SUNCITY SYNTHETICS LIMITED

31st Annual Report

For the Year Ended

31.03.2019

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REQUEST:

You may desire to have some clarification or additional information on the accounts for the year ended 31st March, 2019 at the ensuing Annual General Meeting. We shall very much appreciate if you will kindly write to us at least ten days in advance to enable us to keep the information ready for you at the meeting,.

Annual General Meeting

Wednesday, 14th August, 2019

11.00 a.m. at

205, Rajhans Complex

Ring Road

SURAT.

BOARD OF DIRECTORS:

Shri Suresh Dhanraj Kawar

Managing Director

Smt. Poonam Jain

Whole Time Director

Shri Deepak Sharma

Independent Director

Smt. Rachna Jain

Independent Director

Bankers:

State Bank of India

Jodhpur

Auditors:

NAMS & CO

Chartered Accountants

Surat

REGISTERED OFFICE:

205, Rajhans Complex

Ring Road, Surat

Adm. office

1st Floor, C-8 Shastri nagar,

Jodhpur (Raj.) India

Factories

Unit I: E-7, II phase, Boranada

Dist: Jodhpur

Unit II: F-5, II phase, Boranada

Dist: Jodhpur

Registrar & Transfer agent

Universal Capital Securities P Ltd.

21, Shakil Nivas

Mahakali Carve Road, Andheri (E)

Mumbai

NOTICE

Notice is hereby given that the 31st Annual General Meeting of Suncity Synthetics Limited (CIN: L17110GJ1988PLC010397) will be held at Registered office of the company at 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002 on Wednesday, 14th August, 2019 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution:**

   RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted

2. To appoint a Director in place of Smt. Poonam Suresh Kawar (DIN: 01971928), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution:**

   RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Poonam Suresh Kawar (DIN: 01971928), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To Re-appoint Smt. Rachana Akshaya Kataria (DIN: 03050635) as Independent Director and in this regard, pass the following resolution as an **Special Resolution:**

   RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Smt. Rachana Akshaya Kataria (DIN: 03050635) who was appointed as an independent director for a period of five years in the Annual General Meeting held in the year 2014 and being eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Smt. Rachana Akshaya Kataria for the office of Director, be and is hereby re-appointed as Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company.

4. To Re-appoint Shri Deepak Sharma (DIN: 06701624) as Independent Director and in this regard, pass the following resolution as an **Special Resolution:**

RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Deepak Sharma (DIN: 06701624) who was appointed as an independent director for a period of five years in the Annual General Meeting held in the year 2014 and being eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Shri Deepak Sharma for the office of Director, be and is hereby re-appointed as Independent Director of the company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company.

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawarjain (DIN: 00337493)
Chairman and Managing Director

Notes:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 3 and 4 of the accompanying notice is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
   In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.

3. 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 Member.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

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

6. Relevant documents referred to in the accompanying notice is open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.

7. The Register of Members and Share Transfer Books of the company will be closed from 08/08/2019 to 14/08/2019, both days inclusive.

8. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:

   Universal Capital Securities Private Limited
   21 / 25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Carve Road,
   Andheri (East), Mumbai 400093

   If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. **Information and instructions relating to e-voting are as under:**

a. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of clause 44 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting (AGM). The e-voting facility will be available at the link https://www.evotingindia.com during the following voting period: Commencement of e-voting: From 9.00 a.m. on 11/08/2019 to 5.00 p.m. on 13/08/2019

b. E-voting shall not be allowed beyond 5.00 p.m. on 13/08/2019. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 07/08/2019 may cast their vote electronically.

c. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid.

d. In case a member is desirous of obtaining a duplicate Ballot Form, he/she may send an e-mail to suncitysyn@gmail.com by mentioning their Folio No. / DP ID and Client ID No. However the duly completed Ballot Form Should reaches the scrutinizer, Mr. Kunjal Dalal C/o Suncity Synthetics Limited, 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002 not later than 13/08/2019 (5.00 p.m.). Ballot Forms received after this date will be treated as invalid.

e. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

f. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 11/08/2019 at 09.00 a.m. at and ends on 13/08/2019 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 07/08/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(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 Suncity Synthetics Limited 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login 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 use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual 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, user 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 mailed 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawarjain (DIN: 00337493)
Chairman and Managing Director

Explanatory Statement pursuant to section 102(1) of The Companies Act, 2013:-

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, setting out all material facts relating to the business at Item Nos. 3 and 4 of the accompanying notice dated 30th May, 2019.

For Item No. 3
Re-appointment of Smt. Rachana Akshaya Kataria (DIN: 03050635) as Independent Director of the company

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Smt. Rachana Akshaya Kataria who was appointed as director of the company in the Annual General Meeting held on 25/09/2014 for the period of five years in the category of Non - Executive / Independent director. The company has received a notice under section 160 of the Companies Act, 2013 from member along with the requisite deposit signifying his intention to propose the candidature of Smt. Rachana Akshaya Kataria for reappointment as director of the company. The notice is available for inspection by the members of the company at the registered office during business hours on any working day up to the date of the Annual General Meeting.

The Company has received a declaration from him to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under.

The board of directors recommends the Special Resolution set out in Item No. 3 of the accompanying notice for approval by the members.

None of the Directors or Key Managerial Personnel and their relatives except the appointee director, is in any way concerned or interested in the Resolution.

For Item No. 4
Re-appointment of Shri Deepak Sharma (DIN: 06701624) as Independent Director of the company

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Deepak Sharma who was appointed as director of the company in the Annual General Meeting held on 25/09/2014 for the period of five years in the category of Non - Executive / Independent director. The company has received a notice under section 160 of the Companies Act, 2013 from member along with the requisite deposit signifying his intention to propose the candidature of Shri Deepak Sharma for reappointment as director of the company. The notice is available for inspection by the members of the company at the registered office during business hours on any working day up to the date of the Annual General Meeting.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under.

The board of directors recommends the Ordinary Resolution set out in Item No. 4 of the accompanying notice for approval by the members.

None of the Directors or Key Managerial Personnel and their relatives except the appointee director, is in any way concerned or interested in the Resolution.

Information in respect of appointment / re-appointment of directors at Annual General Meeting Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015			
Name of director	Smt. Rachana Akshaya Kataria	Shri Deepak Sharma	Smt. Poonam Suresh Kawar
Age	47	51	51 Years
Qualifications	B.A.	Graduate	B.S.C
Experience	5 year	25 year	11 Years
Nature of Expertise	Management	Technical	Management
Inter-se Relationship	Not Applicable	Not Applicable	Smt. Poonam Suresh Jain is the wife of Mr. Suresh Dhanraj Kawarjain, managing Director of the company.
Name of the listed entity in which person holds directorship and membership of committee of board	Nil	Nil	Nil
Shareholding of non-executive directors	Nil	Nil	Not applicable since the appointee is executive director

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawarjain (DIN: 00337493)
Chairman and Managing Director

BOARD OF DIRECTOR'S REPORT

To
The Members,
Suncity Synthetics Limited

Your directors present Annual report on the business and operations of the company to gather with Audited Statement of Accounts of the company for the year ending 31st March 2019.

