

Overseas Synthetics Limited



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For **OVERSEAS SYNTHETICS LIMITED**

P. Yeges
AUTHORISED SIGNATORY

**22nd
Annual Report**

2013-2014

Overseas Synthetics Limited

22nd Annual Report

Board of Directors

Mr. Rohit H. Patel	Managing Director
Mr. Kamal R. Aggarwal	Director
Mr. Naresh V. Goyal	Director
Mr. Anirudh C. Sonpal	Director
Mr. Surendra U. Tamboli	Director
Mr. Suresh Prasad Roy	Director
Mr. Mayur V. Shah	Director

Auditors:

M/s. Shah Mehta & Bakshi
Chartered Accountants,
Vadodara.

Company Secretary:

Mr. Yogesh C. Parmar

Registered Office:

Block No. 355, Manjusar Kumpad Road,
Village: Manjusar, Taluka: Savli,
District: Vadodara - 391775.

Registrar and share transfer agents:

MCS Limited
Unit: Overseas Synthetics Limited
Neelam Apartment, 88, Sampatrao Colony,
Above Chhappan Bhog, Alkapuri,
Vadodara: 390007.

Bankers:

Indian Overseas Bank
Mehta Pole, Vadodara - 390006.

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NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the Members of OVERSEAS SYNTHETICS LIMITED will be held on Thursday, 25th September, 2014, at 11.00 a.m. at its Registered Office situated at Block No 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, District - Vadodara - 391775, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial Statements comprising the Balance Sheet as at 31st March, 2014 and the statement of Profit and Loss and cash flow for the year ended on that date together with Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Aggarwal (DIN: 00139199), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Naresh Goyal (DIN: 00139277), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Shah Mehta & Bakshi, Chartered Accountants (Firm Registration No. 103824W) Vadodara, as Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of the Audit Committee to the Board of Directors, M/s. Shah Mehta & Bakshi., Chartered Accountants (Firm Registration No. 103824W) Vadodara, be and are hereby appointed as the Auditors of the Company to hold office, for a term of three years from the conclusion of this Annual General Meeting to the conclusion of the 25th consecutive Annual General Meeting and that the Board of Directors be and hereby authorized to fix such remuneration as may be determined by them in consultation with the Auditors.

SPECIAL BUSINESS:

5. To appoint Mr. Anirudh Sonpal (DIN: 03367049) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including and statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Anirudh Sonpal (DIN : 03367049), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019."

6. To appoint Mr. Surendra Tamboli (DIN: 03258083) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including and statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Surendra Tamboli (DIN : 03258083), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019."

7. To appoint Mr. Suresh Prasad Roy (DIN: 00005131) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including and statutory modification(s) or reenactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Suresh Prasad Roy (DIN : 00005131), an Independent Director of the Company and whose term of office was liable to be determined by retirement of director by rotation in accordance with the erstwhile applicable provisions of the Companies Act, 1956 and rules made thereunder, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019."

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty 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 proxy, provided such person shall not act as a proxy for any other person or shareholder.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 19th September, 2014 to Thursday, 25th September, 2014 [Both days inclusive]**.
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
6. All documents referred to in the notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on any working day except Saturdays and holidays upto the date of Annual General Meeting.
7. All the work related to share registry in terms of both physical and electronic are being conducted by Company's R & T Agents - M/s. MCS Limited, Neelam Apartment, 88 Sampatrao Colony, B/h Standard Chartered Bank, Alkapuri, Vadodara-390007. Tel.: 0265-2339397, Fax: 0265-2341639, Email: mcsltdbaroda@yahoo.com. The shareholders are requested to send their

communication to the aforesaid address in future.

8. Re-appointment of Directors:

At the ensuing Annual General Meeting Mr. Kamal Aggarwal and Mr. Naresh Goyal, retire by rotation and being eligible offer themselves for re-appointment.

As required under Clause 49 of the Listing Agreement, the details pertaining to the Directors seeking appointment / reappointment are furnished in the statement of Corporate Governance.

9. Shareholders are requested to furnish their e-mail id particulars to the Company at the Company's dedicated mail id: overseassltd@gmail.com this will assist the Company in redressing of Shareholder's grievances expeditiously.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholder through an electronic mode. An amendment to the Listing Agreement with the Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail address for receiving electronic communications.

11. Voting through electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their rights to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

A. 'Step-by-Step' procedure and instructions for casting your vote electronically are as under :

- Step-1 Open your web browser during the voting period i.e. Friday, 19th September, 2014 at 9.00 a.m. to Saturday, 20th September, 2014 till 6.00 p.m. and log on to the e-voting website www.evotingindia.com.
- Step-2 Now click on "Shareholders" to cast your votes
- Step-3 Please enter User ID -
- For account holders in CDSL - Your 16 Digit beneficiary ID
 - For account holders in NSDL - Your 8 Character DP ID followed by 8 digit client ID.
 - Members holding shares in physical form should enter Folio No. registered with the Company.
- Step-4 Enter the image verification as displayed and click on login
- Step-5 If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier resolution of any Company, then your existing password is to be used.
- Step-6 If you are a first time user follow the steps given below:
- 6.1 Enter your 10 digit alpha numeric PAN issued by the Income Tax Department.
For Members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the clients ID demat account / folio number in their PAN field. In case the folio 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. E.g. if your name is RAMESHKUMAR with folio number 100 then enter RAO0000100 in the PAN field. **Please Note** - if your name in the Register of Members of the Company starts with any Prefix like 'Dr', 'Mr', 'Mrs', 'Shri', 'Smt' etc., then please use the first two letters of the Prefix. If the second letter in your name contains any special character, then use the number 0 in its place. For exact name, please refer the Address Slip affixed on the Annual Report received by you.
 - 6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YY format#
 - 6.3 Enter your Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#
#Any one of the details i.e. DOB or Bank details should be entered for logging into the account. If Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date 22nd August, 2014 in the Bank details field.
- Step-7 After entering these details appropriately, click on "SUBMIT" tab.
- Step-8 First time user holding shares in demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password is also to be used by the Demat Holders for voting for resolution 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. If Demat account holder has forgotten the changed password then enter the used ID and the image verification code and click on forgot password and enter the details as prompted by the system. Members holding shares in physical form will then directly reach the Company selection screen.
- Step-9 Click on the Electronic Voting Sequence Number i.e. **140821064** of the Company "Overseas Synthetics Limited" to vote.
- Step-10 On the voting page, you will see Resolution Description and against the same the Option "YES or NO" for voting. Select the relevant option YES or NO and click on submit.
- Step-11 Click on the "Resolutions File Link" if you wish to view the Notice.

