act, 1948

(i) Negotiable Instruments Act, 1881

(ii) Payment of Bonus Act, 1965

(iii) Payment of Gratuity Act, 1972

(iv) Payment of Wages Act, 1936 and other applicable labour laws

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meeting are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Ahmedabad **Jatin H. Kapandia**
Date: May 27, 2017 **ACS No.: 26725 CP No.: 12043**

ANNEXURE B

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

FORM NO. MGT – 9

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L99999MH1970PLC014826
2	Registration Date	09/10/1970
3	Name of the Company	PREMIER SYNTHETICS LIMITED
4	Category	PUBLIC COMPANY LIMITED BY SHARES
5	Sub-category of the Company	INDIAN NON-GOVERNMENT COMPANY
6	Address of the Registered office & contact details	JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002 Tel No. 022-2208 8736
7	Whether listed company	YES
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Sharex Dynamic (India) Pvt. Ltd.Unit- 1,Luthra Industrial Premises, Safed Pool,Andheri Kurla Road, Andheri (East)Mumbai–400072Tel No. : 28515606, 28515644 Fax : 2851 2885Email : sharexindia@vsnl.com Website:www.sharexindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)			
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	TEXTILE	17111	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

	No. of Shares held at the beginning of the year 01-04-2016				No. of Shares held at the end of the year 31-03-2017				% Change during the year
Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2346100	-	2346100	64.40%	2346100	-	2346100	64.40%	0.00%

b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	2346100	-	2346100	64.40%	2346100	-	2346100	64.40%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	2346100	-	2346100	64.40%	2346100	-	2346100	64.40%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	34475	121900	156375	4.29%	34475	121900	156375	4.29%	0.00%
b) Banks / FI	27600	1300	28900	0.79%	27600	1300	28900	0.79%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (Foreign Portfolio Investore)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	62075	123200	185275	5.09%	62075	123200	185275	5.09%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	150	87150	87300	2.40%	1150	57150	58300	1.60%	-0.80%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	72507	81890	154397	4.24%	63806	78690	142496	3.91%	-0.33%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	838213	31915	870128	23.88%	889543	21415	910958	25.00%	1.12%
c) Others (specify)									
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Hindu Undivided Family	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	910870	200955	1111825	30.52%	954570	157255	1111825	30.52%	-0.001%
Total Public (B)	972945	324155	1297100	35.60%	1016645	280455	1297100	35.60%	-0.001%
C. Shares held by									
Custodian			-	0.00%				0.00%	0.00%
Grand Total (A+B+C)	3319045	324155	3643200	100.00%	3362745	280455	3643200	100.00%	0.00%

(iv) Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Particulars	Reason	Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
Name			**URMILA BAJRANG BARDIA**			
At the beginning		**01-04-16**	**142475**	**3.91%**	**142475**	**3.91%**

of the year						
Changes during the year	Buy	31-03-17	3629	0.10%	146104	4.01%
At the end of the year		31-03-17	146104	4.01%	146104	4.01%
Name	PURVI KRISHAN PANSHARI					
At the beginning of the year		01-04-16	0	0.00%	0	0.00%
Changes during the year	Buy	30-06-16	56400	1.55%	56400	1.55%
	Buy	05-08-16	5000	0.14%	61400	1.69%
	Buy	12-08-16	19800	0.54%	81200	2.23%
	Buy	09-09-16	50	0.001%	81250	2.231%
	Buy	16-09-16	13500	0.37%	94750	2.60%
	Buy	30-09-16	9900	0.27%	104650	2.87%
	Buy	07-10-16	17500	0.48%	122150	3.35%
	Buy	21-10-16	9900	0.27%	132050	3.62%
At the end of the year		31-03-17	132050	3.62%	132050	3.62%
Name	INDIAN BANK MUTUAL FUND					
At the beginning of the year		01-04-16	121900	3.35%	121900	3.35%
Changes during the year	No change during the year					
At the end of the year		31-03-17	121900	3.35%	121900	3.35%
Name	MEENA RAHUL KOTHARI					
At the beginning of the year		01-04-16	85049	2.33%	85049	2.33%
Changes during the year	No change during the year					
At the end of the year		31-03-17	85049	2.33%	85049	2.33%

Name			BHARGAV SHRIKANT HASURKAR			
At the beginning of the year		01-04-16	1127	0.03%	1127	0.03%
Changes during the year	Buy	24-03-17	38350	1.05%	39477	1.08%
	Buy	31-03-17	43300	1.19%	82277	2.27%
At the end of the year		31-03-17	82777	2.27%	82777	2.27%
Name			MADHUDEVI BHAVESHBHAI KOTHARI			
At the beginning of the year		01-04-16	76000	2.09%	76000	2.09%
Changes during the year	No change during the year					
At the end of the year		31-03-17	76000	2.09%	76000	2.09%
Name			DEEPA DIVYESH VORA			
At the beginning of the year		01-04-16	0	0.00%	0	0.00%
Changes during the year	Buy	29-07-16	51500	1.41%	51500	1.41%
	Buy	12-08-16	12511	0.34%	64011	1.76%
At the end of the year		31-03-17	64011	1.76%	64011	1.76%
Name			ADYASHAKTI FINANCE LIMITED			
At the beginning of the year		01-04-16	39750	1.09%	39750	1.09%
Changes during the year	No change during the year					
At the end of the year		31-03-17	39750	1.09%	39750	1.09%
Name			NAWAL KISHOR GUPTA			
At the beginning of the year		01-04-16	34778	0.95%	34778	0.95%
Changes during the year	No change during the year					

At the end of the year		31-03-17	34778	0.95%	34778	0.95%
Name	CANARA ROBECO MUTUAL FUND					
At the beginning of the year		01-04-16	34475	0.95%	34475	0.95%
Changes during the year	No change during the year					
At the end of the year		31-03-17	34475	0.95%	34475	0.95%
Name	PARASDEVI LAXMILAL MOGRA					
At the beginning of the year		01-04-16	34000	0.93%	34000	0.93%
Changes during the year	No change during the year					
At the end of the year		31-03-17	34000	0.93%	34000	0.93%

(v) Shareholding of Directors and Key Managerial Personnel:						
Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
Name		ANAND CHANDULAL ARYA				
At the beginning of the year		01-04-16	143611	3.94%	143611	3.94%
Changes during the year	Sold	30-06-16	-78600	2.16%	65011	1.78%
	Sold	29-07-16	-52500	1.44%	12511	0.34%
	Sold	05-08-16	-12511	0.34%	0	0.00%
At the end of the year		31-03-17	0	0.00%	0	0.00%
Name		GAUTMACHAND SURANA				
At the beginning of the year		01-04-16	1059870	29.09%	1059870	29.09%
Changes during the year	No changes during the year					
At the end of the year		31-03-17	1059870	29.09%	1059870	29.09%
Name		SANJAYKUMAR MEJETHIA				
At the beginning of the year		01-04-16	584650	16.05%	584650	16.05%
Changes during the year	No changes during the year					
At the end of the year		31-03-17	584650	16.05%	584650	16.05%

The following Directors and KMP did not hold any Shares during Financial Year 2016-17:

Shabbir Tambawalla-Director Jayesh Jain-Director Deepak Chaubisa-KMP

Sachin Kansal-Director Rukmani Iyer-Director Kartik Jain-KMP

V. INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment.				**(₹ in Crores)**
Particulars	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				

i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	- - -	1.40 - -	- - -	1.40 - -
Total (i+ii+iii)	**-**	**1.40**	**-**	**1.40**
Change in Indebtedness during the financial year				
* Addition	-	2.48	-	2.48
* Reduction	-	-	-	-
Net Change	-	2.48	-	2.48
Indebtedness at the end of the financial year				
i) Principal Amount	-	3.88	-	3.88
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**3.88**	**-**	**3.88**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(Amount in ₹)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name	**Sanjay Majethia**	
1	**Gross salary** **(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961** **(b) Value of perquisites u/s 17(2) Income-tax Act, 1961** **(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961**	**0** - - -	**0** - - -
2	**Stock Option**	-	-
3	**Sweat Equity**	-	-
4	**Commission** - **as % of profit** - **others, specify**	- - -	- - -
5	**Others, Bonus**	**0**	**0**
	Total (A)	**0**	**0**
	Ceiling as per the Act		

B. Remuneration to other Directors

(Amount in ₹)

Particulars of Remuneration	Independent Directors			Non-Executive Director	Total Amount
	Mr. Shabbir Tambawala	Mr. Sachin Kansal	Mr. Jayesh Jain	Ms. Rukmani Iyer	
Fee for attending board meetings	500	500	1000	1000	3000

committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
Total Managerial Remuneration	500	500	1000	1000	3000
Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

SN	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name	Mr. Gunjan Kothari[1]	Mr. Deepak Chaubisa[2]	Mr. Kartik Jain[3]	
	Designation	Company Secretary	Company Secretary	Chief Financial Officer	
1	Gross salary	58323	126678	216000	401001
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	as % of profit	0	0	0	0
	others, specify	0	0	0	0
5	Others, Bonus	0	0	0	0
	Total	58323.00	126678.00	216000.00	401001.00