The particulars pursuant to sub section 3 of section 134 of the companies act, 2013 are given below.

a) **The web address, if any, where annual report referred to in sub-section (3) of section 92 has been placed:**
The extract of Annual return is in format MGT-9 for the financial year ended 31/03/2019 is enclosed at "Annexure A" of this report. . The same is also available on www.suncitysyntheticsltd.in

b) **Number of meetings of the Board:**
During the year 2018-19, 4 meetings of Board of Directors were held during the year.

c) **Director's Responsibility Statements:**
The director's state that:

i) In the preparation of annual accounts for the financial year ended 31st March 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March and of the profit/loss of the company for that period;
iii) The directors had taken proper and sufficient care 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;
iv) The director had prepared the annual accounts on a going concern basis;
v) The director had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
vi) The director had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ca) **Details of frauds reported by auditors under sub-section (12) of section 143 other than those which are reportable to the central government.**
Auditor has not reported any fraud under sub-section (12) of section 143 of The Companies Act, 2013.

d) **A Statement on Declaration given by Independent Directors under sub-section (6) of section 149.**

The independent Directors have submitted declaration pursuant to Section 149(7) confirming that he meets the criteria of independence pursuant to section 149(6). The statement has been noted by Board of Directors. The Board of directors of the company proposes for the re-appointment of Smt. Rachana Akshaya Kataria and Shri Deepak Sharma as independent directors of the company.

e) **If Company covered under sub-section (1) of section 178, company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of director and other matter provided under sub-section (3) of section 178.**

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of director and key managerial personal and their remuneration. The policy is disclosed at "Annexure B" in pursuance of provision to section 178(3) of the companies Act 2013.

The Company does not pay any remuneration to the Non-Executive/Independent Directors of the company other than sitting fees for attending the meeting of the Board/Committee. Remuneration to the Whole Time Director/Managing Director is governed by the relevant provisions of the Companies Act, 2013.

f) **Explanations or comments by the board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report / by the company secretary in practice in his secretarial audit report.**

The statutory auditors have not made any qualifications, reservations or adverse remarks or disclaimer in the report and no explanation or comments by the board is required.

The Secretarial Audit Report pursuant to Section 204 of the Companies Act, 2013 in prescribed Form MR-3 is attached to as "Annexure C" to this report. The Company has taken note of Qualification, Reservation etc in the Said report and shall make arrangement for necessary compliance in future.

g) **Particulars of loans, guarantees or investments under section 186 of Companies act, 2013**

Company has not during the year under review (a) given any loan to any person or other body corporate (b) Given any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) Acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, Exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more and hence the particulars are not required to be included in this report.

h) **Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form (Form AOC-2)**

The company has entered into transactions referred to in section 188(1) of The Companies Act, 2013 with related party and as such particulars in form AOC-2 are attached to this report.

FORM AOC-2

Material related party Transactions

I. Details of contract or arrangements or transactions not at arm's length basis:
There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2019 which were not at arm's length basis

II. Details of material contracts or arrangements or transactions at arm's length basis:
The details of material contracts or arrangements or transactions at arm's length basis for the year ended 31st March, 2019 are as follows.

Sr. No.	Name of the Related Party & Relationship	Nature of Transaction	Duration	Salient Terms	Amount
01 02 03 04 05	Ajay Lodha Ajay Lodha HUF Mohan singh sanjay kumar huf Shakuntla Lodha Smt Anita Jain	Interest Paid	Ongoing	On arm's length basis in ordinary course of business	131879/- 111204/- 84743/- 107974/- 77948/-

i) The state of Company's affairs

There is no Material change in the state of affairs of the company particularly nature of business being carried out.

The income of the company in the year 2017-18 was Rs. 37.65 Crores and in the year 2018-19 the income was Rs. 46.05 Crores. In the year 2017-18 company had loss of Rs. 3.19 Lacs and in the year 2018-19 Company has a profit of Rs. 5.23 Lacs.
The Company has not issued any share capital or Debentures during the year. There is no change in the status of the company or the accounting year.

j) The amount, if any, which it proposes to carry to any reserves

The Directors do not proposes to carry any amount to reserves.

k) The amount, if any, which it recommends should be paid by way of dividend

The Directors do not recommend any amount to be paid by way of dividend.

l) Material Changes and commitments, if any, Affecting the Financial Position of the Company which have occurred between the Ends of the financial year of the company to which the financial statements relate and the date of the report.

There are no material changes and/or commitments affecting financial position of the Company occurred after end of financial year till date of this report.

m) The Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo in such manner as may be prescribed.

Information and details pursuant to Rule 8(3) of the companies (Accounts) Rules, 2014 with respect to above is given below.

(A) CONSERVATION OF ENERGY-

i) The steps taken or impact on conservation of energy: NIL

ii) The steps taken by the company for utilizing alternate sources of energy: NIL

iii) The capital investment on energy conservation equipments: NIL

(B) TECHNOLOGY ABSORPTION-

i) The efforts made towards technology absorption: Not Applicable

ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

a. The details of technology imported : Not Applicable

b. The year of import: Not Applicable

c. Whether the technology been fully absorbed: Not Applicable

d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable and

iv) The expenditure incurred on Research and Development: NIL

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO-

Foreign Exchange earned (actual inflows during the year): NIL

Foreign Exchange outgo (actual outflows): Rs. 325708/--

n) **A statement including development and implementation of a Risk Management Policy for the company including identification therein of elements of risk, if any, which in the opinion of the board may threaten the existence of the company;**

The Directors do not foresee any risk that may threaten the existence of the company in normal course. The Directors proposes to develop and implement specific Risk Management Policy on identification of any risk.

o) **The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year;**

Since the net worth of the company is below Five Hundred crores, Turnover of the company is below one thousand crores, Net Profit of the company is below five crores. The provision of Section 135 of The Companies Act, 2013 is not applicable to the company and hence the company is not required undertake any corporate Social Responsibility (CSR) initiatives.

p) **In case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors:**

Pursuant to provision of the Companies Act, 2013 the board has carried out the annual performance evaluation of its own performance as well as the evaluation of the Audit Committee and Nomination & Remuneration Committee.

The chairman of Board of directors and the chairman of Nomination & remuneration Committee met all the directors individually to get an overview of the functioning of the Board and its constituents inter alia on the following board criteria i.e. attendance and level of participation, independence of judgment exercised by independent directors, interpersonal relationship etc.

Based on the valuable inputs received, the directors are encouraged for effective role in company's management.

q) Such other matters as may be prescribed.
(Pursuant to Rule 8(5) of The Companies (Accounts) Rules, 2014)

i) The Financial summary or highlights
The summary of financial Results (standalone) for the year under review is as under:-

Particulars	As on 31/03/2019	As on 31/03/2018
Turnover and other income	460527037.00	376531404.00
Gross profit/Loss (-) before Financial Charges & depreciation	32762475.00	36152623.00
Interest and Financial Charges	12338112.00	15485962.00
Profit/Loss(-) before depreciation	20424363.00	20666661.00
Depreciation	18834383.00	20071111.00
Profit /Loss(-) After Tax for the year	523639.00	(319076.00)

ii) The Change in the nature of business, if any:
There is no Material change in nature of business of the company.

iii) The Details of Directors or key managerial personnel who were appointed or have resigned during the year:
There is no change in Directors and Key Managerial personnel during the year.

iv) The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year;
No company has become or ceases to be subsidiary, joint venture or associate company.

v) The details relating to deposits, covered under Chapter V of the Act,-
(a) Accepted during the year: NIL
(b) Remained unpaid or unclaimed as at the end of the year: NIL
(c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
(i) At the beginning of the year: Not Applicable
(ii) Maximum during the year: Not Applicable
(iii) At the end of the year: Not Applicable

(ii) Maximum during the year: Not Applicable
(iii) At the end of the year: Not Applicable

vi) The details of deposits which are not in compliance with the requirements of Chapter V of the Act: NIL

vii) The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future: NIL

viii) The details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on continuous basis covering all major operation. During the year no Reportable Material weakness in the operation was observed.

ix) A disclosure, as to whether maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

Company is not required to maintain the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

x) A statement that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Disclosures under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.		
Sr. No.	**Requirement under Rule 5(1)**	**Details**
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.	2.40
(ii)	The percentage increase in remuneration of each director, chief financial officer, Chief Executive officer, company secretary or manager in the financial year.	Nil
(iii)	The percentage increase in the median remuneration of employees in the financial year	4.67 %
(iv)	Number of permanent employees on the rolls of the company as on 31st March, 2019.	95
(v)	Average percentile increase already made in the	Not Applicable

	in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company.	The company affirms remuneration is a per the remuneration policy of the company.