- Step-12 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.
- Step-13 Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

NOTE :

- Institutional Shareholders** (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The List of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e - voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under the help section or write an email to helpdesk.evoting@cdslindia.com.
- Voting will be based on the holding as on the record date. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- The Company has appointed Mr. Hemant Valand, (Membership No. ACS 24697) Partner of M/s. K H Associates, Practising Company Secretaries, (Address : B-203, Manubhai Tower, Sayajigunj, Vadodara - 390005) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- Copy of the notice (Annual Report) has been placed on the website of the Company viz. www.overseassynthetics.com.
- Members can vote during e-voting period only.
- The result of the voting will be announced by the Chairman of the Meeting on or after the 22nd Annual General Meeting to be held on Thursday, 25th September, 2014. The result of the voting will be communicated to the Bombay Stock Exchange and will be placed on the website of the Company www.overseassynthetics.com.

Place : Vadodara

Date : 05.08.2014

Registered Office

Block No. 355, Manjusar Kumpad Road,

Village: Manjusar, Taluka: Savli,

District: Vadodara - 391775

**By Order of the Board
For, Overseas Synthetics Ltd.**

**Sd/-
Rohit Patel
Managing Director**

Explanatory Statement under Section 102 of the Companies Act, 2013

For Item No. 5, 6 and 7

The Company had pursuant to the provisions of clause 49 of the Listing Agreement entered into with the Stock Exchange (BSE), appointed Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy as Independent Directors in compliance with the requirement of the clause.

The Securities and Exchange Board of India (SEBI) has amended clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent Directors by a Listed Company.

It is proposed to appoint Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy as Independent Directors under section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term upto the conclusion of the 27th Annual General Meeting of the Company in the calendar year 2019.

Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy, Independent Directors of the Company have given a declaration to the Board that they meet the criteria of Independence as provided under section 149(6) of the Act. In the opinion of the Board, each of the Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and they are independent of the Management.

Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members, along with the deposit of the requisite amount under section 160 of the Act proposing the candidature of each of Mr. Anirudh Sonpal, Mr., Surendra Tamboli and Mr. Suresh Prasad Roy for the office of the Directors of the Company.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of this Director as Independent Directors is now being placed before the members for their approval.

Brief resume of Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the Draft letters for respective appointments of Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Mr. Anirudh Sonpal, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy are deemed to be interested in the resolution set out respectively at item nos. 5 to 7 of the Notice with regard to their respective appointments.

The Board recommends the ordinary resolutions set out at Item Nos. 5, 6 and 7 of the Notice for approval by the shareholders.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested or otherwise, in these resolutions.

**By Order of the Board
For Overseas Synthetics Limited**

**Sd/-
Rohit Patel
Managing Director**

**Place: Vadodara
Date: 05.08.2014**

**Regd. Office:
Block No. 355, Manjusar - Kumpad Road,
Village: Manjusar, Taluka: Savli,
District: Vadodara - 391775.**

DIRECTORS' REPORT

To,

The Members,

The Directors are pleased to present the Twenty Second Annual Report and the Audited Accounts of the Company for the year ended on 31st March, 2014.

1. FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	31.03.2014	31.03.2013
Operating Revenue	Nil	Nil
Others	Nil	Nil
Total Income	Nil	Nil
Expenditure	25.00	9.85
Profit /Loss before Exceptional & Extraordinary items & Tax	(25.00)	(9.85)
Exceptional Items	Nil	94.82
Finance Charges	Nil	Nil
Depreciation	Nil	Nil
Profit /Loss before Tax	(25.00)	84.97
Provisions and write offs	Nil	Nil
Provision for tax (current)	Nil	Nil
Tax Expense earlier years	(0.13)	Nil
Fringe Benefit Tax	Nil	Nil
Deferred Tax Added back/written off	Nil	Nil
Profit / (Loss) after tax	(25.14)	84.97
Excess (short) provision of earlier year written off / back (net)	Nil	Nil
Balance brought forward from previous year	(651.03)	(736.00)
Loss carried to Balance Sheet	(676.18)	(651.03)

During the year under review, the Company did not carry out any operational activity.

2. DIVIDEND

In view of carried forward losses, your Directors do not recommend any dividend on the equity share capital.

3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a) Industry Structure:

As on date, the Company does not carry out any operational activity and hence, it does not fall under any particular industry.

b) Opportunities and Threats:

In absence of any business activity, your Directors are unable to comment on opportunities and threats which otherwise your Company would have been subject to.

c) Outlook:

With the change in Promoters, the management of the Company have also been changed. It is expected that with the kind of expertise and versatile knowledge at their disposal, the new Promoters would restructure the Company with suitable means and would recommence the operations in the Company at the earliest.

d) Risks and Concerns:

Your Company is subject to external risks like increasing interest rates, liquidity crunch, inflationary pressure, plunging capital market, slowdown in Indian and global economy etc. Apart from external risks, the recommencement of business activity in the Company largely depends on various approvals, procedures and sanctions, which may get delayed.

e) Adequacy of Internal Control:

The Company has an adequate internal control system commensurate with its present size.

f) Human Resource Development:

Your Company continues to have cordial and harmonious relations with its employee.

g) Discussion on financial performance with respect to operational performance:

There is no revenue from operations.

4. Revocation of Suspension

In principal approval for revocation of suspension in trading of Equity shares was granted by BSE on November 8, 2013 and the final approval for revocation of suspension was granted by BSE on 21st March, 2014 vide its notice dated 14th March, 2014. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) with scrip code No. 514330. The equity shares are presently traded in 'T' group.

5. DIRECTORS

Mr. Anirudh Sonpal, Mr. Surendra Tamboli, Mr. S.P. Roy and Mr. Mayur Shah, the Independent Directors of the Company were liable to retire by rotation in terms of provisions of the Companies Act, 1956. However as per provisions of the Companies Act, 2013, the Independent Directors are required to be appointed by Shareholders and for a term upto five consecutive years and they shall not be liable to retire by rotation. Mr. Mayur Shah expressed his unwillingness to be appointed as an Independent Director and accordingly Mr. Mayur Shah is not proposed to be appointed as an Independent Director. Accordingly it is proposed to appoint them as Independent Directors for a term of five consecutive year's w.e.f. 1st April, 2014. Mr. Kamal Aggarwal and Mr. Naresh Goyal, Directors of the Company will retire by rotation at the ensuing Annual General Meeting and

being eligible offer themselves for re-appointment.

Brief resume of Mr. Aniruddh Sonpal, Mr. Surendra Tamboli, Mr. Suresh Prasad Roy, Mr. Kamal Aggarwal and Mr. Naresh Goyal are given in the Corporate Governance Report.

6. PUBLIC DEPOSITS

The Company has neither accepted nor renewed any Public Deposits during the year under review. As on date the Company does not hold any fixed deposit from public.

7. AUDITORS

Appointment of M/s. Shah Mehta and Bakshi, Chartered Accountants, Vadodara as Statutory Auditors of the Company. In compliance with the Companies (Audit and Auditors) Rules, 2014, M/s. Shah Mehta & Bakshi, Chartered Accountants, Statutory Auditors, are eligible for reappointment as Statutory Auditors. Members are requested to appoint them for a term of three consecutive years from the conclusion of this Annual General Meeting till the conclusion of Fourth Annual General Meeting considering the ensuing Annual General Meeting as First and to authorize the Board of Directors to fix their remuneration in consultation with the Auditors.