1. Remuneration is for the period from April, 2016 to July 20, 2016
2. Remuneration is for the period from August 12, 2016 to March 2017
3. Remuneration is for the period April 2016 to March 2017.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There was no Penalties/Punishments/Compounding of Offences for the year ended March 31, 2017

ANNEXURE C

FORM NO. AOC – 2

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

Disclosure of particulars of contracts/arrangement entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:-

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL
2. Details of material contracts or arrangements or transactions at arm's length basis:

(Amount in Lakhs)

Name of Related Party	Nature of Transactions	Value of Transaction	Name of the Director or Key Managerial Personnel who is related
Blue Blends (India) Limited	Job Charges	870.82	Mr. Anand Arya Mr. Shabbir Tambawalla Ms. Rukmani Iyer
	Reimbursement of expenses	170.23	

As per our report of even date
For Loonia & Associates
Chartered Accountants
Registration No. 130883W

Hitesh Loonia
Proprietor
Mem. No. 135424

Place - Ahmedabad
Date - 27th May, 2017

For and on behalf of the Board

Sanjaykumar Majethia
Whole-Time Director
DIN: 06555488

Gautamchand Surana
Director
DIN: 00955362

Kartik Jain
Chief Financial Officer

Deepak Chaubisa
Company Secretary

"Annexure D"

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and remuneration) Rules, 2014

(i) The ratio of the remuneration of Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year 2016-17:

Sl. No.	Name of Director and KMP	Designation	Ratio of the remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration
1	Sanjaykumar Majethia[1]	Whole-Time Director	-	N.A.
2	Gautamchand Surana[2]	Non-Executive Director	-	N.A.
3	Anand Arya[3]	Non-Executive Director	-	N.A.
4	Rukmani Iyer[4]	Non-Executive Director	-	**N.A.**
5	Sunny Singhi[5]	Non-Executive Director	-	N.A.
6	Shabbir Tambawalla[6]	Independent Director	-	**N.A.**
7	Sachin Kansal[7]	Independent Director	-	N.A.
8	Jayesh Jain[8]	Independent Director	-	N.A.
9	Anusha Maheshwary[9]	Independent Director	-	N.A.
10	Kartik Jain[10]	Chief Financial Officer	2.38	**-**
11	Deepakkumar Chaubisa[11]	Company Secretary	-	N.A.

1. Mr. Sanjaykumar Majethia was appointed as a Whole-Time Director with effect from 12/08/2016 and he did not take any remuneration in the financial year 2016-17.
2. Mr. Gautamchand Surana was appointed as an additional director with effect from 12/08/2016 and later he was regularized as a Director in 46th Annual General Meeting on 28-09-2016. He did not take any remuneration in the financial year 2016-17.
3. Mr. Anand Arya was appointed as a Non-Executive Director by change of designation with effect from 12/08/2016 before this he was a Whole-Time Director. He did not take any remuneration in the financial year 2016-17.
4. Ms. Rukmani Iyer did not take any remuneration in the financial year 2016-17. The sitting fees was given to them for attending board meeting 2016-17, there was no increase in the sitting fees paid in the financial year 2016-17.
5. Mr. Sunny Singhi was appointed as an additional director with effect from 06/04/2017 and later he was regularized as a Non-Executive Director in the Extra-Ordinary General Meeting on 13/05/2017, therefore % increase was not applicable.
6. Mr. Shabbir Tambawalla did not take any remuneration in the financial year 2016-17. The sitting fees was given to them for attending board meeting 2016-17, there was no increase in the sitting fees paid in the financial year 2016-17.
7. Mr. Sachin Kansal was appointed as an additional director with effect from 10/02/2016 and later he was regularized as an Independent Director in 46th Annual General Meeting on 28/09/2016. He did not take any remuneration in the financial year 2016-17. The sitting fee was given to them for attending board meeting in the financial year 2016-17.

8. Mr. Jayesh Jain was appointed as an additional director with effect from 10/02/2016 and later he was regularized as an Independent Director in 46th Annual General Meeting on 28/09/2016. He did not take any remuneration in the financial year 2016-17. The sitting fee was given to them for attending board meeting in the financial year 2016-17.
9. Ms. Anusha Maheshwary was appointed as an additional director with effect from 06/04/2017 and later he was regularized as an Independent Director in the Extra-Ordinary General Meeting on 13/05/2017, therefore, % increase is not applicable.
10. Mr. Kartik Jain was appointed as a chief financial officer with effect from 10/02/2016. There was no increase in their remuneration in the financial year 2016-17.
11. Mr. Deepak Chaubisa was appointed as a company secretary & compliance officer with effect from 12-08-2016, therefore % increase is not applicable.

(ii) The percentage increase in the median remuneration of the employees of the Company for the Financial Year 2016-17: 5.11%

(iii) The number of permanent employees on the rolls of the Company: 110 employees.

(iv) Average percentage increase already made in the salaries of employees other than the key managerial personnel in financial year 2016-17 and its comparison with the percentage increase in the managerial remuneration:

(Amount in ₹)

Remuneration paid to employees (excluding managerial personnel) for the FY 2015-16	Remuneration paid to employees (excluding managerial personnel) for the FY 2016-17	(%) Change in remuneration paid to employees (excluding managerial personnel)	Remuneration paid to managerial personnel for the FY 2015-16	Remuneration paid to managerial personnel for the FY 2016-17	(%) change in remuneration paid to managerial personnel
21305888	17139090	(19.56)	-	-	-

(v) Affirmation that the remuneration is as per the remuneration policy of the Company

The remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

	GAUTAMCHAND SURANA	**SANJAYKUMAR MAJETHIA**
Date: August 12, 2017	**DIN: 00955362**	**DIN: 06555488**
Place: Ahmedabad	**DIRECTOR**	**WHOLE-TIME DIRECTOR**

MANAGEMENT DISCUSSION AND ANALYSIS 2016-17

(a) Business Scenario

Financial Year 2016-2017 was a year of strong performance for Premier Synthetics Limited as we continued to reap the benefit. India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's with approximately 15 per cent of total exports. The textile industry employs about 51 million people directly and 68 million people indirectly. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

(b) Opportunities and Threats Opportunities

Opportunities

The Indian Textile Industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand. Urbanization is expected to support higher growth due to change in fashion & trends. Technological advancement along with favorable Government policies should act as a Catalyst in Textile Sector Growth. Abundant raw material availability helps control costs and reduces lead-time across operations. Strong relationship with local customers.

Threats

Striking a balance between the quality and price of products. Striking a balance between demand and supply. Satisfying the demands of people all across the globe and at the same time, steadily improving the quality of the products. Geographical disadvantage.

(c) Outlook and Future Prospects

The Indian textiles industry, currently estimated at around US$ 120 billion, is expected to reach US$ 230 billion by 2020. The Indian Textile Industry contributes approximately 4 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP). The textiles sector has witnessed a spurt in investment during the last five years. The Industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US$ 2.47 billion during April 2000 to March 2017. The India government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under automatic route. The Indian cotton textile industry is expected to showcase a stable growth in FY 2017-18, supported by stable input prices, healthy capacity utilization and steady domestic demand.

(d) Risks & Concerns

The unit leads to a significant rise in labour cost which greatly impacts the profit margin. In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success. Increased competition between local and International suppliers of the product, the Company believes that its year of experience, quality, research and development, brand image and customer loyalty are success factors to sustain even in the global economic scenario.

(e) Subsidiaries/Joint Ventures

The Company does not have subsidiaries, associates and joint venture companies.

(f) Human Resources

The Company's relations with the employees continued to be cordial and harmonious relations with its employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company.

(g) Financial Results:

(₹ in Lakhs)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Gross Income	959.44	1406.22
Profit before Interest, Depreciation & tax	229.15	349.64
Less : Interest	1.30	3.83
Less : Depreciation	170.15	255.40
Profit before exceptional items and tax	57.70	90.42
Add : Exceptional Items	0.00	(54.00)
Profit before Tax	57.70	36.42
Less : Provision for Tax	0.00	0.00
Profit after tax	57.70	36.42
Add : Profit/(Loss) brought forward from previous year	(3299.50)	(3335.92)
Balance Carried Forward to Next Year	(3241.80)	(3299.50)

(h) Segment –Wise or product wise performance

The Company operates in only single segments. Hence segment wise performance is not applicable.

(i) Internal Control Systems and their adequacy

Your Company has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate systems of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorized utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as information Security Assurance Services is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

(j) Cautionary Statement

This report describes the company's activities; projection about future estimates, assumptions with regard to global economic conditions, government policies, etc. may contain "forward looking statements" based on the information available with the company. Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual result may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

CompanyfollowsallmandatoryAccountingStandards.