No Employee of the company has been paid Remuneration in excess of limits laid down in rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence statement showing details thereof is not applicable.

Audit Committee:

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. The Audit committee comprises of 3 directors namely Shri Deepak Sharma, Smt. Rachana Jain and Mr. Suresh Kawar Jain. Shri Deepak Sharma is the Chairman of the Audit Committee. During the year there was no instance where the board had not accepted the Recommendation of Audit Committee.

Vigil Mechanism/Whistle Blower Policy:

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Power) Rules, 2014, the Board of Director has adopted vigil mechanism in the form of Whistle Blower Policy through which, its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviors, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

It is the Company's Policy to ensure that no employee is victimised or harassed for bringing such incidents to the attention of the Company. The practice of the Whistleblower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee. The said policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

Shri Deepak Sharma, the Chairman of the Audit Committee can be contacted to report any suspected/confirmed incident of fraud/misconduct on:

Email: suncitysyn@gmail.com
Contact no.: 099833-29877

Your Company hereby affirms that no director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

The Board of Directors place on records the services of all stakeholders and associates who have co-operated in the working of the Company

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawarjain (DIN: 00337493)
Chairman and Managing Director

INDEPENDENT AUDITOR 'S REPORT

To the Members of
SUNCITY SYNTHETICS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SUNCITY SYNTHETICS LIMITED ("the Company")** which comprise the Balance Sheet as at March 31,2019, the Statement of Profit and Loss, 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 Company's Board of Directors is 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 the 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; and design, implementation and maintenance of adequate internal financial controls, that were 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 misstatement.

An audit involves performing procedures to obtain audit evidence about the amount sand the disclosure 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the over all 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,

(i) In so far it relates to the Balance Sheet, of the state of affairs of the Company as at March 31,2019,and

(ii) In so far it relates to the Profit and Loss, of the profit for the year ended on that date;

(iii) In so far it relates to the Statement of Cash Flow, of the cash flow for the year ended onMarch31,2019;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (order dated 29.03.2016), issued by the Central Government of India in terms of section 143 (11)of the Companies Act, 2013 (hereinafter referred to as 'order'), and on the basis of test check as we considered appropriate and according to information and explanation provided to us, we enclose in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, were port that:
   a. 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

b. 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.
c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule7of the Companies (Accounts) Rules, 2014.
e. On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
f. With respect to the 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"**.
g. With respect to the 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. There were no pending litigations which would impact its financial position of the company.
    ii. The Company did not have any material foreseeable losses on long-term contracts including derivative.
    iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on Behalf of
N A M S & Co.
Chartered Accountants
FRN: 120880W

CA. Sumit Khetan
Partner
Mem No.: 061911

Date: 30/05/2019
Place: Surat

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March31, 2019:

1)

(a) The Company has maintained proper record showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, apportion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2)

(a) The management has conducted the physical verification of inventory at reasonable intervals.

b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.

3) The Company has granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act, details of the same are as follows: -

S. No.	Particulars	Opening Balance	Total Loan given during the Year	Repayment received during the year	Outstanding balance as on 31.03.2019
1.	Samyak Jain	1,59,350/-	25,000/-	-	1,84,350/-

Company is not earning any interest on above advances and as informed by the management no terms and conditions for interest/repayment has been prescribed for same.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7)

(a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, were port that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Provision related to the managerial remuneration under section 197 read with Schedule V to the Companies Act; has been complied by the Company.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are incompliance with section 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Indian accounting standards. Provisions of section 177 of the Act are complied by the company.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required t o be registered under section 45 IA of the Reserve Bank of India Act,1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on Behalf of
N A M S & Co.
Chartered Accountants
FRN: 120880W

CA. Sumit Khetan
Partner
Mem No.: 061911

Date: 30/05/2019
Place: Surat

"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of SUNCITY SYNTHETICS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143of the Companies Act,2013 ("the Act")

We have audited the internal financial controls over financial reporting of SUNCITY SYNTHETICS LIMITED ("the Company") as of March 31,2019 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". 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 fraud sand 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 Standard sand 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 March 31, 2019, 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".

For and on Behalf of
N A M S & Co.
Chartered Accountants
FRN: 120880W

Date: 30/05/2019
Place: Surat

CA. Sumit Khetan
Partner
Mem No.: 061911

SUNCITY SYNTHETICS LIMITED

CIN:L17110GJ1988PLC010397

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002

Balance Sheet as on 31st March, 2019

Particulars	Note	As at Sunday, March 31, 2019		As at Saturday, March 31, 2018	
ASSETS					
(1) **Non Current Assets**					
(a) Property, Plant & Equipment	3	97,658,853		112,441,545	
(b) Financial assets				-	
(i) Investments	4	250,000		250,000	
(ii) Trade Receivables	5	1,270,421		809,533	
(iii) Loans	6	2,636,197		3,148,981	
(iv) Others	7	1,624,094		299,827	
(c.) Deferred Tax Asset (net)	8	1,243,094		2,003,524	
(d) Other Non Current Assets		-	104,682,659	-	118,953,410
(2) **Current Assets**					
(a) Inventories	9	98,294,626		114,755,325	
(b) Financial Assets				-	
(i) Trade Receivable	10	26,931,550		34,340,927	
(ii) Cash and cash equivalents	11	671,763		1,349,732	
(iii) Loans	12	1,183,783		1,083,296	
(c.) Current tax Maturities	13	-		-	
(d) Other current assets	14	1,916,011	128,997,733	1,988,532	153,517,812
Total Assets			233,680,393		272,471,222
EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share capital	15	49,458,000		49,458,000	
(b) Other Equity	16	28,455,897	77,913,897	28,449,119	77,907,119
LIABILITIES					
(1) **Non Current Liabilities**					
(a) Financial Liabilities					
(i) Borrowings	17	16,811,284		29,516,985	
(ii) Trade Payables	18	1,392,877		840,072	
(b) Deferred tax libilities (net)	19	-		-	
(c.) Other Non Current Liabilities		-	18,204,161	-	30,357,057
(2) **Current Liabilities**					
(a) Financial Libilities					
(i) Borrowings	20	87,702,891		100,357,397	
(ii) Trade Payables	21	15,132,879		25,869,612	
(iii) Other Financial Liabilities	22	8,266,677		14,554,155	
(b) Other Current Libilities	23	24,718,031		21,579,860	
(c.) Provisions	24	1,741,857	137,562,335	1,846,023	164,207,048
Total Equity and Libilities			233,680,393		272,471,222

See accompanying notes to the financial statements. 1 to 36

For N A M S & Co.
Chartered Accountants.
(Firm Reg. No 120880W)