8. OBSERVATION OF AUDITORS

In the Annexure to the Independent Auditor's Report for the year ended 31.03.2014, in para number I (c), VII and X, the Auditor's have expressed their observations. Your Directors would like to furnish their explanations to the said observations as under:

With regard to para no I (C) :

The Promoters have plans to reorganize the Company by adopting suitable means of corporate restructuring and shall recommence the business activity in the Company at the earliest. The Company has also given an advance of Rs. 281.50 Lacs for purchase of assets to carry out manufacturing activities. In the meantime, the Company will continue to pay all its statutory liabilities and endeavor to comply with the provisions of the Companies Act, 2013, listing agreement and all other laws as may be applicable. Hence, the Company very much remains as a going concern.

With regard to para no VII:

Considering the present status of the Company, it was not required to appoint any formal internal auditors. However, the Company does have an adequate internal control system commensurate with its current operations.

With regard to para no X:

Regarding accumulated losses which exceeds more than 50% of Company's networth, kindly refer the explanation as furnished herein above. The cash losses incurred in the current financial year is mainly on account of Payment of legal and professional fees.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company has stopped manufacturing activity for last several years, the statement with respect to conservation of energy, technology absorption is not applicable to the Company.

The Company has neither earned nor used any foreign exchange during the year under review.

10. PARTICULARS OF EMPLOYEES

The Company did not have any employee falling within the scope of sub-section [2A] of Section 217 of the Companies Act, 1956.

11. CORPORATE GOVERNANCE

The report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with BSE along with the certificate of M/s. Shah Mehta & Bakshi, Auditor's, forms part of this report and attached to this report.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the Companies (Amendment) Act, 2000, the Directors state that:

- a. In the preparation of the Annual Accounts for the year ended on 31st March, 2014, the applicable Accounting Standards have been followed;
- b. Accounting Policies have been consistently applied. The judgments 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 on 31st March, 2014 and the profit and loss of the Company for the accounting year ended on that date;
- c. Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provisions of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.

13. ACKNOWLEDGEMENT

Your Directors acknowledges the support received from all Government Authorities, Business Associates, Bankers, Shareholders and other business constituents.

Your Directors also wish to place on record their appreciation for the continued co-operation made by employees during the year.

Place: Vadodara
Date: 05/8/2014

For and on behalf of the Board
For Overseas Synthetics Limited

Regd. Office:
Block No. 355, Manjusar Kumpad Road,
Village: Manjusar, Taluka: Savli,
District: Vadodara - 391775

Sd/-
Rohit H. Patel
Managing Director

CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited (BSE), the report containing the details of corporate governance systems and processes at Overseas Synthetics Limited is as under:

1. Company's Philosophy on code of Governance

The Company firmly believes that the implementation of code on corporate governance would go a long way in attainment of the highest levels of transparency, accountability and equity in all facets of operations and interactions with all its stakeholders including shareholders, employees, government and lenders as well as enhancement of the value of stakeholders.

2. Board of Directors

The Company presently has Seven Directors, consisting of:

Non-executive Directors:

- | | |
|----------------------------|--|
| 1. Mr. Rohit H. Patel | - Managing Director (Erstwhile Promoter Group) |
| 2. Mr. Kamal R. Aggarwal | - Promoter Group |
| 3. Mr. Naresh V. Goyal | - Promoter Group |
| 4. Mr. Anirudh C. Sonpal | - Independent Director |
| 5. Mr. Surendra U. Tamboli | - Independent Director |
| 6. Mr. Suresh Prasad Roy | - Independent Director |
| 7. Mr. Mayur V. Shah | - Independent Director |

The Company does not have any nominee Director appointed by Financial Institutions.

During the year, Four Board Meetings were held on 29.05.2013, 13.08.2013, 14.11.2013, and 06.02.2014 respectively.

The attendance of the Directors at the Board meeting held during the year and the last AGM, as also number of other Directorship / Membership of committees of other Companies are as under:

Name of Director	Attendance at Board Meeting	Attendance at last AGM	In other companies		
			Directorship	Committee member	Committee Chairmanship
Mr. Rohit H. Patel	3 (75%)	Yes	NIL	NIL	NIL
Mr. Kamal R. Aggarwal	4 (100%)	Yes	3	NIL	NIL
Mr. Naresh V. Goyal	4 (100%)	Yes	5	NIL	NIL
Mr. Surendra U. Tamboli	4 (100%)	Yes	1*	2*	NIL
Mr. Anirudh C. Sonpal	1 (25%)	No	1	2	NIL
Mr. Suresh Prasad Roy	4 (100%)	Yes	NIL	NIL	NIL
Mr. Mayur V. Shah	1 (25%)	No	NIL	NIL	NIL

*Ceased to be a Director w.e.f. 13/02/2014

Board Procedure:

The relevant information is placed at the Board Meeting, ensuring good corporate governance. The minutes of committees are also placed before the Board. The agenda notice for the Board Meeting is sent in advance to all Directors.

Code of Conduct:

The Board of Directors has adopted code of conduct for the Directors and Senior Management of the Company. A declaration recording compliance of the said code for the year ended 31st March, 2014 is contained in this report.

3. Audit Committee :

As per the Clause 49 of the Listing Agreement, the Board of Directors had constituted "Audit Committee".

The Audit Committee presently comprises of three independent Directors. The members of the committee are:

Name of Director	Designation	No. of Meetings Attended
Mr. Anirudh C. Sonpal	Chairman (Independent Director)	1
Mr. Surendra U. Tamboli	Member (Independent Director)	4
Mr. Suresh Prasad Roy	Member (Independent Director)	4

Four meeting of the Audit Committee were held on 29.05.2013, 13.08.2013, 14.11.2013 and 06.02.2014 during the year 2013-14.

Necessary quorum was present at the meeting.

The Audit Committee shall begin to perform the following function:

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and removal of Statutory Auditors, fixation of audit fees and approval for payment of any other services.
3. Reviewing the quarterly and annual financial statement before submission to the Board.
4. Reviewing with the statutory auditors the adequacy of internal control systems.
5. Discussing with statutory auditors before the audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any area of concern.

4. Remuneration Committee :

The Board of Directors had also constituted "Remuneration Committee".

The details of composition of the committee are as follows:

Name of Director	Designation
Mr. Suresh Prasad Roy	Chairman (Independent Director)
Mr. Anirudh C. Sonpal	Member (Independent Director)
Mr. Surendra U. Tamboli	Member (Independent Director)

In absence of business activity, Mr. Rohit H. Patel, Managing Director of the Company is not drawing any remuneration.

Remuneration Policy for Non Executive Directors:

Remuneration by way of sitting fees has been paid to the non executive directors for attending the meetings of the Board and Committees.

No remuneration is paid to the Non-executive / Independent Directors.