Source: https://www.ibef.org

For Premier Synthetics Limited

Place: Ahmedabad
Date: 12th August, 2017

Sanjay Majethia
Whole-Time Director

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31st, 2017.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct, its Fraud Risk Management Policy and its well-structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This, together with sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

2. GOVERNANCE STRUCTURE:

The Corporate Governance structure at Premier Synthetics Limited is as follows:

2.1 Board of Directors:

The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

2.2 Committees of the Board:

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

3. GOVERNANCE CODES:

3.1 CODE OF CONDUCT:

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the current year. The Company formulated code of conduct, which is uploaded on the website of the Company viz. www.premiersyntheticsltd.com

3.2 PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The PIT Regulations"). The PIT Regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed company.

The Company has adopted a "Code of Conduct for Prevention of Insider Trading" (The Code) in accordance with the requirements of the PIT Regulations. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for

implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

3.3 CONFLICT OF INTERESTS:

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

4. BOARD OF DIRECTORS:

4.1 Composition of the Board as on March 31st, 2017.

Category	No. of Directors
Whole Time Director	1
Executive Director	0
Non-Executive Director	3
Independent Director	3
Total	**7**

4.2 Composition, category and Number of Board and Committee position held as on march 31st, 2017:

Name (Promoter – P) (Non-Promoter – NP)	Category	Directorships in other Company (excluding Premier Synthetics Limited)[3]	Attendance at AGM	Membership and Chairmanship of the Committees of the Board Of other companies (Excluding Premier Synthetics Limited) [4]	
				As Chairman	As Member
Mr. Sanjaykumar Majethia (P)	Whole-Time Director	1	YES	0	0
Mr. Anand Arya (NP)	Non-Executive Director	4	YES	0	0
Mr. Gautamchand Surana(P)	Non-Executive Director	2	YES	0	0
Ms. Rukmani Iyer (NP)[1]	Non-Executive Director	2	YES	2	2
Mr. Shabbir Tambawalla (NP)[2]	Independent Director	2	YES	2	2
Mr. Sachin K. Kansal (NP)	Independent Director	1	NO	1	0
Mr. Jayesh R. Jain (NP)	Independent Director	0	NO	0	0

1. Ms. Rukmani Iyer resigned from the office of the Director w.e.f. 15.05.2017
2. Mr. Shabbir Tambawalla resigned from the office of the Director w.e.f. 15.05.2017

3. Directorship includes all the companies incorporated in India.
4. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Listed and Unlisted Indian Public Companies other than Premier Synthetics Limited.

4.3 Scheduling of Board Meetings:

The Board held their meeting at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets/targets. In the Financial year 2016-17, the Board met Four times. The Interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015. Meetings and attendance during the year from April, 2016 to March, 2017:

Date of Meeting	ATTENDANCE RECORDED						
	Mr. Anand Arya	Mr. Gautamchand Surana	Mr. Sanjaykumar Majethia	Ms. Rukmani Iyer	Mr. Shabbir Tambawalla	Mr. Sachin Kansal	Mr. Jayesh Jain
30.05.2016	YES	YES	YES	YES	YES	YES	YES
12.08.2016	YES	NO	YES	YES	NO	NO	YES
14.11.2016	NO	YES	YES	YES	YES	YES	YES
13.02.2017	YES	YES	YES	YES	YES	YES	YES

4.4 The Non-Executive Director have no pecuniary relationship or transactions with the Company in their personal capacity.

4.5 None of the Directors of the Company are related amongst themselves.

4.6 Details of Director retiring of being re-appointed is given in the notice to Annual General Meeting.

4.7 Brief profile of each of the Directors is available on the Company's website: www.premiersyntheticsltd.com

4.8 The minimum information as mentioned in Schedule II of the SEBI (LODR) Regulations 2015 was made available to the Board members and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken to rectify instances of non-compliance.

4.9 Details of sitting fees, remuneration, etc. paid to Directors during the year ended 31st March, 2017:

Name of the Directors	Remuneration paid during the year (Rs.)	Sitting Fees paid during the year(Rs.)	Total (Rs.)
Mr. Anand Arya	-	-	-
Mr. Gautamchand Surana	-	-	-

Mr. Sanjaykumar Majethia	-	-	-
Ms. Rukmani Iyer	-	1,000	1,000
Mr. Shabbir Tambawalla	-	500	500
Mr. Sachin Kansal	-	500	500
Mr. JayeshJain	-	1000	1000

5. COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. None of the Directors of the Company is a member of more than ten Committees or acts as a Chairman of more than five Committees across all Companies in which he is a Director. Every Director has informed the Company about Committee positions he occupies in other Companies.

The Minutes of the Committee Meetings are placed before the Board for noting. The Board currently has the following committees;

5.1 AUDIT COMMITTEE:

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of the and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief description of terms of reference:

The Audit Committee is authorised to exercise all the powers and perform all the functions as specified in Section 177 of the Companies Act, 2013 and rules made there under and Regulation 18 of SEBI (LODR) Regulation, 2015 both as amended from time to time. The said Committee reviews reports of the Internal Auditors, mets Statutory Auditors and Internal Auditors periodically to discuss their findings and suggestions, Internal control systems, scope of audit, observations of the auditors and other related matters and reviews major accounting policies followed by the Company. The Minutes of the Audit Committee meetings are circulated and the Board of Directors takes note of the same.

Composition:

The Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Composition, quorum, powers, role and scope are in accordance with the Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. The Composition of the Audit Committee as on 31st March, 2017 was as under:

1. Mr. Sachin Kansal - Chairman
2. Ms. Shabbir Tambawalla - Member (Upto 15.05.2017)

3. Ms. Rukmani Iyer - Member (Upto 15.05.2017)
4. Mr. Jayesh Jain - Member

Meetings and Attendance:

Meetings and attendance during the year from April, 2016 to March, 2017:

Date of Meeting	ATTENDANCE RECORDED			
	Mr. Shabbir Tambawalla	Ms. Rukmani Iyer	Mr. Sachin Kansal	Mr. Jayesh Jain
30.05.2016	YES	YES	YES	YES
12.08.2016	NO	YES	NO	YES
14.11.2016	YES	YES	YES	YES
13.02.2017	YES	YES	YES	YES

At the invitation of the Committee, representatives of Statutory Auditors and other departmental heads also attended the Audit Committee meetings to clarify queries raised at the Audit Committee Meetings.

5.2 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in terms of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR Regulations, 2015). In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

Brief description of terms of reference:

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

a) Succession planning of the Board of Directors and Senior Management Employees;
b) Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
c) Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
d) Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
e) Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board.

Composition:

The Composition of the Nomination and Remuneration Committee as on 31st March, 2017 was as under:

1. Mr. Jayesh Jain - Chairman
2. Mr. Shabbir Tambawalla - Member (Upto 15.05.2017)
3. Mr. Sachin Kansal - Member

Meetings and Attendance:

Meetings and attendance during the year from April, 2016 to March, 2017:

Date of Meeting	ATTENDANCE RECORDED		
	Mr. Shabbir Tambawalla	Mr. Sachin Kansal	Mr. Jayesh Jain
30.05.2016	YES	YES	YES
12.08.2016	NO	YES	YES

5.3 STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 20 of the Listing Regulations.

Brief description of terms of reference:

The terms of reference of the Committee are:

a) transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
b) issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
c) issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
d) issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
e) monitoring expeditious redressal of investors / stakeholders grievances;
f) to fix record date/book closure of share/debenture transfer book of the Company from time to time;
g) all other matters incidental or related to shares, debentures and other securities of the Company.
h) to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to-time.

Composition of stakeholders' relationship Committee as on 31st March, 2017 was as under:

1. Ms. Sachin Kansal - Chairman
2. Mr. Shabbir Tambawalla - Member (Upto 15.05.2017)
3. Ms. Rukmani Iyer - Member (Upto 15.05.2017)

Mr. Deepak Chaubisa, Company Secretary is the Compliance Officer.

Details of shareholders' complaints received, solved and pending share transfers:

The total numbers of complaints received and resolved during the year ended 31st March, 2017 were zero. There were no complaints outstanding as on 31st March, 2017. The number of pending share transfers and pending requests for dematerialization as on March 31, 2017 were also zero. Shareholders'/Investors'

complaints and other correspondence are normally attended to within seven working days except where constrained by disputes or legal impediments. No investor grievances remained unattended / pending for more than thirty days as on 31stMarch, 2017.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc. and submits a copy thereof to the Stock Exchange in terms of Regulation 40(9) of the Listing Regulations. Further, the Compliance Certificate under Regulation 7(3) of the Listing Regulations, confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent is also submitted to the Stock Exchange on a half yearly basis.

6. INDEPENDENT DIRECTOR:

6.1 DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

6.2 FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter-alia explain the role, function, duties and responsibilities expected from him/her as a Director of Company. The Director is also explained in detail the compliance required from him under the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and affirmation taken with respect to same. The Whole Time Director also has one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place a system to familiarize the Director's about the Company, its product, Business and on-going events relating to the Company.

6.3 SEPARATE MEETING OF INDEPENDENT DIRECTORS:

The Independent Directors meet without the presence of Non-Independent Directors. These meetings are informal and enable the Independent Directors to interact and discuss matters including review of the performance of the Non-Independent Directors and the Board as a whole, review of the performance of the Chairman of the Company, taking into account views of Executive/Non-Executive Directors and assessing the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors met on 2nd March, 2017 during the financial year 2016-17.