For And On Behalf Of The Board

CA Sumit Khaitan
Partner
Mem. No.: 061911

Managing Director
Suresh Jain
DIN: 00337493

Whole Time Director
Poonam Jain
DIN: 01971928

Place: Surat
Date:30/05/2019

SUNCITY SYNTHETICS LIMITED

CIN:L17110GJ1988PLC010397

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002

Statement of profit and loss for the year ended, 31st March, 2019

Particulars	Note	For the year ended 31/03/2019	For the year ended 31/03/2018
INCOME			
Revenue From Operations	25	460,204,686	378,420,193
Less: Excise Duty		-	(3,299,106)
Other Income	26	322,351	1,410,317
Total Revenue		460,527,037	376,531,404
EXPENSES			
Cost of Materials Consumed	27	288,721,406	245,125,101
Purchase of Stock-in-Trade		-	-
Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade	28	27,096,410	(5,364,710)
Employement Benefit Expenses	29	25,083,220	23,963,765
Financial Costs	30	12,338,112	15,485,962
Depreciation and Amortization Expenses	31	18,834,383	20,071,111
Other Expenses	32	86,863,526	76,654,625
Total Expenses		458,937,057	375,935,854
Profit Before Exceptional and Tax		1,589,980	595,550
Exceptional Items			
- Prior period tax Expenses		-	(302,750)
Profit/ (loss) Before Tax		1,589,980	292,800
Tax Expense :			
(1) Current Tax		(305,912)	(113,483)
(2) Deferred Tax		(760,430)	(498,393)
Profit for the Year From Continuing Operations		523,639	(319,076)
Profit/(Loss) From Discontinuing Operations		-	-
Tax Expense of Discounting Operations		-	-
Profit/(Loss) From Discontinuing Operations		-	-
Profit/(Loss) For The Period		523,639	(319,076)
Other Comprehesive Income		-	-
Total Comprehensive Income for the period		523,639	(319,076)
Earning Per Equity Share:	33		
(1) Basic		0.11	(0.06)
(2) Diluted		0.11	(0.06)

See accompanying notes to the financial statements. 1 to 36

for N A M S & CO.
Chartered Accountants.
(Firm Reg. No. : 120880W)

For And On Behalf Of The Board

CA Sumit Khaitan
Partner
Mem. No.: 061911

Managing Director
Suresh Jain
DIN: 00337493

Whole Time Director
Poonam Jain
DIN: 01971928

Place: Surat
Date:30/05/2019

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

4 Investments

	As At March 31, 2019		As At March 31, 2018	
(a) Investment in equity Shares	240,000			240,000
(b) Investment in Government or trust securities	10,000	250,000		10,000
		250,000		250,000

4.1 Company has invested equity shares of following companies

	As At March 31, 2019		As At Saturday, March 31, 2018	
Gujarat State Financial Corporation	30,000			30,000
(2,800 Equity Shares (Previous Year - 2,800) of `10/- each at premium of `___/-, partly paid up `___/-)				
Moti Finance Limited	210,000	240,000		210,000
(21,000 Equity Shares (Previous Year - 21,000) of `10/- each				
		240,000		240,000

5 Trade Receivables

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Unsecured considered good and				
(Outstanding for the period 1 year and more)	1,270,421		809,533	
Less: - Provision for bad and doubtful debts	-		-	
		1,270,421		809,533
		1,270,421		809,533

6 Loans

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Security deposit				
(i) Unsecured considered good and		2,636,197		3,148,981
		2,636,197		3,148,981

7 Other financial assets

	As At March 31, 2019		As At Saturday, March 31, 2018	
Bank deposits with more than 12 months maturity				
Fixed deposit with SBI (0959)		331,870		299,827
Fixed deposit with SBI (3238)		626,764		-
Fixed deposit with SBI (4643)		510,341		-
Fixed deposit with SBI (2316)		155,119		-
		1,624,094		299,827

8 Deferred tax Asset (net)

	As At March 31, 2019		As At Saturday, March 31, 2018	
Deffered Tax Asset				
Related to Depreciation of Fixed assets	(2,071,243)		(4,705,420)	
Related to Carried Forward loss and Unabsorbed Dep.	3,314,337	1,243,094	6,708,944	2,003,524
		1,243,094		2,003,524

9 Inventories :

	As At March 31, 2019		As At Saturday, March 31, 2018	
Raw Material		86,288,357		75,545,690
Finished Goods		8,487,570		35,583,980
Stores, spares and paking material		3,518,699		3,625,655
		98,294,626		114,755,325

Notes on Financial Statements for the year ended 31 March, 2019

10 Trade Receivables

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Secured considered good	-		-	
Less: - Provision for bad and doubtful debt	-	-	-	-
(a) Unsecured considered good and				
Outstanding for the period 180 days or more	2,481,341		1,150,348	
Others	24,450,209		33,190,579	
Less: - Provision for bad and doubtful debts	-	26,931,550	-	34,340,92
		26,931,550		34,340,92

11 Cash and cash equivalents

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Balances with Banks				
State bank of India	31,817		15,944	
Uco Bank	7,217	39,034	-	15,94
(b) Cash on hand		632,730		1,333,78
(As certified by the Management)				
		671,763		1,349,732

12 Loans

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Other loans				
(i) Unsecured considered good				
Other loans and advances	1,183,783		1,083,296	
		1,183,783		1,083,296
		1,183,783		1,083,296

13 Current Tax Maturities

	As At March 31, 2019		As At Saturday, March 31, 2018	
Deferred Tax Asset				
On account of Disallowances under section 43B		-		-
		-		-

14 Other current assets

	As At March 31, 2019		As At Saturday, March 31, 2018	
(a) Duties and Taxes receivable		618,969		693,305
(b) Prepaid Expenses		247,390		127,891
(C) Tuff Subsidy receivable		-		134,810
(d) RSEB Securitty Interest Receivable		130,360		125,475
(e) Pre-operative Expenses	-		1,451,974	
Less: - Written off	-	-	(1,451,974)	-
(f) Advance to Suppliers		738,088		890,910
(g)TDS Receivable	443,123		93,361	
TCS Receivable	43,994		36,263	
Less: - Provision for Tax	(305,912)	181,205	(113,483)	16,141
	(28)	1,916,011		1,988,532

15 Share Capital :

	As At March 31, 2019	As At Saturday, March 31, 2018
Authorised Share Capital (70,00,000 Equity Shares of `. 10/- (Each) *(Previous Year 70,00,000 Equity Shares of `. 10/- Each.)*	70,000,000	70,000,000
	70,000,000	**70,000,000**
Issued, Subscribed & Paid-up Share Capital 49,45,800 Equity share of `. 10/- Each fully paid. *(Previous Year 49,45,800 Equity Shares of `. 10/- Each Fully paid)*	49,458,000	49,458,000
	49,458,000	**49,458,000**

15.1 Nil — Shares out of the issued, subscribed and paid up share capital were allotted as Bonus Shares in the last five years b capitalisation of Securities Premium and Reserves.

15.2 Nil — Shares out of the issued, subscribed and paid up share capital were allotted in the last five years pursuant to th various Schemes of amalgamation without payment being received in cash.

15.3 Nil — Shares out of the issued, subscribed and paid up share capital were allotted on conversion / surrender of Debenture and Bonds, conversion of Term Loans, exercise of warrants, against Global Depository Shares (GDS) and re-issue o forfeited equity shares, since inception.

15.4 Nil — Shares out of the issued, subscribed and paid up share capital held by Subsidiaries do not have Voting Rights and ar not eligible for Bonus Shares.