Details of shares held by Non-Executive Directors in the Company as on 31st March, 2014:

1.	Mr. Kamal R. Aggarwal	920111 Shares
2.	Mr. Naresh V. Goyal	920111 Shares
3.	Mr. Rohit H. Patel	0
4.	Mr. Anirudh C. Sonpal	0
5.	Mr. Surendra U. Tamboli	0
6.	Mr. Suresh Prasad Roy	0
7.	Mr. Mayur V. Shah	0

Unsecured loan of Rs. 11.50 lacs was taken by the company from Mr. Kamal Aggarwal during the year and the total amount payable to Mr. Kamal Aggarwal and Mr. Naresh Goyal amounts to Rs. 19.61 lacs.

Details of Directors seeking appointment / re-appointment at the forth coming Annual General Meeting.

Name of Director	Anirudh Sonpal	Surendra Tamboli	S.P. Roy	Kamal Aggarwal	Naresh Goyal
Date of Birth	03.02.1960	09.10.1954	02.08.1940	27.12.1962	15.04.1958
Date of Appointment	20.12.2011	20.12.2011	20.12.2011	30.10.2012	30.10.2012
Expertise in Specific Functional Area	Income Tax	Corporate Law	Corporate Law	Manufacturing of fine and other Chemicals, Construction and Development	Manufacturing of fine and other Chemicals, Laboratory and Industrial Glassware, Construction and Development
Qualifications	Chartered Accountant	Company Secretary, LLB	Company Secretary & Cost and Work Accountant	Bachelor in Engineering (Petro Chemicals)	Under Graduate
Directors in other companies	Flexituff International Ltd.	NIL	NIL	1) Chemcon Speciality Chemicals Pvt. Ltd. 2) Chemcon Pharmachem Pvt. Ltd. 3) Kana Real Estate Pvt. Ltd.	1) Chemcon Speciality Chemicals Pvt. Ltd. 2) Chemcon Pharmachem Pvt. Ltd. 3) Super Scientific Work Pvt. Ltd. 4) Super Industrial Lining Pvt. Ltd. 5) Kana Real Estate Pvt. Ltd.
Other positions	NIL	NIL	NIL	Is a Partner and Proprietor of various Partnership Firms.	Is a Partner and Proprietor of various Partnership Firms.
Membership of committees in other public limited companies	Member of Audit committee and Shareholders & Investors Grievance Committee of Flexituff International Ltd.	NIL	NIL	NIL	NIL
Shares held in the Company	NIL	NIL	NIL	920111	920111

5. Shareholders and Investors Grievance Committee :

The Board of Directors had also constituted "Shareholders and Investors Grievance Committee. The Committee comprises of three Directors of which all of them are independent. Mr. Yogesh Parmar is the Compliance Officer of the Company. Four

meeting of the Committee were held on 29.05.2013, 13.08.2013, 14.11.2013 and 06.02.2014 during the year 2013-14. The Committee, inter alia, started overseeing and reviewing all matters connected with the shares and looks into shareholders complaints.

No complaint was received by the Company from the shareholders / investors during the financial year. No investor complaints were outstanding as on 31st March, 2014 and no requests for transfer of shares were pending for approval.

The composition of the committee and the details of the meeting attended by the Members thereof are as follows:

Name of Director	Designation	No. of Meetings Attended
Mr. Surendra U. Tamboli	Chairman (Independent Director)	4
Mr. Anirudh C. Sonpal	Member (Independent Director)	1
Mr. Suresh Prasad Roy	Member (Independent Director)	4

6. General Body Meetings :

The details of Annual General Meeting (AGM) held in the last three years are as under:

Details of last 3 AGMs	21st AGM	20th AGM	19th AGM
Day, Date and Time	Tuesday, 24th September, 2013 at 11.00 a.m.	Tuesday, 30th October, 2012 at 10.00 a.m.	Thursday, 23rd August, 2011 at 9.30 a.m.
Venue	Registered Office at Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara - 391775	Registered Office at Nutan Estate, Vasta Devdi Road, Madhav Baugh Lane, Katargam Surat – 395004.	Registered Office at Nutan Estate, Vasta Devdi Road, Madhav Baugh Lane, Katargam Surat – 395004.
Special Resolutions Passed	Nil	3 1.) Special Resolution was passed in respect of keeping of Register of Members / Debenture holders together with Index of Members, Register of transfer and other related books, records & documents with M/s. MCS Limited the Registrar and Share Transfer Agent of the Company.	Nil
Special Resolutions Passed by Postal Ballot	Nil	2 2.) Special Resolution was passed for alteration of the Main Object Clause of Memorandum of Association. 3.) Another Special Resolution was passed for change in the Registered office of the Company From Surat to Vadodara.	Nil
Person who conducted the postal Ballot exercise	None	Mr. Hemang Mehta. Practicing Company Secretary	None

No poll is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

7. Disclosures :

There were some transactions with the related parties. viz. Promoters and Directors in the ordinary course of business but those transaction does not conflict with the Company's interest at large. The transactions with related parties are disclosed in Note Number (12) to the Audited Accounts in the Annual Report 2013-14.

The Company follows Accounting Standards issued by the Central Government and in the preparation of financial statements; the Company has not adopted a treatment different from those prescribed in Accounting Standards.

No penalties or strictures have been 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.

It is confirmed that no personnel has been denied access to the Audit Committee.

The Company had complied with all the mandatory and non mandatory requirement of clause 49.

8. Means of Communication :

The quarterly, half yearly and yearly financial results are sent to the BSE after the Board approves the same and the said results are also getting published in English newspaper namely 'Business Standard' and Gujarati newspaper namely 'Loksatta'. The financial results are also displayed on the website of the Company i.e. www.overseassynthetics.com.

The Company's Website also contains a separate dedicated section where shareholders information is available. Annual Reports, Quarterly Results, Shareholding Patterns, Corporate announcements are also available on the website in a user friendly and downloadable form.

There have been no news releases or presentation to the institutional investors or analysts.

The Management Discussion and Analysis Report forms part of this Annual Report.

9. General Shareholder Information :

(a)	Date, Time and Venue of 22nd AGM	: 22nd Annual General Meeting will be held on Thursday, 25th September, 2014 at 11.00 a.m. at Block No. 355, Manjusr Kumpad Road, Village : Manjusr, Taluka : Savli, District : Vadodara : 391775.
(b)	Financial calendar	: i. April, 2014 to March, 2015 ii. First Quarter, 2014 results on or before 14th August, 2014 iii. Second Quarter / Half yearly, 2014 results on or before 14th November, 2014. iv. Third Quarter, 2014 results on or before 14th February, 2015. v. Audited Results for the Fourth Quarter / Year ending 31st March, 2015 on or before 30th May, 2015.
(c)	Date of Book closure	: 19th September, 2014 to 25th September, 2014 (both days inclusive)
(d)	Dividend Payment date	: Not Applicable.
(e)	Listing on Stock Exchange.	: The Company has paid Listing Fees for the period 1st April, 2014 to 31st March, 2015 to BSE. In principal approval for revocation of suspension in trading of Equity shares was granted by BSE on November 8, 2013 and the final approval for revocation of suspension was granted by BSE on 21st March, 2014 vide its notice dated 14th March, 2014. The equity shares are presently traded in 'T' category.
(f)	(i) Stock Code – Physical (ii) Demat ISIN Number for NSDL & CDSL	: 514330 : For CDSL and NSDL - INE 670001013.
(g)	Market price Date : High, Low	: Since the Company has got In principal approval for revocation of suspension in the trading of equity shares on 8th November, 2013 and Final Approval of Revocation of suspension in the trading of Equity shares on 21st March, 2014 and since no trade has been executed after the listing till the end of the Financial year 2013-14 the furnishing of information on market price of the shares could not be possible.
(h)	Stock Performance in comparison to Broad-based indices such as BSE Sensex, BSE 200, Nifty 50.	: Please refer to the information given at point no. g above.
(i)	Registrar and Transfer Agents	: M/s. MCS Limited, Neelam Apartment, 88 Sampatrao Colony, Alkapuri, Baroda. PIN 390007, Ph. Nos. 2339397, 2341639.
(j)	Share Transfer System	: All the transfer and transmission requests are processed on fortnightly basis by M/s. MCS Limited, being the Registrar & Transfer Agent (RTA). To facilitate prompt services, the RTA is also authorized to approve the transfers and dispatch the share certificates within stipulated time frame.