6.4 TENURE OF INDEPENDENT DIRECTOR:

As per the provisions of Section 149(10) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the tenure of the Mr. Shabbir Tambawalla will be 5 Years starting from April 01st, 2014 and hold the office till March 31st, 2019 but due to certain personal reason Mr. Shabbir Tambawalla gave a resignation on 15.05.2017 as a Director. The tenure of Mr. Jayesh Jain and Mr. Sachin Kansal is for the term of 5 years starting from 46th Annual General Meeting and holds office till the 51st Annual General Meeting of the company for the financial year 2020-2021.

7. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluations of the Independent Directors were carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

8. SUBSIDIARY COMPANY:

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

9. AFFIRMATIONS AND DISCLOSURES:

9.1 COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company is in compliance with all mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9.2 RELATED PARTY TRANSACTIONS POLICY:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and do not attract the provisions of Section 188 of the Companies Act, 2013. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The statement is supported by a Certificate from the Whole-Time Director and the CFO. As required under Regulation 23(1) of the Listing Regulation, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company viz. www.premiersyntheticsltd.com

9.3 VIGIL MECHANISM:

In staying true to our values of Strength, Performance and Passion, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

9.4 WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.premiersyntheticsltd.com

9.5 REMUNERATION POLICY:

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:

a) the relationship of remuneration and performance benchmark is clear;
   - i the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
   - ii the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
   - iii the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance, industry benchmark and current compensation trends in the market.

The Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

9.6 RISK MANAGEMENT POLICY:

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risk trends, exposure and potential impact analysis at a Company level as also separately for business segments. Risk management forms an integral part of the Company's planning cycle. The key business risks identified by the Company and its mitigation plans are as under:

a) **Project Risks:**

The Textile Industry is capital intensive in nature. In the execution of large projects which are highly capital intensive in nature, there could be exposure to time and cost overruns. To mitigate these risks, the project management team and the project accounting and governance framework has been further strengthened.

b) **Competition Risks:**

The Textile Industry is becoming intensely competitive with the foray of new entrants and some of the existing players adopting inorganic growth strategies. To mitigate this risk, the Company is leveraging on its expertise, experience and it's created capacities to increase market share, enhance brand equity / visibility and enlarge product portfolio and service offerings. It would also leverage on its Infrastructure, Commercial and Institutional Sales team to offer value to large customers.

c) **Financial Risks:**

The Company's policy is to actively manage its foreign exchange risk within the framework laid down by the Company's forex policy approved by the Board. Given the interest rate fluctuations, the Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs.

d) **Commodity Price Risks:**

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking, inventory management and proactive vendor development practices. The Company's reputation for quality, product differentiation and service, coupled with existence of powerful brand image with robust marketing network mitigates the impact of price risk on finished goods.

e) **Regulatory Risks:**

The Company is exposed to risks attached to various statutes and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits.

f) **Strategic Risks:**

Emerging businesses, capital expenditure for capacity expansion, etc., are normal strategic risks faced by the Company. However, the Company has well-defined processes and procedures for obtaining approvals for investments in new businesses and capacity expansion etc.

g) **Occupational Health & Safety Risks:**

Safety of employees and workers is of utmost importance to the Company. To reinforce the safety culture in the Company, it has identified Occupational Health & Safety as one of its focus areas.

10. MANAGEMENT:

Management Discussion and Analysis, forming part of Directors' Report, contains discussion on the required matters.

Disclosures by Management:

a) All details of financial and commercial transactions where Directors may have an interest are provided to the Board and interested Directors neither participate in the discussion, nor do they vote on such matters. There are no transactions of material nature with the promoters, Directors or their relatives, etc. that may have potential conflict with the interests of the Company.

b) As required by Accounting Standard AS-18, details of related party transactions are given in Schedule containing notes forming part of Balance Sheet and Profit & Loss Account.

11. GENERAL BODY MEETINGS:

Location and time of last three AGM's held:

Year	Location	Date	Time	Special Resolution Passed
2013-14	JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002	28.07.2014	3.00 P.M.	Yes (Three)
2014-15	JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002	05.08.2015	3.00 P.M.	Yes (One)
2015-16	JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002	28.09.2016	3.30 P.M.	Yes (Three)

Special Resolution passed in the previous three AGM is as follows:

Year	Special Resolution Passed
2013-14	1. To Increase the Borrowing Power In terms of Section 180(1)(C) of The Companies Act, 2013. 2. To Create Charge / Mortgage etc. on Company's Movable or Immovable Properties In terms of Section 180(1)(A) of the Companies Act, 2013. 3. To Give Loans/ Guarantees, providing of Securities and Making of Investments in Securities.
2014-15	1. Issue of Redeemable Non-cumulative Non-convertible preference shares.
2015-16	1. Appointment of Mr. Sanjaykumar Majethia as a Whole-Time Director of the Company. 2. Change in promoter of the Company pursuant to completion of open offer. 3. Shifting of Registered Office of the Company from the State of Maharashtra to the State of Gujarat (Ahmedabad).

12. POSTAL BALLOT:

During the year, no resolutions have been passed through postal ballot.

13. DISCLOSURES:

a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with interests of company at large: Nil

b) Accounting Treatment: In the preparation of financial statement the Company has followed the prescribed Accounting Standards.

c) There was no non-compliance by the Company. No penalties and strictures were imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

14. MEANS OF COMMUNICATION:

1 .	Half yearly report sent to each shareholders residence	No
2 .	In which newspapers quarterly results were normally published.	1. Business Standard 2. Financial Express 3. Mumbai Lakshadeep
3 .	Any website where results or official news are displayed.	www.premiersyntheticsltd.com
4 .	The presentation made to institutional investors or to the analysts.	No
5 .	Whether Management Discussion and Analysis is part of Annual Report	Yes, Contained in the Directors Report

15. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting Date, Time and venue	Friday, 29th day of September, 2017 at 3.30 P.M. at JBF House, 02nd Floor, Old Post Office Lane, Kalbadevi, Mumbai - 400 002
Financial Year	1st April, 2016 to 31st March, 2017
Date of Book Closure	Saturday, September 23rd, 2017 to Friday, September 29th, 2017 (both days inclusive)
Listing on Stock Exchange	BSE Ltd.
Stock Code	BSE Stock Code – 509835
Demat ISIN No.	INE940N01012 (NSDL & CDSL)

16. MARKET PRICE DATA:

Months	High (Rs.)	Low (Rs.)	No. of Shares traded
April, 2016	-	-	-
May, 2016	-	-	-
June, 2016	34.00	31.00	85,400
July, 2016	34.00	29.55	52,500
August, 2016	31.00	25.80	26,561
September, 2016	28.35	25.65	69,400
October, 2016	26.55	25.30	24,900
November, 2016	-	-	-
December, 2016	-	-	-
January, 2017	-	-	-
February, 2017	-	-	-
March, 2017	24.10	19.90	47,442

17. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017:

No. of Equity Shares	Number of Shareholders	% of Total	No. of Shares	Amount (In Rs.)	% to Total
UPTO-5,000	347	80 .51	50214	502140	1. 38
5,001 - 10 ,000	23	5.34	17100	171000	0.47
10,001 -20,000	12	2.78	17920	179200	0.49
20,001 - 30 ,000	7	1.62	17433	174330	0.48
30,001 - 40 ,000	1	0.23	3750	37500	0.10
40,001 - 50 ,000	7	1.62	35000	350000	0.96
50,001 - 1,00,000	3	0.70	21000	210000	0.58
1, 00,001 & above	31	7.19	3480783	34807830	95.54
Total	**431**	**100**	**3643200**	**36432000**	**100.00**

18. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2017:

Sr. No.		Category	No. of Shareholders	No. of shares held	Percentage of Shareholding	No of Shares Pledge	% of Pledged Shares
A.		Promoters holding					
	1.	Promoters					
		Indian Promoters Foreign Promoters	4 0	23,46,100 0	64.40 0.00	0 0	0.00 0.00
	2.	Persons acting in concert	0	0	0.00	0	0.00
		Sub – Total	4	23,46,100	64.40	0	0.00
B.		Non-Promoters Holding					
	3.	Institutional Investors					
	A	Mutual Funds and UTI	2	1,56,375	4.29	0	0.00
	b.	Banks, Financial Institutions, Insurance Companies (Central/ State Gov. Institutions/ Non-Government Institutions)	2	28,900	0.79	0	0.00
	c.	FIIs	0	0	0.00	0	0.00
		Sub – Total	4	1,85,275	5.09	0	0.00
	4.	Others					
	a.	Private Corporate Bodies	11	58,300	1.60	0	0.00
	b.	Indian Public	411	10,53,454	28.92	0	0.00
	c.	NRIs/OCBs	0	0	0.00	0	0.00
	d.	Any other (Please specify) Clearing Members	1	0.002	71	0	0.00
		Sub – Total	423	11,11,825	30.52	0	0.00
		GRAND – TOTAL	431	3643200	100.00	0	0.00

19. SHARE TRANSFER SYSTEM:

Shares in physical form for transfer, should be lodged with the office of the company's Registrar & Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd., Mumbai or at the Registered Office of the Company. The transfers are processed if technically found to be in order and complete in all respects.