15.5 The details of Shareholders holding more than 5% shares :

Name of Share Holders	As At March 31, 2019		As At Saturday, March 31, 2018	
	No. of Shares	% held	No. of Shares	% held
Poonam Suresh Kawar	674,450	13.64	674,450	13.64
Suresh Dhanraj Kawar Jain	720,946	14.58	621,846	12.57
Twinkle Jain	674,036	13.63	674,036	13.63

15.6 The reconciliation of the number of shares outstanding is set out below :

Name of Share Holders	As At March 31, 2019 No. of Shares	As At Saturday, March 31, 2018 No. of Shares
Equity Shares at the beginning of the year	4,945,800	4,945,800
Add : Shares issued on exercise of Employee Stock Options	-	-
Less : Shares cancelled on buy back of Equity Shares	-	-
Equity Shares at the end of the year	4,945,800	4,945,800

16 Other Equity

	As At March 31, 2019		As At Saturday, March 31, 2018	
Share Forfeiture Reserve		8,237,500		8,237,500
Cash Subsidy		3,987,000		3,987,000
Profit & Loss A/c.				
As per Last Balance sheet	16,224,619		16,543,695	
Add/(Less): Prior Period Items	(516,861)		-	
Add/(Less): Profit/(Loss) for the Year	523,639	16,231,397	(319,076)	16,224,619
		28,455,897		**28,449,119**

17 Borrowings

	As At March 31, 2019		As At Saturday, March 31, 2018	
	Non Current	Current	Non Current	Current
(a) Secured term loans from Bank				
State Bank India TL-1	-	3,881,449	3,947,702	7,692,000
(carrying interest @ 2.00% above Base Rate i.e. 11.50% per				
State Bank of India TL-III	-	437,065	986,943	3,330,000
(carrying interest @ 2.00% above Base Rate i.e. 11.50% per				
State Bank of India TL-IV	-	3,678,313	4,025,997	2,916,000
(carrying interest @ 2.00% above Base Rate i.e. 11.50% per				
Lease Finance				
Volkswagen Finance (AUDI)	-	146,478	202,154	492,783
(carrying interest @ 10.75% per annum, repayable in 60				
State Bank of India- Car Loan	126,249	123,372	223,902	123,372
(b) Unsecured Loans				
From Directors	5,520,008	-	2,750,008	-
From Related Parties	11,165,027	-	17,380,279	-
	16,811,284	8,266,677	29,516,985	14,554,155

17.1 Maturity Profile of Loans are as set out below :

Particulars	Maturity Profile			
	1-2 Years	2-3 Years	3-4 Years	More than 4 Yrs
Secured:				
Term Loans - From Bank				
State Bank of India TL-1	-	-	-	-
State Bank of India TL-III	-	-	-	-
State Bank of India TL-IV	-	-	-	-
State Bank of India- Car Loan	123,372	2,877	-	-
Lease finance				
Volkswagen Finance (AUDI)	-	-	-	-
Unsecured:				
Loans From Directors	-	-	-	5,520,008
Loans From Related Parties	-	-	-	11,165,027

18 Trade Payables

	As At March 31, 2019	As At Saturday, March 31, 2018
Outstanding for more than one year		
a) Unsecured, Considered Good :	1,392,877	840,072
	1,392,877	840,072

19 Deferred tax liabilities (net)

	As At March 31, 2019	As At Saturday, March 31, 2018
Deffered Tax Liability		
Related to Depreciation of Fixed assets	-	-
Related to Carried Forward loss and Unabsorbed Dep.	-	-
	30 -	-

20 Borrowings

	As At March 31, 2019	As At Saturday, March 31, 2018
(a) Loans repayable on demand		
(i) From banks		
Secured (State bank of India)	80,117,833	83,216,43
Standline Credit facility (SBI)	7,585,058	12,602,74
State bank of Bikaner & Jaipur- Adhoc	-	4,538,22
	87,702,891	**100,357,39**

21 Trade Payables

	As At March 31, 2019	As At Saturday, March 31, 2018
Outstanding for less than one year		
a) Unsecured, Considered Good :	15,132,879	25,869,61
	15,132,879	**25,869,61**

22 Other financial liabilities

	As At March 31, 2019	As At Saturday, March 31, 2018
(a) Current maturities of long term debt	8,266,677	14,554,15
	8,266,677	**14,554,15**

23 Other Current liabilities

	As At March 31, 2019	As At Saturday, March 31, 2018
(a) Creditors for Expenses	13,182,245	15,798,09
(b) Statutory Dues	5,063,584	1,707,73
(C) Retention Money	51,358	51,35
(d) Advance from Debtors	20,845	4,022,67
(e) Payable Against LC	6,400,000	-
	24,718,031	**21,579,86**

24 Provisions

	As At March 31, 2019	As At Saturday, March 31, 2018
Provision for Employee Benefit		
Provision for Salary	1,668,741	1,770,10
Provision for PF and ESIC	23,116	25,92
Audit Fees Payable	50,000	50,00
	1,741,857	**1,846,02**

The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current year presentation.

25 Revenue From Operations :

	For the year ended March 31, 2019		For the year ended March 31, 2018	
Sales of Products				
Job Work- PSF	20,789,390		-	
Sales-Nylon Granules (JDR)	45,281,350		58,556,867	
Sales (Nylon Staple Fibre)	1,014,170		211,481	
Sales-PSF (JDR)	389,635,198		301,220,876	
Sales @ 5.50	-		16,776,661	
Sales Waste (PSF)	3,465,475	460,185,583	1,291,175	378,057,060
Less: -				
Sales Return and discount		(1,079,936)		(1,389,288)
		459,105,646		376,667,772
Other operating revenues				
Interest Received On Late Payment	53,715		489,278	
Freight & Forwarding	1,045,325	1,099,040	1,263,143	1,752,421
		460,204,686		**378,420,193**

26 Other Income :

	For the year ended 2018-19		For the year ended 2017-18	
Interest income:				
Interest Received on Fixed Deposit	93,632		44,144	
Interest Received on Loan	83,874		75,698	
Interest On Security Deposit	144,845		139,416	
TUFF Subsidy	-	322,351	1,151,059	1,410,317
		322,351		**1,410,317**

27 Cost of Raw material Consumed

	For the year ended 2018-19		For the year ended 2017-18	
Raw Material Consumed				
Purchase Nylon & Nylon Waste				
Opening Stock	14,842,700		9,606,900	
Add: Purchases	34,230,554		42,795,833	
Less: Closing Stock	(20,033,055)	29,040,199	(14,842,700)	37,560,033
Purchase (NSF)				
Opening Stock	2,050,650		3,047,184	
Add: Purchases	-		71,086,165	
Less: Closing Stock	(1,573,250)	477,400	(2,050,650)	72,082,699
Purchase Pet & Pet Waste				
Opening Stock	58,652,340		46,196,260	
Add: Purchases	253,140,425		149,585,149	
Less: Closing Stock	(64,682,052)	247,110,713	(58,652,340)	137,129,069
Purchase (Master Batch)	13,915,550		-	
		13,915,550		-
Less: Purchase returns and discount		(1,822,456)		(1,646,700)
		288,721,406		**245,125,101**

Notes on Financial Statements for the year ended 31 March, 2019

28 Changes in inventories

	For the year ended 2018-19		For the year ended 2017-18	
Stock of Nylon granules				
Opening Balance	942,590		2,400,000	
Closing Balance	(750,750)		(942,590)	
		191,840		1,457,410
Stock of Fiber				
Opening Balance	34,641,390		27,819,270	
Closing Balance	(7,736,820)		(34,641,390)	
		26,904,570		(6,822,120)
		27,096,410		(5,364,710)