DISTRIBUTION OF HOLDING AS ON 31.03.2014

No of equity shares held	Share holders Numbers	Share holders % to total	No. of Shares	Share amount in Rs.	Share amount % to total
Upto 500	2483	88.49	455561	4555610	6.41
501-1000	170	6.06	143754	1437540	2.02
1001-2000	77	2.74	138314	1383140	1.95
2001-3000	17	0.61	43527	435270	0.61
3001-4000	4	0.14	14013	140130	0.20
4001-5000	20	0.71	95438	954380	1.34
5001-10000	13	0.46	108788	1087880	1.53
10001-50000	8	0.29	278243	2782430	3.92
50001 -100000	3	0.11	224776	2247760	3.16
100001 and above	11	0.39	5602293	56022930	78.85
Total	2806	100	7104707	71047070	100

(k) Categories of shareholders as on 31/03/2014		
Category	No. of Shares	% of Shareholding
Directors, Relatives, Promoters and Company owned and controlled by the Promoters	4258293	59.94
Financial Institution	0	0
NRIs	553900	7.80
Other Companies / Bodies Corporate	201748	2.84
General Public	2090766	29.42

(l)	Dematerialization of Shares and Liquidity	:	The Company have established electronic connectivity with both the depository i.e. Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL). The Equity shares of the company are available for trading under Central Depository Services India Ltd. (CDSL) and National Securities Depository Limited. As on March 31, 2014 a total of 4258293 equity shares of the company, forming 59.94% of the total paid up equity share capital, stands dematerialized. All requests for dematerialisation of shares are processed within the stipulated time. Members who have still not dematerialized their shares, are requested to dematerialize the same to avail benefit of paperless trading of securities.
(m)	Outstanding GDRs /ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.	:	The Company has not issued any GDRs/ ADRs / Warrants or any convertible instruments.
(n)	Plant Locations	:	The Company was engaged in the activities of manufacturing of fabrics polyester yarns and fabrics which have been stopped since the year 2005-06. The trading activity in textile items was continued till the year 2009-10. From the financial year 2010-11 and onwards, the Company has stopped all operational activity. It does not have any plant / manufacturing unit as on date.
(o)	Address for correspondence	:	<p>1. R & T Agent : MCS Limited Unit : Overseas Synthetics Limited Neelam Appt., 88, Sampatrao Colony, Above Chhapan Bhog, Alkapuri, Vadodara – 390007. Telephone Nos. : (0265) 2339397, FAX No.: (0265) 2341639</p> <p>2. Registered Office : Compliance Officer Overseas Synthetics Limited Block No. 355, Manjusar Kumpad Road, Village: Manjusar, Taluka: Savli, District: Vadodara: 391775. Telephone Nos. : (0265) 2561195. Fax No. : (0265) 2563493.</p>

B. NON-MANDATORY REQUIREMENTS

a.	Chairman of the Board Whether Chairman of the Board is entitled to maintain Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties	:	No.
b.	Remuneration Committee	:	Please refer to Sr. No. 4 of this Report
c.	Shareholder Rights – the quarterly / half – yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of Shareholders	:	As the Company's quarterly / half yearly results are being published in English newspapers having circulation all over India and in a Gujarati newspaper (having a circulation in Vadodara) the same are not sent to the shareholders of the Company.
d.	Audit Qualification	:	The financial statements of the Company are qualified for the year ended March 31, 2014. The qualification / observations of the Auditors have been adequately dealt and replied in Director's Report.
e.	Training of Board Members	:	All the Directors have adequate exposure in corporate matters and have expertise in their areas of specialization. Hence, not considered necessary.

10. Code of Conduct:

This is to confirm that in accordance with Clause 49 of the Listing Agreement entered into with the Stock Exchange, the Company has adopted code of conduct for its Board Members and it has obtained affirmation as to compliance of the same from all the Board Members for the financial year ended 31st March, 2014.

Place: Vadodara
Date: 05.08.2014

Regd. Office:
Block No. 355,
Manjusar Kumpad Road,
Village: Manjusar, Taluka: Savli,
District: Vadodara- 391775

For and on behalf of the Board
For Overseas Synthetics Limited

Sd/-
Rohit H. Patel
Managing Director

CERTIFICATE ON CLAUSE 49 COMPLIANCE

To,

The Members

Overseas Synthetics Limited

We have examined the compliance of conditions of Corporate Governance by M/s. Overseas Synthetics Limited for the financial year ended 31st March, 2014 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholder's /Investor's Grievance Committee.

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

Place : Vadodara

Date : 05.08.2014

**For Shah Mehta & Bakshi
Chartered Accountants**

**Sd/-
Kalpit Bhagat
Partner
Membership No 142116**

CEO AND CFO CERTIFICATION

To,

The Board of Directors

Overseas Synthetics Limited

I, Rohit H. Patel, Managing Director of Overseas Synthetics Limited (the Company), hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2014 and that to the best of my knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) I, to the best of my knowledge and belief, no transactions entered into by the company during the years which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes 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 I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Overseas Synthetics Limited

Sd/-

**Rohit Patel
Managing Director**

**Place: Vadodara
Date: 29.05.2014**



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Nr. Akota Stadium, Akota, Vadodara - 390020

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Fax: + 91-265-2343227 Cell : +91-91732-02343
Email: office@smb-ca.com



Independent Auditor's Report

To the Members of Overseas Synthetics Limited

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- In the case of the Statement of Profit and Loss Account, of the loss for the year ended on that date; and
- In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2003 (as amended) ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- As required by section 227(3) of the Act, we report that:
 - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - 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;
 - In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SHAH MEHTA AND BAKSHI
Chartered Accountants
F R No. 103824W

Sd/-
(Kalpit Bhagat)
Partner
M. No. 142116
Vadodara, Dated: 29th May, 2014

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date of Overseas Synthetics Limited ("the Company") for the year ended March 31, 2014)