20. OTHER DISCLOSURE RELATING TO SHARE:

Dematerialization of shares and Liquidity :	The shares of the Company are in Demat segment and are available for Demat with CDSL & NSDL As on 31st March, 2017, 33,62,745 Equity Shares of the Company representing 92 .30% of the Company's share Capital has been Dematerialized under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE94001012.
Outstanding GDRs /ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity:	Nil
Plant Location :	Block NO. 835(P),836 & 837 Mouje Rakanpur, Village – Santej, Taluka – Kalol, Dist. Mehsana, (Gujarat).
Address for Correspondence :	**Premier Synthetics Limited** JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002 . Tel. 2208 5951
Administrative Cum Sales Office:	Surana House, Opp. Nar-Narayan Complex, Nr. Swastik Char Rasta, Navrangpura, Ahmedabad-380009, Gujarat
Name of the Contact Person :	**Mr. Deepak Chaubisa** **Company Secretary** JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002 Tel. No. 2208 5951 Email Id:premiersyntheticsltd@gmail.com
Registrar & Transfer Agent	**Sharex Dynamics (India) Pvt. Ltd.** Unit-1 , Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri –East, Mumbai-4000072 Telephone : 022-2851 6338 Fax No. : 022-2851 2885 Website : www.sharexindia.com E-mail : sharexindia@ vsnl.com

21. COMPLIANCE CERTIFICATE OF THE AUDITORS:

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulation and the same is annexed to this Report.

22. CODE OF CONDUCT DECLARATION:

Compliance with the Code of Business Conduct and Ethics:

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Premier Synthetics Limited Code of Business Conduct and Ethics for the year ended 31st March, 2017.

23. CEO & CFO CERTIFICATION:

The Chief Financial Officer have furnished a certificate relating to financial statements and internal controls and systems to the Board of Directors as prescribed under Regulations 17(8) read with Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Board took the same on record.

DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all the Board members and Senior Management personnel have affirmed compliance with Premier Synthetics Limited Code of Business Conduct and Ethics for the year ended March 31, 2017.

For, Premier Synthetics Limited

Place: Ahmedabad
Date: 12th August, 2017

Sanjay Majethia
Whole-Time Director
DIN: 06555488

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of
Premier Synthetics Limited

We have examined the compliance of conditions of Corporate Governance by Premier Synthetics Limited, for the year ended on 31st March, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 for the period from 1st April 2016 to 31st March 2017.

The Compliance of conditions for Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures 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 opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

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

For Loonia & Associates
Chartered Accountants
(Firm Registration No. 130883W)

Place: Ahmedabad
Date: 12th August, 2017.

Hitesh Loonia
Proprietor
M. No. 135424

CEO/CFO CERTIFICATION

We in our official capacity do hereby confirm and certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31st, 2017 and that to the best of our knowledge and belief, we state that:

i) these statements do not contain any materially untrue statements 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) We further state that to the best of our knowledge and belief, no transaction entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps have been taken or propose to take rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

i) significant changes, if any, in internal control over financial reporting during the year;

ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR PREMIER SYNTHETICS LIMITED

Place: Ahmedabad
Date: 12th August, 2017.

SANJAY MAJETHIA
WHOLE-TIME DIRECTOR

KARTIK JAIN
CHIEF FINANCIAL OFFICER

Independent Auditors' Report

To
The Members of
PREMIER SYNTHETICS LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of **PREMIER SYNTHETICS LIMITED ("the Company"),** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and the 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

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 **("the Act")** with respect to 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the Company as at March 31, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
   i) We have sought and obtained all the

information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

iii) 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.

iv) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

v) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.

vi) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B", and

vii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company does not have any pending litigations which would impact its financial position.

ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

iv) The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 9th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note No. 28 to Financial Statements.

For Loonia & Associates
Chartered Accountants
(Registration No.130883W)

Hitesh Loonia
Proprietor
Membership No. 135424

Place: Ahmedabad
Date: 27th May, 2017

Annexure 'A' to the Independent Auditor's Report Referred to in paragraph 1 under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of PREMIER SYNTHETICS LIMITED for the year ended 31st March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

(i) In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c. The title deeds in respect of immovable properties are held in the name of the Company except in respect of lease hold rights of the land at Panoli, Gujarat for which the title deeds and possession is in dispute with respective authorities.

(ii) As explained to us, in our opinion, the management has physically verified inventories at reasonable intervals during the year and there was no material discrepancies noticed on such physical verification as compared to the book records.

(iii) The Company has granted loans to a body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

a. In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the body corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.

b. In the case of the loans granted to the body corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.

c. There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.

(vi) The Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, in respect of products of the Company.

(vii) In respect of statutory dues:

a. According to the information and explanation given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally deposited regularly with the appropriate authorities in India.

According to the information and explanation given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31 March, 2017 for a period of more than six months from the date they become payable.

b. According to the information and explanations given to us there are no disputed dues in respect of Sales Tax, Income Tax, Service Tax and Custom Duty except demand of Excise Duty of Rs.14.40 lacs for the financial years 2001 to 2004 raised by The Commissioner of Central Excise, Ahmedabad against which the Company is in appeal before the Central Excise and Service Tax Appellate Tribunal, Ahmedabad against which the Company has deposited a part amount of Rs. 3.60 lacs under protest.

(viii) The Company does not have any loans or borrowings from any bank or financial institution or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) During the course of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company or by its officers or employees on it, has been noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

(xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company did not pay any managerial remuneration in terms of Section 197 of the Act read with Schedule V to the Act. Accordingly, paragraph 3(xi) of the Order is not applicable.

(xii) In our opinion and according to information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to information and explanations given to us and based on our examination of the records of the Company, in our opinion, all the transactions entered with the related parties are in compliance with sections 177 and 188 of the Act and the details of such transactions have been disclosed in

the Financial Statements as required by the applicable accounting standards.

(xiv) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year in terms of section 42 of the Act. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xv) According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us and the records of the Company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause 3(xvi) of the Order is not applicable.

For Loonia & Associates
Chartered Accountants
(Registration No.130883W)

Hitesh Loonia
Proprietor
Membership No. 135424

Place: Ahmedabad
Date: 27th May, 2017

Annexure - B to the Independent Auditors'

Report Referred to in paragraph 2(F) under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of PREMIER SYNTHETICS LIMITED for the year ended 31st March, 2017.

We have audited the internal financial controls over financial reporting of Premier Synthetics Limited ("the Company") as of 31 March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent

applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Loonia & Associates
Chartered Accountants
(Registration No.130883W)

Hitesh Loonia
Proprietor
Membership No. 135424

Place: Ahmedabad
Date: 27th May, 2017

PREMIER SYNTHETICS LIMITED

Balance Sheet as at 31st March, 2017

	Particulars	Note No.		As At 31.03.2017 Rs.		As At 31.03.2016 Rs.
I	**EQUITY & LIABILITIES**					
1	**Shareholders' Funds**					
	a) Share Capital	2	131,432,000		131,432,000	
	b) Reserves & Surplus	3	17,224,744		11,454,894	
				148,656,744		142,886,894
2	**Non -current Liabilities**					
	a) Long-term borrowings	4	38,762,453		-	
	b) Other long term liabilities	5	153,582,946		160,000,000	
	c) Long-term provisions for employees benefits		11,252,283		5,958,119	
				203,597,682		165,958,119
3	**Current Liabilities**					
	a) Short-term borrowings	6	-		13,985,000	
	b) Trade payables		25,433,549		13,749,617	
	c) Other current liabilities	7	4,502,714		8,762,431	
	d) Short- term provisions		-		-	
				29,936,263		36,497,048
	TOTAL			382,190,689		345,342,061
II	**ASSETS**					
1	**Non-current Assets**					
	a) Fixed Assets	8				
	i) Tangible Assets		247,057,299		263,967,223	
	ii) Capital Work-in-Progress		2,322,763		-	
	b) Non-current Investments		-		-	
	c) Deferred tax assets (net)	9	57,500,000		57,500,000	
	d) Long-term loans and advances	10	7,572,341		7,572,341	
	e) Other non-current assets		-		-	
				314,452,403		329,039,564
2	**Current Assets**					
	(a) Current Investments		-		-	
	(b) Inventories	11	38,448,817		4,375,595	
	(c) Trade Receivables	12	9,436,198		411,232	
	(d) Cash and Bank Balance	13	2,270,996		157,644	
	(e) Short-term loans and advances	14	17,582,276		11,358,026	
	(f) Other current assets		-		-	
				67,738,286		16,302,497
	TOTAL			382,190,689		345,342,061
	Significant Accounting Policies	1				
	Notes forming part of the Financial Statements	2-32				