29 Employement Benefit Expenses :

	For the year ended 2018-19	For the year ended 2017-18
Director's Remuneration	1,200,000	1,200,000
Provident Fund	187,369	272,576
Salary & Wages Expenses	23,456,835	22,135,584
ESIC Expenses	59,315	102,044
Labour welfare expenses	179,701	253,561
	25,083,220	23,963,765

30 Financial Cost :

	For the year ended 2018-19	For the year ended 2017-18
Bank Charges & Commission	432,650	639,278
Interest on car & auto loan	73,924	136,611
Bank interest	10,637,734	13,052,273
Interest on Unsecured Loan	698,482	652,161
Bank LC Charges and interest	495,322	1,005,639
	12,338,112	15,485,962

31 Depreciation & Amortised Cost :

	For the year ended 2018-19	For the year ended 2017-18
Depreciation	18,834,383	18,619,137
Pre-operative expenses amortization	-	1,451,974
	18,834,383	20,071,111

32 Other Expenses :

	For the year ended 2018-19		For the year ended 2017-18	
Manufacturing Expenses				
Consumables, Stores and Spare:				
Opening Stock	3,625,655		1,821,655	
Add: Purchases	21,678,507		21,718,929	
Less: - Closing Stock	(3,518,699)	21,785,463	(3,625,655)	19,914,929

	Direct Expenses:-				
	Laboratory Exp	67,145		112,997	
	Inward Freight Expenses	3,230,150		4,803,137	
	Power & Fuel Charges	36,834,797		33,732,273	
	Repair & Maintenance Charges	6,920,054		6,217,363	
	Custom & Port Charges	106,556		-	
	Clearing & Forwarding	-		20,514	
	Sales Tax Expense	269,666		-	
	Water Expenses	219,183	47,647,551	256,276	45,142,560
	Total of Direct Exp (A)		**69,433,014**		**65,057,489**
	Indirect Expenses				
	Advertisement Expenses	11,974		22,914	
	Auditors Remuneration	50,000		50,000	
	Conveyance Expenses	238,444		226,107	
	Insurance Charges	407,991		368,598	
	Interest On GST	34,679		33,278	
	Legal, Professional & Consultancy Fees	171,671		349,504	
	Membership Fees	359,500		300,800	
	Office Expenses	103,478		163,158	
	Printing & Stationery Expenses	93,558		136,519	
	Rent Paid	338,000		334,000	
	Repair & Maintenance Expenses	-		94,633	
	Rates & Taxes	92,678		-	
	Vehical Repair & Maintenance	152,619		134,199	
	Round off	(5,268)		(572)	
	Commission Expenses	3,528,488		1,236,570	
	Sundry Accounts Written off	(408,965)		-	
	Service Tax	-		187,209	
	Telephone, Postage & Courier Expenses	61,083		75,014	
	Transportation Charges	12,048,690		7,636,766	
	Computer Softrware Exp.	-		21,840	
	Travelling Expenses	151,891	17,430,512	226,599	11,597,136
	Total of Indirect Exp (B)		**17,430,512**		**11,597,136**
	Total Other Exp. (A+B)		**86,863,526**		**76,654,625**

32.1 **Payment to Auditors as**

Particulars	2018-19	2017-18
For Statutory Audit	32,500	32,500
For Tax Audit	17,500	17,500
Total	**50,000**	**50,000**

33 **EARNINGS PER SHARE**

	Particulars	2018-19	2017-18
(1)	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	523,639	(319,076)
(2)	Weighted Average number of equity shares used as denominator for calculating EPS	4,945,800	4,945,800
(3)	Basic and Diluted Earnings per share (`)	0.11	(0.06)
(4)	Face Value per equity share (`)	10	10

34 RELATED PARTY DISCLOSURE

A. **Key Management Personals and their relatives**

(i) Enterprises Owned or Controlled By KMP's
- DHARA FABRICS PVT. LTD.
- K D S TEXTILES PVT LTD.

(ii) Key Management Personnel
- POONAM SURESH JAIN
- SURESH DHANRAJ JAIN

(iii) Relatives of Key Management Personnel
- AJAY LODHA
- AJAY LODHA HUF
- J. K. KOTHARI
- TWINKLE JAIN
- MOHAN SINGH SANJAY KUMAR HUF
- SURESH KAWAD HUF
- SHAKUNTALA LODHA
- ANITA JAIN
- SAMYAK JAIN
- MAHENDRA KAWAD
- RAJENDRA MANGILAL KAWAD

B. **Transaction Entered into with Related Parties with Nature of Relation**

Particulars	Transaction entered into	
	Current Year	Previous Year
Enterprises Owned or Controlled By KMP's	**34,488**	**4,318,610**
Rent Paid	-	-
Unsecured Loan Obtained	-	790,000
Unsecured Loan repaid	34,488	3,528,610
Payment received from debtors	-	-
Key Management Personnel	**8,040,000**	**4,136,648**
Directors Remuneration	1,200,000	1,200,000
Unsecured Loan Obtained	4,805,000	2,781,648
Unsecured Loan repaid	2,035,000	155,000
Relatives of Key Management Personnel	**3,838,748**	**1,969,018**
Interest Income	-	-
Salary and Wages	-	300,000
Interest Paid	513,748	412,718
Loans & Advances given	25,000	200,000
Loans & Advances received back	-	-
Unsecured Loan Obtained	1,200,000	1,015,650
Unsecured Loan repaid	2,100,000	40,650
Grand Total	11,913,236	10,424,276

C. Outstanding Balances as on Last day of Financial Year for the Related Parties

	O/s Balances of	
	Current Year	Previous Year
Enterprise Owned or Controlled by KMPs	**840,622**	**875,110**
Trade Receivables	-	-
Unsecured Loans	840,622	875,110
Key Managerial Personnel	**5,520,008**	**2,750,008**
Unsecured Loans	5,520,008	2,750,008
Relatives of Key Management Personnel	**9,597,756**	**16,443,031**
Loans & Advances	-	-
Unsecured Loans	9,597,756	16,443,031
Grand Total	15,958,386	20,068,149

35 CONTINGENT LIABILITIES AND COMMITMENTS

As informed by the Management of the company and as per our observation under audit, no Contingent liabilities and commitments against the company is pending on which provision is required to be made or deferred for the current financial year.

36 Loans received not considered as deposit

As informed by the management total amount of Loan outstanding as on 31st March, 2019 Rs. 1,66,85,035/-, has not been considered as deposit as per Rule 2(1)(c)- Companies (Acceptance of Deposits Rules),2014.

for N A M S & CO.
Chartered Accountants.
(Firm Reg. No. : 120880W)