As required by the Order issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we further 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 its fixed assets. However, no fixed assets exist as on the balance sheet date except Capital Work in Progress.
 - (b) This clause relating to physically verification of the fixed assets is not applicable since, no fixed assets exist as on the balance sheet date except Capital Work in Progress.
 - (c) **No fixed assets exist as on the balance sheet date except Capital Work in Progress, this factor raise substantial doubt about the company's ability to continue as a going concern in the foreseeable future. However, as per the information and explanation give to us the company has plan to go in for manufacturing of chemicals, as evidenced from the change in object clause of the company. Also till date an advance of ₹ 281.50 lacs has been given for the purchase of assets to carry out the manufacturing of chemical business. In view of this and as per the explanations given to us by the management we are of the opinion that the company has plan to carry out the manufacturing activity of chemicals.**
- II. As the company has not carried out any commercial activities, this clause relating to physical verification of stock or maintenance of inventory records, in our opinion, does not arise.
- III.
 - (a) The company has not granted loan to parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - (b) The Company has taken unsecured loan from parties covered in the register under section 301 of the Companies Act, 1956 wherein the balance payable at the end of the year is ₹ 19.61 Lacs (PY ₹ 8.11 Lacs)
 - (c) In our Opinion, the terms & conditions of these interest free loans are not prima facie prejudicial to the interest of company. The company is regular in repaying the principal amount as stipulated.
- IV. In our opinion and according to information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to the fixed assets. There are no transactions of the purchase of inventory or with regards to the sale of goods & services. During the course of audit, we have not observed any continuing failure to correct major weakness in internal control system.
- V. According to information and explanation given to us, there is no contract or arrangement referred to section 301 of the act which is required to be entered in the register maintained under the section.
- VI. In our opinion and according to information and explanations given to us, the company has not accepted deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956.
- VII. In our opinion, the Company does not have an internal audit system.**
- VIII. Since there are no transactions of purchase or sales during the year under consideration, this paragraph 4 (viii) of the order relating to maintenance of cost records is not applicable.
- IX.
 - (a) The company has been regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Excise Duty, Custom Duty, Cess and any other statutory dues. However, no statutory dues were payable beyond the due date under respective statutes as at the balance sheet date.
 - (b) According to information and explanations given to us, no undisputed amount payable in respect of Income Tax and other statutory dues in arrears as at 31.03.2014 for the period of more than six months from the date they become payable.
- X. **The Company has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. The company has incurred cash losses in current financial year.**
- XI. The clause relating to default in repayment of dues in respect of loans from a financial institution or bank or debenture holders does not applies to the company, as the company does not have such liabilities.
- XII. According to information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provision of clause 4(xii) of the Order is not applicable to company.
- XIII. In our opinion, the company is not a chit fund, nidhi or mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the company.
- XIV. In our opinion and according to information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4 (xiv) of the Order is not applicable to the company.
- XV. As per information and explanations given to us and as the records examined by us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore, the provisions of clause 4 (xv) of the Order is not applicable to the company.
- XVI. The provision of clause 4(xvi) of the Order is not applicable to the company in view of the no new term loans has been taken by the company during the year.
- XVII. According to information and explanations given to us and on overall examination of the balance sheet of the company, we report that no funds have been raised on short-term basis that have been used for long-term investment. No long-term funds have been used to finance short-term asset except the working capital.
- XVIII. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act. Therefore, the provisions of clause 4 (xviii) of the Order is not applicable to the company.
- XIX. The company has not issued any debentures. Therefore, the provisions of clause 4 (xix) of the Order is not applicable to the company.
- XX. The company has not raised money by public issue during the year covered under audit. Therefore, the provisions of clause 4 (xx) of the Order is not applicable to the company.
- XXI. As per information and explanations given to us, no fraud on or by the company has been noticed or reported during the year under report.

For SHAH MEHTA AND BAKSHI
Chartered Accountants
F R No. 103824W

Sd/-
(Kalpit Bhagat)
Partner
M. No. 142116
Vadodara, Dated: 29th May, 2014

OVERSEAS SYNTHETICS LTD
Balance Sheet as at 31st March, 2014

Particulars	Note No.	As at 31-Mar-2014	As at 31-Mar-2013
EQUITY AND LIABILITIES			
Shareholder's Funds .			
Share Capital	2	71,047,070	71,047,070
Reserves and Surplus	3	(44,646,097)	(42,131,928)
Non-Current Liabilities			
Long Term Liability	4	1,961,236	811,236 -
Current Liabilities			
Other Current Liabilities	5	317,546	313,166
Short Term Provisions	6	66,854	41,001
TOTAL		28,746,609	30,080,545
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets (CWIP)		28,150,000	27,700,000
Long Term Loans and Advances	7	254,198	273,921
Current Assets			
Cash and Cash equivalents	8	342,411	2,066,124
Other current assets		-	40,500
TOTAL		28,746,609	30,080,545
Significant Accounting Policies	1		
Notes forming part of the financial statements			
As per our report of the even date For Shah Mehta & Bakshi Chartered Accountants		For & on behalf of the Board of Directors Overseas Synthetics Limited	
Sd/- (Kalpit Bhagat) Partner	Sd/- (Managing Director)	Sd/- (Director)	
Vadodara Dated : 29th May, 2014			

OVERSEAS SYNTHETICS LTD

Statement of Profit and Loss for the year ended on 31st March, 2014

Particulars	Note No.	Current Year	Previous Year
INCOMES			
Revenue from operations		-	-
Total Revenues		-	-
EXPENDITURES			
Employee Benefit Expense	9	252,000	132,500
Finance Costs	10	289	1,738
Operation and other Expense	11	2,248,157	850,642
Total Expenses		2,500,446	984,880
Profit before prior period items, Extra-ordinary items and Exceptional items		(2,500,446)	(984,880)
Exceptional items		-	9,481,507
(Loss) / Profit before tax		(2,500,446)	8,496,627
Tax Expense:			
Tax Expenses Earlier year		13,723	-
(Loss) / Profit after tax		(2,514,169)	8,496,627
Earning per equity share:			
- Basic		(0.35)	1.20
- Dilluted		(0.35)	1.20
Significant Accounting Policies	1		
Notes forming part of the financial statement			

**As per our report of the even date
For Shah Mehta & Bakshi
Chartered Accountants**

**For & on behalf of the Board of Directors
Overseas Synthetics Limited**

**Sd/-
(Kalpit Bhagat)
Partner**

**Sd/-
(Managing Director)**

**Sd/-
(Director)**

Vadodara Dated : 29th May, 2014

Notes on financial statements for the year ended on 31 March 2014

1 Significant Accounting Policies

A Basis of Preparation of Financial Statements

The financial statements have been prepared under the historical cost convention on accrual basis of accounting and in accordance with applicable Accounting Standards and relevant presentational requirement of the Companies Act, 1956 read with the General Circular 8/2014 dated 4th April, 2014 issued by Ministry of Corporate Affairs regarding various Provisions / Schedules / Rules.