As per our report of even date
For Loonia & Assocaites
Chartered Accountants
Registration No. 130883W

Hitesh Loonia
Proprietor
M No 135424
Place - Ahmedabad
Date - 27th May,2017

For and on behalf of the Board

Sanjaykumar Majethia	**Gautamchand Surana**
Whole-Time Director	**Director**
Kartik Jain	**Deepak Chaubisa**
Chief Financial Officer	**Company Secretary**

PREMIER SYNTHETICS LIMITED

Statement of Profit and Loss for the Year ended 31st March,2017

	Particulars	Note No.		2016-17 Rs.		2015-16 Rs.
(I)	Revenue from Operations	15		95,944,030		139,743,960
(II)	Other Income	16		-		878,307
(III)	**Total Revenue (I) + (II)**			95,944,030		140,622,267
(IV)	**EXPENSES**					
	Cost of Raw Material Consumed	17		21,602,868		-
	Changes in inventories of finished goods, work in progress and Stock-in-trade	18		(16,693,946)		-
	Employee benefits expenses	19		26,051,303		27,306,870
	Finance Costs	20		130,112		382,625
	Depreciation and amortization expenses			17,014,824		25,540,211
	Other expenses	21		42,069,018		78,350,954
	Total Expenses			90,174,179		131,580,660
(V)	Profit before Exceptional Items & Taxes			5,769,850		9,041,607
(VI)	Exceptional Items - (Net)	22		-		(5,400,000)
(VII)	Profit before tax (V+VI)			5,769,850		3,641,607
(VIII)	Tax Expenses :					
	(1) Current tax		-		-	
	(2) Deferred tax		-		-	
	(3) Adjustment in Taxation in Earlier Years		-		-	
				-		-
(IX)	Net Profit After Tax			5,769,850		3,641,607
(X)	**Earning Per Equity Share (Nominal Value per Share: (Rs. 10)**	23				
	Before Exceptional Itmes					
	1. Basic			1.58		2.48
	2. Diluted			1.58		2.48
	After Exceptional Itmes					
	1. Basic			1.58		1.00
	2. Diluted			1.58		1.00
	Significant Accounting Policies	1				
	Notes forming part of the Financial Statements	2-32				

As per our report of even date

For and on behalf of the Board

For Loonia & Assocaites

Chartered Accountants

Registration No. 130883W

Sanjaykumar Majethia — **Whole-Time Director**

Gautamchand Surana — **Director**

Hitesh Loonia

Proprietor

M No 135424

Kartik Jain — **Chief Financial Officer**

Deepak Chaubisa — **Company Secretary**

Place - Ahmedabad

Date - 27th May,2017

	PREMIER SYNTHETICS LIMITED		
	Cash Flow statement for the year ended 31st March 2017		
			(Amount in Rs.)
		March 31,2017	March 31,2016
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Profit before tax as per Statement of Profit and Loss	**5,769,850**	3,641,607
	Adjusted for:		
	Depreciation	**17,014,824**	25,540,211
	(Profit) Loss on Sale of Fixed Assets	**5,775**	-
	Loss on Sale of Investments	-	5,400,000
	Interest income earned	-	(878,307)
	Finance Cost	**130,112**	382,625
	Operating Profit before working capital changes	**22,920,561**	34,086,136
	Adjusted for:		
	Trade and other recievables	**(15,249,217)**	39,610,485
	Inventories	**(34,073,222)**	458,841
	Trade and others Payables	**12,718,379**	9,447,046
	Cash Generated from Operations	**(13,683,499)**	83,602,508
	Adjusted for:		
	Direct Tax Refund (Net of Payment)	-	(240,052)
	Net Cash from Operating activities	**(13,683,499)**	83,362,456
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Sale of Investments	-	32,050,000
	Purchase of Fixed Assets	**(2,455,713)**	(19,200)
	Sales of Fixed Assets	**22,277**	-
	Net Cash Flow from Investing Activities	**(2,433,436)**	32,030,800
C.	**Cash Flow from Financing activities:**		
	Long term borrowings (Net)	**32,345,399**	90,000,000
	Short term borrowings (Net)	**(13,985,000)**	(23,488,630)
	Repayment of Current Maturity of Long Term Borrowings	-	(177,750,000)
	Payment of cristalized back of loan liabilities waived in earlier years.	-	(4,750,000)
	Finance Cost	**(130,112)**	(382,625)
	Interest earned	-	878,307
	Net cash from Financing Activities	**18,230,287**	(115,492,948)
	Net Increase/(Decrease) in cash	**2,113,352**	(99,692)
	Opening Balance of Cash & Cash equivalents	**157,644**	257,336
	Closing Balance of Cash & Cash equivalents	**2,270,996**	157,644
	As per our report of even date	**For and on behalf of the Board**	
	For Loonia & Assocaites		
	Chartered Accountants		
	Registration No. 130883W	**Sanjaykumar majethia**	**Gautamchand Surana**
		Whole-Time Director	**Director**
	Hitesh Loonia		
	Proprietor		
	M No 135424	**Kartik Jain**	**Deepak Chaubisa**
	Place - Ahmedabad	**Chief Financial Officer**	**Company Secretary**
	Date - 27th May,2017		

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2017

"1" SIGNIFICANT ACCOUNTING POLICES:

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company are prepared in accordance with the Generally Accepted Accounting Principles in India (GAAP) under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as specified under Section 133 of the Companies Act, 2013 ('the Act') read with rule 7 of Companies (Accounts) Rules, 2014. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hereto in use.

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP require Management to make estimates and assumptions that affects the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenue and expenses during the reporting periods. Examples of such estimates include estimates of useful life of assets and future obligations under employee retirement benefit plans and income tax. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates and difference between the actual results and estimates are recognized in period in which the result is known/materialized.

FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchases price and any attributable cost of bringing the assets to its working condition for its intended use.

DEPRECIATION / AMORTISATION

Depreciation on the fixed assets is charged on Straight Line Method. Depreciations are charged over the estimated useful lives of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis from/till the date they are put to commercial use.

IMPAIRMENT OF ASSESTS

Tangible fixed assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount, which is the higher of the asset's net selling price or its value in use.

BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalised as part of the cost of that asset. All other borrowing costs are charges to revenue.

INVESTMENTS

Investments that are readily realizable and intended to be held for not more than one year from the date on which investments are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary.

INVENTORIES

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing the inventory to present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

FOREIGN CURRENCY TRANSACTIONS

Foreign Currency Transactions are recorded in the books by applying the exchange rates as on the date of the transaction. Foreign Currency Assets and Liabilities are converted at the exchange rate prevailing on the date of the Balance Sheet, the resultant exchange difference is adjusted to the profit & loss account except in the case of Foreign Currency Liabilities on account of acquisition of Fixed Assets, where such exchange difference is adjusted to the cost of the assets.

REVENUE RECOGNITION

The Company follows the mercantile system of accounting and recognizes incomes and expenditures on accrual basis. The accounts are prepared on historical cost basis, as a going concern, and are consistent with accounting principles generally accepted in India.

Revenue from sales is recognised when the substantial risks and rewards of ownership of goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts, rebates, and sales taxes.

RELATED PARTY TRANSACTIONS

Related party transactions are transfer of resources or obligations between related parties, regardless of whether a price is charged. Parties are considered to be related, if one party has the ability, directly or indirectly, to control the other party of exercise significant influence over the other party in making financial or operating decisions. Parties are considered to be related if they are subject to common control or common significant influence.

EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's earnings per share comprise the net profit after tax (and include post tax effect of any extraordinary items.) The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average shares considered for deriving basic earning per share, and also the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

EMPLOYEE BENEFITS

Staff benefits arising out of retirement/death comprising contributions to Provident Fund, Gratuity Scheme and other post separation benefits are accounted for on the basis of the schemes or by an independent actuarial valuation at the year-end as the case may be.

TAXATION

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the relevant prevailing tax laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred

tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

EXTRA ORDINARY AND EXCEPTIONAL ITEMS

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense is also treated as extraordinary item and disclosed as such. On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to the financial statements.

PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions: Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities : Contingent liabilities are not provided for in the books but are disclosed by way of notes in the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent Assets: Contingent Assets are neither recognized nor disclosed in the financial statements.