For And On Behalf Of The Board

CA Sumit Khaitan
Partner
Mem. No.: 061911

Place: Surat
Date:30/05/2019

Managing Director
Suresh Jain
DIN: 00337493

Whole Time Director
Poonam Jain
DIN: 01971928

SUNCITY SYNTHETICS LIMITED

CIN:L17110GJ1988PLC010397

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002

Statement of cashflows for the year ended 31st March, 2019

Particulars	Note	For the year ended March 31, 2019		For the year ended March 31, 2018	
A. CASH FLOW FROM OPERATING ACTIVITIES:					
Net Profit Before Tax and Extraordinary Items			1,589,980		595,550
Add:					-
Preliminary expenses		-		1,451,974	-
Depreciation		18,834,383		18,619,137	-
Income Tax adjustment of previous Years		-		(302,750)	-
Financial Cost		12,338,112	31,172,495	15,485,962	35,254,323
			32,762,475		35,849,873
Less: Other Income (Consider Separately)			(322,351)		(1,410,317)
Less: Prior Period Items			(516,861)		-
Cash from Operation	**Total - A**		**31,923,263**		**34,439,556**
Less: Adjustment for Working Capital Changes					
Add/(less):					
Increase in Other current Liabilities	23	3,138,171		9,083,647	
Decrease in Trade Payable	21	(10,183,928)		9,115,447	
Decrease in short term provision	24	(104,166)		318,142	
Decrease in Trade Receivables	10	6,948,489		(14,106,714)	
Decrease in Other financial Liabilities	22	(6,287,478)		(64,865)	
Increase in Other Financial Assets	7	(1,324,267)		57,332	
Decrease in Inventories	9	16,460,699		(23,864,056)	
Decrease in other Current Assets	14	72,521	8,720,041	7,446,493	(12,014,574)
	Total - B		8,720,041		(12,014,574)
Cash Generated from Operations after Working Capital Changes (A + B)	**(C)**		40,643,304		22,424,982
Less: Income Tax Paid			(305,912)		(113,483)
Net Cash Flow from Operating Activities	**(D)**		**40,337,392**		**22,311,499**
B. Cash Flow from Investing Activities					
Add:					
Interest Received		322,351		259,258	
TUFF Subsidy Received		-		1,151,059	
Decrease in long term Loans and Advances	6	512,784		(131,666)	
Realisation of Short Term Loans and Advances	12	(100,487)	734,648	(227,478)	1,051,173
Less:					
Purchase of Fixed Assets		(4,051,691)	(4,051,691)	(3,945,494)	(3,945,494)
Net Cash Flow from Investing Activities	**(E)**		**(3,317,043)**		**(2,894,321)**

SUNCITY SYNTHETICS LIMITED

CIN:L17110GJ1988PLC010397

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002

Statement of cashflows for the year ended 31st March, 2019

C. Cash Flow from Financing Activities					
Less: Decrease in Working Capital Facilitates	20	(12,654,506)		4,153,191	
Less: Decrease in long term borrowings	17	(12,705,701)		(7,659,486)	
Less: Finance Cost	30	(12,338,112)	(37,698,319)	(15,485,962)	(18,992,257)
Net Cash Flow from Financing Activities	(F)		**(37,698,319)**		**(18,992,257)**
Net Changes in Cash & Cash Equivalents (D+E+F)			(677,969)		424,920
Opening Balance of Cash & Cash Equivalents			1,349,732		924,812
Closing Balance of Cash & Cash Equivalents			671,764		1,349,732

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of **SUNCITY SYNTHETICS LTD.** for the period ended 31st March, 2019. The Statement has been prepared by the Company in accordance with the requirements of listing agreements with the Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Statement and Balance Sheet of the Company covered by our Report of March 31, 2019 to the members of the Company.

As per our report of even date attached.

for N A M S & CO.
Chartered Accountants.
(Firm Reg. No. : 120880W)

For And On Behalf Of The Board

CA Sumit Khaitan
Partner
Mem. No.: 061911

Managing Director
Suresh Jain
DIN: 00337493

Whole Time Director
Poonam Jain
DIN: 01971928

Place: Surat
Date:30/05/2019

SUNCITY SYNTHETICS LIMITED

CIN:L17110GJ1988PLC010397

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002

Statement of changes in equity for the year ended 31st March, 2019

A. Equity Share Capital

Particulars	Note	Authorised		Issued, Subscribed and Paid-up	
		Number of Shares	Amount	Number of Shares	Amount
Balance at 1 April 2017	15	7,000,000	70,000,000	4,945,800	49,458,000
Changes in equity share capital during the year		-	-	-	-
Balance at 31st March, 2018		7,000,000	70,000,000	4,945,800	49,458,000
Balance at 1 April 2018	15	7,000,000	70,000,000	4,945,800	49,458,000
Changes in equity share capital during the year		-	-	-	-
Balance at 31st March, 2019		**7,000,000**	**70,000,000**	**4,945,800**	**49,458,000**

B. Other Equity

Particulars	Note	Retained Earnings	Cash Subsidy	Share Forfeiture Reserve	Total Other Equity
Balance at 1 April 2017	16	16,543,695	3,987,000	8,237,500	28,768,195
Profit/Loss for the year		(319,076)	-	-	(319,076)
Other Comprehencive Income		-	-	-	-
Total Comprehensice income for the year		16,224,619	3,987,000	8,237,500	28,449,119
Dividends Paid		-	-	-	-
Balance at 31st March, 2018		**16,224,619**	**3,987,000**	**8,237,500**	**28,449,119**
Balance at 1 April 2018	16	16,224,619	3,987,000	8,237,500	28,449,119
Profit/Loss for the year		523,639	-	-	523,639
Others		(516,861)	-	-	(516,861)
Other Comprehencive Income		-	-	-	-
Total Comprehensice income for the year		16,231,397	3,987,000	8,237,500	28,455,897
Dividends Paid		-	-	-	-
Balance at 31st March, 2019		16,231,397	3,987,000	8,237,500	28,455,897

for N A M S & CO.
Chartered Accountants.
(Firm Reg. No. : 120880W)

CA Sumit Khaitan
Partner
Mem. No.: 061911

Place: Surat
Date:30/05/2019

For And On Behalf Of The Board

Managing Director
Suresh Jain
DIN: 00337493

Whole Time Director
Poonam Jain
DIN: 01971928

Suncity Synthetics Limited

205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Surat - 395002
CIN:L17110GJ1988PLC010397