B Fixed Assets

Fixed Assets are stated at cost, net of CENVAT credit, if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct costs are capitalized until the assets are ready for use and include financing costs relating to any borrowing attributable to acquisition.

C Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are materialised.

D Employee Benefits

The benefits like leave encashment and gratuity are accounted for on cash basis. Provisions of Provident Fund is not applicable and hence no provision for PF is made.

E Borrowing Costs

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. A Qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing cost are charged to Profit & Loss Account.

F Provision for Current and Deferred tax

- i) Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.
- ii) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

G Provision, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

H Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

I Cash and cash equivalent

Cash and cash equivalents for the purposes of financial statement comprise cash at bank and in hand.

Notes on financial statements for the year ended on 31 March 2014

2 SHARE CAPITAL	As at 31-Mar-2014	As at 31-Mar-2013
Authorised Share Capital 9,000,000 Equity Shares of Rs.10/- each	90,000,000	90,000,000
	90,000,000	90,000,000
Issued, Suscribed and fully Paid up Share Capital 7,104,707 Equity Shares of Rs.10/- each fully paid up	71,047,070	71,047,070
Total	71,047,070	71,047,070

2.1 Reconciliation of number of shares

Equity Shares	31-Mar-2014		31-Mar-2013	
	No. of Shares	Amount	No. of Shares	Amount
Opening Balance	7,104,707	71,047,070	7,104,707	71,047,070
Changes during the year	-	-	-	-
Closing Balance	7,104,707	71,047,070	7,104,707	71,047,070

2.2 Terms / Rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	31-Mar-2014		31-Mar-2013	
	No. of shares	%	No. of shares	%
Nareshkumar V Goyal	920,111	12.95%	920,111	12.95%
Kamalkumar R Aggarwal	920,111	12.95%	920,111	12.95%
Navdeep N Goyal	656,020	9.23%	656,020	9.23%
Shubharangana N Goyal	556,026	7.83%	556,026	7.83%
Sanjay N Kriplani	550,400	7.75%	550,400	7.75%
Minal K Aggarwal	1,206,025	16.98%	1,206,025	16.98%
	4,808,693	67.68%	4,808,693	67.68%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal beneficial ownerships of shares.

OVERSEAS SYNTHETICS LTD (Financial Year 13-14)

Notes on financial statements for the year ended on 31 March 2014

3 RESERVES AND SURPLUS	As at 31-Mar-2014	As at 31-Mar-2013
Amalgamation Reserve	21,247,971	21,247,971
Capital Reserve	1,082,500	1,082,500
General Reserve	641,320	641,320
	22,971,791	22,971,791
Profit and loss account		
Opening balance	(65,103,719)	(73,600,346)
Profit for the year	(2,514,169)	8,496,627
Closing Balance	(67,617,888)	(65,103,719)
Total	(44,646,097)	(42,131,928)
4 LONG TERM LIABILITY		
Unsecured Loan from Director		
Kamal Agrawal	1,150,000	-
Naresh Goyal & Kamal Agrawal	811,236	811,236
Total	1,961,236	811,236
5 OTHER CURRENT LIABILITIES		
Advance from Customer	-	36,000
Rent Payable	-	256,500
Other Current Liabilities	317,546	20,666
Total	317,546	313,166
6 SHORT TERM PROVISIONS		
Statutory Liabilities		
Tax Deducted at Source	50,000	3,147
Provision For Expenses	16,854	37,854
Total	66,854	41,001
7 LONG TERM LOANS & ADVANCES		
Unsecured and Considered Good		
Security Deposits	-	6,000
Secured and Considered Good		
Advance Income Tax & T.D.S	254,198	267,921
Total	254,198	273,921
8 CASH AND CASH EQUIVALENTS		
Cash on hand	242,069	209,569
Balance with schedule bank in current account		
Indian Overseas Bank	100,342	1,591,509
The Surat Peo.Co.Op.Bank	-	265,046
Total	342,411	2,066,124

OVERSEAS SYNTHETICS LTD (Financial Year 13-14)

Notes on financial statements for the year ended on 31 March 2014

9 EMPLOYEE BENEFIT EXPENSE	As at 31-Mar-2014	As at 31-Mar-2013
Salary of Staff	252,000	132,500
Total	252,000	132,500
10 FINANCIAL COST		
Interest Expense	47	-
Bank Charges	242	1,738
Total	289	1,738
11 OPERATION AND OTHER EXPENSE		
Power and Fuel Charges	3,182	115,329
Audit Fees	16,854	16,854
Legal & Professional Charges	655,793	393,825
Listing Fees	28,090	160,976
Miscellaneous Expenses	111,648	163,658
Prior Period Expenses	1,432,590	-
Total	2,248,157	850,642
11.1 Payment to Auditors		
Statutory Audit Fees	15,000	15,000
Service Tax thereon	1,854	1,854
Total	16,854	16,854
12 Related Party Disclosure		
Disclosures as required by Accounting Standard 18 are given below:		

Nature of Relationship	Name of Related Party
Key Management Personnel	Kamal Agrawal Nareshkumar Goyal Rohit H Patel
Relatives of Key Management Personnel	Geetaben R Patel

The following transaction were carried out with the Related Parties in Ordinary course of business.

(Rs. in Lacs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Others	Total
(A) Transactions				
Sale of Assets	-	-	-	-
	(77.13)	(41.51)	-	(118.64)
Loan Accepted	11.50	-	-	11.50
	(8.11)	-	-	(8.11)
(B) Balances at the year end				
Unsecured Loans Payable	19.61	-	-	19.61
	(8.11)	-	-	(8.11)

Note : Related Party relationship is as identified by the Company and relied upon by the Auditor.

OVERSEAS SYNTHETICS LTD (Financial Year 13-14)

13 Earnings per Share (EPS)		Current Year	Previous Year
1) Net Profit / (Loss) after tax as per Statement of Profit & Loss attributable to Equity Shareholders (₹)		(2,514,169)	8,496,627
2) Weighted Average number of shares		7,104,707	7,104,707
3) Basic and Diluted Earnings per share (₹)		(0.35)	1.20
4) Face Value per equity share (₹)		10.00	10.00

14 Balances of Debtors, Creditors and Loans & Advances are subject to confirmation & reconciliation if any.

15 Previous year figures have been recast / restated to confirm to the classification of the current period. Figures in bracket as given in notes to accounts relates to the previous year.

16 Since the company has substantial carried forward losses and unabsorbed depreciation and also in the absence of virtual certainty of having taxable income in the near future, hence no Deferred Tax provision has been recognized as envisaged in AS -22 on Accounting Taxes on Income issued by the Institute of Chartered Accountants of India.