"2"	**Share Capital**		**As At**		As At
			31.03.2017		31.03.2016
			Rs.		Rs.
	Authorised				
	1,00,00,000 (Previous Year -1,00,00,000) Equity Shares of Rs.10 each		**100,000,000**		100,000,000
	20,00,000 (Previous Year -20,00,000) Preference Shares of Rs.100 each		**200,000,000**		200,000,000
			300,000,000		300,000,000
	Issued,Subscribed & Fully paid up				
	Preference Shares				
	(i) 0.01% 9,50,000 Non Cumulative Non Convertible Redeemable		**95,000,000**		95,000,000
	Preference Share of Rs.100 each				
	Equity Shares				
	36,43,200 (Previous Year -36,43,200) Equity Shares of Rs.10 each fully		**36,432,000**		36,432,000
	paid up of Rs.10 each				
			131,432,000		131,432,000
	Note: (i) Reconciliation of number of Equity shares outstanding at the beginning and at the end of the year is not given as				
	there is no change in number of equity shares and amount in above share capital from the previous year.				
	Details of Share holding more than 5% Shares:-				
	Cumulative Redeemable Preference Shares	**No. of shares**	**% held**	No. of shares	% held
	(i) 0.01% 9,50,000 Non Cumulative Non Convertible Redeemable				
	Preference Share of Rs.100 each				
	Blue Blends (India) Limited			950,000	100.00
	Gautamchand K. Surana	**949,310**	**99.93**		
	Equity Shares				
	Gautamchand K. Surana	**1,059,870**	**29.09**	1,059,870	29.09
	Vikram A. Sanghvi	**233,860**	**6.42**	233,860	6.42
	Rajiv G. Bansal	**467,720**	**12.84**	467,720	12.84
	Sanjay V. Majethia	**584,650**	**16.05**	584,650	16.05
"3"	**Reserves & Surplus**		**Rs.**		Rs.
	Securities Premium Reserve				
	Balance as per last Balance Sheet		**32,210,000**		32,210,000
	Revalutation Reserve				
	Balance as per last Balance Sheet		**150,000,000**		150,000,000
	(Reserve created on revalutation of land)				
	Capital Reserve				
	Balance as per last Balance Sheet	**159,194,819**		163,944,819	
	Less : Reversal of waiver by the secured lender	**-**	**159,194,819**	4,750,000	159,194,819
	Profit and Loss Account				
	Balance as per last Balance Sheet	**(329,949,925)**		(333,591,532)	
	Add : Profit for the Current Year	**5,769,850**		3,641,607	
			(324,180,075)		(329,949,925)
			17,224,744		11,454,894
"4"	**Long-Term Borrowings**				
	Unsecured:				
	Loan From Body Corporate	**13,985,000**		-	
	Loan From Directors & their relatives	**24,777,453**		-	
			38,762,453		-

				As At		As At
				31.03.2017		31.03.2016
				Rs.		Rs.
"5"	**Other Long Term Liabilities**					
	Security Deposit from Related parties		70,000,000		70,000,000	
	Long Term Advances from Related parties		78,582,946		90,000,000	
	Long Term Advances from Others		5,000,000			
				153,582,946		160,000,000
"6"	**Short term borrowings**					
	Unsecured, repayable on Demand:					
	- From others		-		13,985,000	
				-		13,985,000
"7"	**Other Current Liabilities**					
	Advance from related parties					8,693,737
	Other Payables *			4,502,714		68,694
				4,502,714		8,762,431
	* Includes Statutory dues.					
	(a) There are no amounts due for payment to the Investor Education and Protection Fund as at the year end.					

"8" Tangible Assets

	Gross Block				Depreciation				Net Carrying Value	
DESCRIPTION	As at 01.04.2016	Additions	Deletation	As at 31.03.2017	Up to 31.03.2016	Depreciation For the year	Adjustments	Up to 31.03.2017	As at 31.03.2017	As at 31.03.2016
FREEHOLD LAND	153,185,086	-	-	**153,185,086**	-	-	-	-	**153,185,086**	153,185,086.00
LEASEHOLD LAND	3,285,912	-	-	**3,285,912**	-	-	-	-	**3,285,912**	3,285,912.00
FACTORY BUILDING	77,624,700	-	-	**77,624,700**	44,085,307	2,592,665		**46,677,972**	**30,946,725**	33,539,390.00
PLANT & MACHINERY	414,634,708	-	-	**414,634,708**	342,725,890	14,249,197		**356,975,087**	**57,659,619**	71,908,815.00
ELECTRIC INSTALLATION	20,087,798	66,150	-	**20,153,948**	18,642,412	103,695		**18,746,107**	**1,407,841**	1,445,386.00
FURNITURE & FITTINGS	2,177,760	-	-	**2,177,760**	1,960,960	19,444	-	**1,980,404**	**197,355**	216,799.00
VEHICLES	809,729	-	561,047	**248,682**	760,517	1,805	532,995	**229,327**	**19,354**	49,210.00
OFFICE EQUIPMENTS	474,371	-	-	**474,371**	261,350	22,533		**283,883**	**190,488**	213,021.00
COMPUTER	474,390	66,800	-	**541,190**	397,228	21,129		**418,357**	**122,834**	77,163.00
AIR CONDITIONER	82,507	-	-	**82,507**	36,069	4,356	-	**40,425**	**42,085**	46,441.00
Total	**672,836,961**	**132,950**	**561,047**	**672,408,864**	**408,869,733**	**17,014,824**	**532,995**	**425,351,562**	**247,057,299**	**263,967,223**
Previous Year	672,723,371	113,589	-	672,836,960	383,329,522	25,540,211	-	408,869,733	263,967,223	
Capital Work -in progress	**-**	**2,322,763**	-	**2,322,763**	-	-	-	-	**2,322,763**	-

Note :

The title deeds and possession of Lease hold land at Panoli is in dispute with respective authorities.

				As At		As At
				31.03.2017		31.03.2016
				Rs.		Rs.
"9"	**Deferred Tax Assests (Net)**					
	Deferred Tax Assests					
	On Unabsorbed Depreciation			57,500,000		57,500,000
				57,500,000		57,500,000
"10"	**Long Term Loans and Advances**					
	Unsecured, considered good					
	Deposits with Govt. Authorities & Others		7,572,341		7,572,341	
				7,572,341		7,572,341
"11"	**Inventories**					
	(As taken,valued & certified by the Management.					
	Raw- Materials		17,504,271		-	
	Work - in -progress		3,803,545		-	
	Finished Goods (At lower of cost and net realisable value)		12,890,401		-	
	Stores, Spare parts & Packing Materials		4,250,600		4,375,595	
				38,448,817		4,375,595
"12"	**Trade Receivables**					
	Unsecured, considered good:					
	(i) Outstading for a period exceeding 6 months from the date they are due for payment		-		411,232	
	(ii) Others		9,436,198		-	
				9,436,198		411,232
"13"	**Cash and Bank Balances**					
	Balances with Bank					
	- In Current Accounts		2,216,844		56,495	
	Cash on hand		54,152		101,149	
				2,270,996		157,644
"14	**Short-Term Loans and Advances**					
	Unsecured, considered good					
	Advances recoverable in cash or in kind for value to be received					
	Security Deposit		10,000,000		10,000,000	
	Others		7,582,276		1,358,026	
				17,582,276		11,358,026
"15"	**Revenue from Operations**					
	a) Sale of Products (Net)			8,724,415		-
	b) Sale of Services			87,081,875		139,550,478
	c) Other Operating Revenues			137,740		193,482
				95,944,030		139,743,960
"16"	**Other Income**					
	a) Interest income			-		878,307
				-		878,307

				As At		As At
				31.03.2017		31.03.2016
				Rs.		Rs.
"17"	**Cost of Material Consumed**					
	Opening Stock			-		-
	Add: Purchase			39,107,139		-
				39,107,139		-
	Less: Closing Stock			17,504,271		-
				21,602,868		-
	% of Consumption:					
	Imported			0.00%		0.00%
	Indigenous			100.00%		0.00%
"18"	**Changes in Inventories of Finished goods, Work-in-progress**					
	and Stock-in-trade					
	Stock at the beginning of the year					
	Finished Goods		-		-	
	Work-in-progress		-		-	
	Total-A			-		-
	Stock at the end of the year					
	Finished Goods		12,890,401		-	
	Work-in-progress		3,803,545		-	
	Total-B			16,693,946		-
	(Increase) / Decrease in Stocks (A-B)			(16,693,946)		-
"19"	**Employees Benefits Expenses**					
	(a) Salaries and Wages			16,116,307		22,734,531
	(b) Contribution to Provident & Other Funds			1,237,272		1,672,064
	(c) Employees Welfare & other Amenties			1,145,578		1,858,853
	(d) Gratuity			7,552,146		1,041,422
				26,051,303		27,306,870
"20	**Finance Cost**					
	Interest Expenses			130,112		382,625
				130,112		382,625
"21"	**Other Expenses**					
	Manufacturing Expenses					
	Hank Yarn Obligation		1,291,415		1,867,876	
	Stores & Spares Consumed		4,122,291		10,066,548	
	Testing Expenses		10,049		11,763	
	Labour & Job Charges		3,996,351		5,756,638	
	Power and Fuel Charges		21,489,248		46,822,658	
	Repairs to Buildings		73,184		87,624	
	Repairs to Plant & Machinery		1,179,952		1,447,530	
				32,162,490		66,060,637
	Sales & Distribution Expenses					
	Packing Materials		3,269,647		5,098,783	
	Sales Promotion & Advertisement Expenses		80,365		43,418	
	Freight & Forwarding Charges		2,238,566		2,988,199	
				5,588,578		8,130,400

		As At		As At	
		31.03.2017		31.03.2016	
	Establishment Expenses	Rs.		Rs.	
	Rent	198,000		226,625	
	Rates & Taxes	161,780		125,870	
	Postage & Telephone	80,983		82,589	
	Printing & Stationery	181,531		317,063	
	Travelling Expenses	4,960		8,695	
	Conveyance Expenses	446,491		452,402	
	Legal & Professional Charges	537,995		382,127	
	Bank Charges	12,937		29,590	
	Annual Listing Fees	200,000		227,500	
	Director's Sitting Fees	3,000		6,500	
	Office & Others Expenses	301,095		383,295	
	Other Repairs	21,905		60,271	
	Sundry Expenses	573,365		339,185	
	Loss on Sale of Fixed Assets	5,775		-	
	Insurance Premium	558,793		444,115	
	Security Charges	1,004,340		974,090	
	Auditors' Remuneration **(Refer Note 21.3 below)**	25,000		100,000	
			4,317,951		4,159,917
			42,069,018		78,350,954
"21.1'	**Value of Stores & Spares Consumed**	Rs	% of Comsumption	Rs	% of Comsumption
	Indegenious	2,859,601	69.37	8,064,399	80.11
	Imported	1,262,690	30.63	2,002,149	19.89
		4,122,291	100.00	10,066,548	100.00
"21.2'	**Value of Imports on CIF Basic**		2016-17		2015-16
			Rs.		Rs.
	Stores & Spares		1,101,554		1,587,690
			1,101,554		1,587,690
"21.3'	**Payments to Auditors**				
	Statuary Audit fees		25,000		50,000
	Tax Audit fees		-		25,000
	Taxation Matters		-		25,000
			25,000		100,000
"21.4'	**Expenditure in Foreign Currency**		Nil		Nil
"22"	**Exceptional Items**				
	The Exceptional items of Rs Nil (Previous Year- Rs. 54.00 lacs) consist of Loss on sale of investment .				
"23"	**Earning Per Equity Share**				
	Before Exceptional Itmes				
	1.Net Profit/(Loss) after tax as per Statement of Profit and Loss		5,769,850		9,041,607
	attributable to Equity Shareholders				
	2. Weighted Average number of equity shares used as		3,643,200		3,643,200
	denominator for calculating EPS				
	3. Basic and Diluted Earning per Share		1.58		2.48
	4. Face Value per equity share (in Rs)		10.00		10.00
	After Exceptional Itmes				
	1.Net Profit/(Loss) after tax as per Statement of Profit and Loss		5,769,850		3,641,607
	attributable to Equity Shareholders				
	2. Weighted Average number of equity shares used as		3,643,200		3,643,200
	denominator for calculating EPS				
	3. Basic and Diluted Earning per Share		1.58		1.00
	4. Face Value per equity share (in Rs)		10.00		10.00

			2016-17		2015-16
			Rs.		Rs.
"24"	**Earning in Foreign Exchange**		**Nil**		Nil
"25"	**No Provision for taxtaion has been made in view of the brought forwarded losses**				
"26"	**Related Party Disclosures**				
	As per Accounting Standard 18, the disclosures of transactions during the year with the related parties are given below:				
	Related Parties/Nature of Relationship :				
	Key Managerial Persons				
	Mr. Anand Arya				
	Mr. S. K.Tambawalla				
	Mr. Gautamchand K. Surana				
	Mr. Sanjay V. Majethia				
	Mr. Sachin K. Kansal				
	Mr. Jayesh Rajmal Jain				
	Mrs. Rukmani Iyer				
	Associates				
	Blue Blends (India) Ltd.				
	Sun Insulators Pvt. Ltd.				
					(Rs. in lacs)
	Nature of Transaction	**Key Managerial Persons**	**Associates**	**Subsidiaries**	**Total**
	Job Charges Received	-	**870.82**	**-**	*870.82*
		-	*1,395.50*	-	*1,395.50*
	Sitting Fees	**0.03**	**-**	**-**	**0.03**
		0.07	-	-	*0.07*
	Sale of Investments	-	**-**	-	**-**
		185.50	-	-	185.50
	Loans and advances Repaid (Net)	**-**	**201.11**	**-**	**201.11**
		-	-		-
	Loans and advances Receipts (Net)	**-**	**-**	**-**	**-**
		-	*986.94*	-	*986.94*
	Loans and advances Given (Net)	**-**	**27.50**	**-**	**27.50**
		-	-	-	-
	Reimbursement of Expenses	**-**	**170.23**	**-**	**170.23**
		-	-	-	-
	Balances as at 31st March ,2017				
	Loans & Advances Receipts	**-**	**785.83**	**-**	**785.83**
			986.94	-	*986.94*
	Loans & Advances given	**-**	**27.50**	**-**	**27.50**
		-	-	-	-
	Security Deposits Received	-	**700.00**	**-**	**700.00**
		-	*700.00*	**-**	*700.00*
	Note : *Figures in Italic represent Previous Year's amount*				
	Disclosure in Respect of Material Related Party Transaction during the year				
	1. Job Charges Received includes - Blue Blends (India) Ltd Rs 870.82 Lacs (2016 - Rs 1395.50 Lacs)				
	2. Reimbursement of Expenses includes - Blue Blends (India) Ltd Rs 170.23 Lacs (2016 - Rs Nil)				
"27"	**Segment Information**				
	Textile business is the Company's only business segment ,hence the disclosure of segment wise information as required by Accounting Standard (AS) 17 on "Segment Reporting" is not applicable .				

"28" **Specified Bank Notes**

Transactions in cash during November 9,2016 to December 30,2016

(Amount in Rs.)

Particulars	Specified Bank Notes	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	**-**	**128,976**	**128,976**
(+) Permitted receipts	-	539,000	539,000
(-) Permitted payments	-	389,543	389,543
Sub total	**-**	**278,433**	**278,433**
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	**-**	**278,433**	**278,433**

"29" **Contingent Liabilities and Commitments**

i) Demand of Excise duty of Rs 14.40 lacs raised by The Commissioner of Central Excise, Ahmedabad for the years from 2001 to 2004 has been disputed and has not been provided in the books. The Company is in appeal against the same with the Central Excise and Service Tax Appellate Tribunal,Ahmedabad and has been legally advised that it will not have any liablility .

However the company has deposited Rs. 3.60 lacs under protest with the respective Central Excise Authorities.

"30" Balances of Sundry Debtors, Creditors, Loans and Advances and transactions are subject to their confirmation .

"31" Except otherwise mentioned herein, in the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business and the provision of all known liabilities are adequate and not in excess of the amount reasonably necessary

"32" Previous Year figures have been regrouped and recasted wherever necessary.

Signatures to Schedules 1 to 32

As per our report of even date		**For and on behalf of the Board**
For Loonia & Assocaites		
Chartered Accountants		
Registration No. 130883W	**Sanjaykumar Majethia**	**Gautamchand Surana**
	Whole-Time Director	**Director**
Hitesh Loonia		
Proprietor		
M No 135424	**Kartik Jain**	**Deepak Chaubisa**
Place - Ahmedabad	**Chief Financial Officer**	**Company Secretary**
Date - 27th May,2017		

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014

PREMIER SYNTHETICS LIMITED

CIN: L99999MH1970PLC014826
Registered Office: JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400 002.
Tel.:022-2208 8736 Fax: 022-2208 0470
E-mail: premiersynthetics@gmail.com Website: www.premiersyntheticsltd.com

Name of the Member(s):
Registered address:
E-mail id:
DP ID:
Folio No./Client ID:

I/We being the member(s) of _____shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____or failing him;

(2) Name: _____

Address: _____

E-mail Id: _____or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____or failing him;

as my/our proxy to attend and vote (on a poll) form me/us and on my/behalf at the 47th Annual General Meeting of the Company to be held on Friday 29th September, 2017 at 3:30 p.m. at JBF house, 2nd Floor, Old Post office lane, Kalbadevi Road, Mumbai-400002 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No(s).	Resolution(s)	For	Against
1	Adoption of the financial statement of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditor's thereon		
2	Re-appointment of Mr. Anand Arya (DIN: 00084995) as a Director of the Company		
3	Ratification of appointment of M/s. Loonia & Associates, Chartered Accountants as Statutory Auditors of the Company		

Signed this _____ day of _____2017

Signature of the Shareholder _____

Affix Revenue Stamp

_____ _____ _____

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

PREMIER SYNTHETICS LIMITED

CIN: L99999MH1970PLC014826
Registered Office: JBF House, 2nd Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002.
Tel.:022-2208 8736 Fax: 022-2208 0470
E-mail: premiersynthetics@gmail.com Website: www.premiersyntheticsltd.com

ATTENDANCE SLIP

(To be presented at the entrance)

DP ID _____

Folio No. / Client ID _____

Number of Shares held _____

I certify that I am member/proxy/authorized representative for the members of the Company.

I/We hereby record my/our presence at the 47th ANNUAL GENERAL MEETING of the Company at JBF house, 2nd Floor, Old Post office lane, Kalbadevi Road, Mumbai-400002 on Friday, 29th September, 2017 at 03.30 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

--- ---

Name of the member/proxy
(In BLOCK letters)

Signature of the member/proxy

Note: 1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.