17 No Provision for taxes have been made in view of the current and carried forward losses.

18 No Depreciation is provided since commercial production is yet to commence.

**Signature to policies & notes
As per our report of the even date
For Shah Mehta & Bakshi
Chartered Accountants**

**For & on behalf of the Board of Directors
Overseas Synthetics Limited**

**Sd/-
(Kalpit Bhagat)
Partner**

**Sd/-
(Managing Director)**

**Sd/-
(Director)**

Vadodara Dated : 29th May, 2014

OVERSEAS SYNTHETICS LTD (Financial Year 13-14)

PARTICULARS	As at 31-Mar-2014	As at 31-Mar-2013
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) Before Tax & extraordinary items	(2,500,446)	8,496,627
Adjustments For : .		
Add Finance Charges	289	1,738
Less Loss / (Profit) on sales of Discarded Assets	-	(9,481,507)
Operating Profit Before Working Capital Changes	(2,500,157)	(983,142)
Adjustments For :		
Increase / (Decrease) Receivables & Other assets	60,223	(20,051,722)
Increase (Decrease) in Trade And Other Payables	30,233	36,965
Cash Generated from Operations	(2,409,701)	19,105,545
Tax Paid	(13,723)	-
Net Cash From Operating Activities	(2,423,424)	19,105,545
B CASH FLOW FROM INVESTING ACTIVITIES		
Sale (Purchase) of Fixed Assets	(450,000)	(27,700,000)
Proceeds from Sale of Fixed Assets	-	9,481,507
Net Cash flow / use In Investing Activities	(450,000)	(18,218,493)
C CASH FLOW FROM FINANCING ACTIVITIES		
Finance Charges	(289)	(1,738)
Increase (Decrease) in Unsecured Loan	1,150,000	811,236
Net Cash From / (In) Financing Activities	1,149,711	809,498
D Net Increase In Cash And Cash Equivalents (A + B + C)	(1,723,713)	1,696,550
E Opening Cash And Cash Equivalents	2,066,124	369,574
F Closing Cash And Cash Equivalents (D+E)	342,411	2,066,124

Notes:

- The above Cash flow statement has been prepared under the indirect method as set out in the AS - 3 Cash Flow Statements issued by the Institute of Chartered Accountant of India.
- Cash and cash equivalents for the purposes of financial statement comprise cash at bank and in hand as per Note No - 8.
- Purchase of fixed assets includes movements of capital work-in-progress (including Capital Advances) during the year.
- Previous Year figures have been regrouped when necessary to conform to the year's classification.

As per our report of the even date

**For Shah Mehta & Bakshi
Chartered Accountants**

**For & on behalf of the Board of Directors
For Overseas Synthetics Limited**

**Sd/-
(Kalpit Bhagat)
Partner**

**Sd/-
(Managing Director)**

**Sd/-
(Director)**

Vadodara Dated : 29th May, 2014

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

CIN: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited

Registered Office: Block No 355, Manjusar Kumpad Road, Village: Manjusar, Taluka: Savli,
District: Vadodara, - 391775.

Ph. No. (0265) 2561195, Fax: 0265 2563493,

Email : overseassltd@gmail.com Website : www.overseassynthetics.com

Folio No. / DP ID - Client ID _____

No of shares held _____

Full Name of the Member (s) (in Block Letters) _____

Name of Proxy (in Block Letters) _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I / We hereby record my / our presence at the 22nd Annual General Meeting of Members of the Company being held at
Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara – 391775 on Thursday,
25th September, 2014 at 11.00 a.m.

.....
Member's / Proxy's Signature

(To be signed at the time of handing over the slip)

Notes:

1. Members are requested to bring their copies of Annual Report at the AGM.
2. As per the policy of the Company no gifts will be given at the Annual General Meeting.
3. Please strike off whichever is not applicable.

PROXY FORM

CIN: L24200GJ1992PLC017316

Name of the Company: Overseas Synthetics Limited

Registered Office: Block No 355, Manjusar Kumpad Road, Village: Manjusar, Taluka: Savli,
District: Vadodara – 391775.

Ph. No. (0265) 2561195, Fax: 0265 2563493,

Email: overseassltd@gmail.com Website: www.overseassynthetics.com

Name of the Member (s)			
Registered Address			
Email id			
Folio No. / Client ID		DP ID :	

I/ We, being the member(s) of _____ shares of Overseas Synthetics Limited, hereby appoint

1. Name : _____
Address: _____
Email id: _____
Signature: _____, or failing him/her
2. Name : _____
Address: _____
Email id: _____
Signature: _____, or failing him/her
3. Name : _____
Address: _____
Email id: _____
Signature: _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Thursday, 25th September, 2014 at 11.00 A.M. at Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara - 391775 and at any adjournment thereof in respect of resolutions as are indicated below :

Reso. No.	Description
Ordinary Business	
1.	Adoption of the Audited Financial Statements comprising of Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss and Cash Flow for the Financial Year ended 31st March, 2014 together with the Director's and the Auditor's Reports thereon.
2.	Re-appointment of Mr. Kamal Aggarwal, who retires by rotation.
3.	Re-appointment of Mr. Naresh Goyal, who retires by rotation.
4.	Appointment of M/s. Shah Mehta & Bakshi, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.
Special Business	
5.	Appointment of Mr. Aniruddh Sonpal as an Independent Director
6.	Appointment of Mr. Surendra Tamboli as an Independent Director
7.	Appointment of Mr. Suresh Prasad Roy as an Independent Director

Signed this _____ day of _____ 2014.

Signature of shareholder _____.

Signature of Proxy holder(s) _____.

affix
Rs. 1.00
Revenue
Stamp

Notes:

1. This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. Please complete all the details including details of member(s) before submission.

CERTIFIED COPY



For **OVERSEAS SYNTHETICS LIMITED**

R. Vyas
AUTHORISED SIGNATORY

If undelivered, please return to:
M/s. MCS Limited,
Registrar and Share Transfer Agents
Unit: Overseas Synthetics Limited
Neelam Apartment, 88 Sampatrao Colony,
Alkapuri, Vadodara - 390007,
Ph. No. 2339397, 2341639



Overseas Synthetics Limited

FORM B

1.	Name of the Company	Overseas Synthetics Limited
2.	Annual Financial Statement for the year ended	31 st March, 2014
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	1.) In respect of qualification contained in para no. 1(C) of Independent Auditor's Report, it is repetitive, appearing since last 3 years. 2.) In respect of qualification contained in para no. VII, it is repetitive, appearing since last 9 years. 3.) In respect of qualification contained in para no. X, it is repetitive, appearing since last 12 years.
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the director's report	The Auditor's have in the Annexure to their Independent Auditor's Report, have expressed their qualifications in para no I (C), VII and X in respect of which the Director's in their report, at point no. 8 have given detailed reply to the Audit qualifications.
	Additional comments from the Board / Audit Committee Chair:	The Promoter's / Director's have commendable experience in manufacturing fine and other chemicals, laboratory and industrial glassware and construction and development. It is expected that they would put the company into its right perspective. They intend to carry out manufacturing of Pharmaceutical Intermediate products and to undertake export of the above mentioned products to various countries.
5.	Signed by – • CEO / Managing Director • Auditor of the Company • Audit Committee Chairman	 The signature of the CEO is at the top, followed by the Auditor's signature, and the Audit Committee Chairman's signature at the bottom.