Sch: -3 Property, Plant & Equipement

PARTICULARS	GROSS BLOCK			DEPRECIATION					SLM	
PARTICULARS	OPENING BLOCK	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	CLOSING BLOCK	OPENING DEPRECIATION	DEPRECIATION DURING THE YEAR	DEDUCTION OF DEPRECIATION	CLOSING DEPRECIATION	CURRENT YEAR WDV	PREVIOUS YEAR WDV
BUILDING	33,456,788	-	-	33,456,788	8,069,670	1,085,680	-	9,155,350	24,301,438	25,387,118
Building	6,877,650	-	-	6,877,650	3,823,914	221,215	-	4,045,129	2,832,521	3,053,736
Building (Fiber Unit)	22,087,453	-	-	22,087,453	3,301,607	722,978	-	4,024,585	18,062,868	18,785,846
Building Pet Unit & ETP Plant	3,991,685	-	-	3,991,685	744,250	125,975	-	870,225	3,121,460	3,247,435
Office at Surat	500,000	-	-	500,000	199,899	15,512	-	215,411	284,589	300,101
COMPUTERS	446,691	-	-	446,691	443,835	-	-	443,835	2,856	2,856
Computer	446,691	-	-	446,691	443,835	-	-	443,835	2,856	2,856
PLANT_AND_MACHINERY	170,311,373	3,935,525	-	174,246,898	113,075,671	15,412,591	-	128,488,262	45,758,636	57,235,702
Plant & machinery	511,250	-	-	511,250	66,366	60,711	-	127,077	384,173	444,884
Plant & Machinery	53,350,473	-	-	53,350,473	49,923,788	374,098	-	50,297,886	3,052,587	3,426,685
Plant & Machinery(Pet)	32,467,778	-	-	32,467,778	20,689,212	4,345,534	-	25,034,746	7,433,032	11,778,566
Plant and Machinery(Fibre Unit)	82,979,683	3,935,525	-	86,915,208	41,394,116	10,632,248	-	52,026,364	34,888,844	41,585,567
Solar Dryer	1,002,189	-	-	1,002,189	1,002,189	-	-	1,002,189	-	-
ELECTRICAL_INSTALLATIONS_AND_EQUIPMENTS	14,495,478	116,166	-	14,611,644	6,897,039	1,484,642	-	8,381,681	6,229,963	7,598,439
Electrification	13,821,528	116,166	-	13,937,694	6,586,250	1,416,960	-	8,003,210	5,934,484	7,235,278
Lab Equipment	673,950	-	-	673,950	310,789	67,682	-	378,471	295,479	363,161
OFFICE_EQUIPMENTS	1,305,866	-	-	1,305,866	1,090,245	62,959	-	1,153,204	152,662	215,621
Air Condition	184,106	-	-	184,106	56,063	34,986	-	91,049	93,057	128,043
Office Equipments	1,121,760	-	-	1,121,760	1,034,182	27,973	-	1,062,155	59,605	87,578
MOTOR_VEHICLES	13,339,651	-	-	13,339,651	9,183,072	788,511	-	9,971,583	3,368,068	4,156,579
AUDI Q3	2,889,943	-	-	2,889,943	1,409,159	319,833	-	1,728,992	1,160,951	1,480,784
HERO SPLENDAR	47,240	-	-	47,240	17,560	4,489	-	22,049	25,191	29,680
SWARAJ MAZDA	1,105,000	-	-	1,105,000	490,837	131,276	-	622,113	482,887	614,163
Vehicles	9,144,468	-	-	9,144,468	7,120,166	332,913	-	7,453,079	1,691,389	2,024,302
Wagon R Old Car Model 2007	153,000	-	-	153,000	145,350	-	-	145,350	7,650	7,650
Grand Total	233,355,847	4,051,691	-	237,407,538	138,759,532	18,834,383	-	157,593,915	79,813,623	94,596,315
Land	17,845,230	-	-	17,845,230	-	-	-	-	17,845,230	17,845,230
Land	17,845,230		-	17,845,230	-	-	-	-	17,845,230	17,845,230
Grand Total	251,201,077	4,051,691	-	255,252,768	138,759,532	18,834,383	-	157,593,915	97,658,853	112,441,545

"Annexure A"

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2019

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:		
i.	CIN	L17110GJ1988PLC010397
ii.	Registration Date	25/02/1988
iii.	Name of the Company	Suncity Synthetics Limited
iv.	Category / Sub-Category of the Company	Company Limited By Shares / Indian Non Government Company
v.	Address of the Registered office and contact details	205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road Surat 395002
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Canal Road, Andheri (East), Mumbai 400093 Contact No. 022- 28207203

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of total turnover of the company shall be stated:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
01 02	Recycling of Plastics waste man made fiber	22209 13114	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Applicable					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters										
(1) Indian										
a)	Individual/ HUF	2149282	0	2149282	43.46	2149282	99100	2248382	45.46	2.00

b)	Central Govt.	0	0	0	0	0	0	0	0	0
c)	State Govt.(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp.	0	0	0	0	0	0	0	0	0
e)	Banks / FI	0	0	0	0	0	0	0	0	0
f)	Any other	0	0	0	0	0	0	0	0	0
Sub- Total (A) (1):-		2149282	0	2149282	43.46	2149282	99100	2248382	45.46	2.00
(2)	Foreign									
a)	NRIs- Individual	0	0	0	0	0	0	0	0	0
b)	Other- Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks/FI	0	0	0	0	0	0	0	0	0
e)	Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2):-		0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)		2149282	0	2149282	43.46	2149282	99100	2248382	45.46	2.00
B. Public Shareholding										
(1)	Institutions									
a)	Mutual Funds	0	149600	149600	3.02	0	149600	149600	3.02	0
b)	Banks / FI	0	150000	150000	3.03	0	150000	150000	3.03	0
c)	Central Govt	0	0	0	0	0	0	0	0	0
d)	State Govt(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	0	0	0	0	0	0	0	0	0
g)	FIIs	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i)	Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1):-		0	299600	299600	6.05	0	299600	299600	6.05	0
(2)	Non- Institutions									
a)	Bodies Corp									
i.	Indian	144504	107400	251904	5.09	143659	8300	151959	3.07	(2.02)
ii.	Overseas	0	0	0	0	0	0	0	0	0

b)	Individuals									
i.	Individual shareholders holding nominal share capital upto Rs. 2 lacs	513060	496894	1009954	20.42	514229	482494	996723	20.15	(0.27)
ii.	Individual shareholders holding nominal share capital in excess of Rs 2 lacs	440151	151200	591351	11.96	564712	52100	616812	12.47	0.51
c)	Others (Clearing Members, NRI and HUF)	147409	496300	643709	13.02	140524	491800	632324	12.78	(0.24)
Sub-Total (B) (2):-		1245124	1251794	2496918	50.49	1363124	1034694	2397818	48.47	(2.02)
Total Public Shareholding (B)= (B)(1)+ (B)(2)		1245124	1551394	2796518	56.54	1363124	1334294	2697418	54.52	(2.02)
C. Shares Held By Custodian For GDRs & ADRs		0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)		3394406	1551394	4945800	100	3512406	1433394	4945800	100	

ii) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Twinkle Jain	6,74,036	13.63	0	6,74,036	13.63	0	0
2	Suresh Dhanraj Kawarjain	6,21,846	12.57	0	7,20,946	14.58	0	2.01
3	Suresh Dhanraj Kawar	1,71,450	3.47	0	1,71,450	3.47	0	0
4	Poonam Suresh Kawar	6,81,950	13.79	0	6,81,950	13.79	0	0

TOTAL	21,49,282	43.46	0	22,48,382	45.47	0	0

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	**Suresh Dhanraj Kawarjain**				
	At the beginning of the year	621846	12.57	621846	12.57
	Increase in Share holding 18.03.2019	99100	2.01	720946	14.58
	At the End of the year	720946	14.58	720946	14.58

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

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	**Harsha Hitesh Javeri**				
	At the beginning of the year	205000	4.14	205000	4.14
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	205000	4.14	205000	4.14
02	**ILF Mauritius Private Limited**				
	At the beginning of the year	150000	3.03	150000	3.03
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	150000	3.03	150000	30.03
03	**Alliance Capital Mutual Fund**				
	At the beginning of the year	147900	2.99	147900	2.99
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	147900	2.99	147900	2.99
04	**Hitesh Ramji Javeri**				
	At the beginning of the year	114081	2.31	114081	2.31
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	114081	2.31	114081	2.31
05	**Dhara Fabrics Pvt Ltd.**				
	At the beginning of the year	99100	2.00	99100	2.00

	Decrease in Share holding by transfer dated 30.03.2019	0	0	0	0
	At the End of the year	0	0	0	0
06	**Prakash Mal Jain**				
	At the beginning of the year	99100	2.00	99100	2.00
	Decrease in Share holding by transfer dated 31.12.2018	0	0	0	0
	At the End of the year	0	0	0	0
07	**Amrex Marketing P Ltd.**				
	At the beginning of the year	99000	2.00	99000	2.00
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	99000	2.00	99000	2.00
08	**Manjula Jayantilal Shah**				
	At the beginning of the year	66500	1.34	66500	1.34
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	66500	1.34	66500	1.34
09	**Priya Kumbhat**				
	At the beginning of the year	40000	0.80	40000	0.80
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	40000	0.80	40000	0.80
10	**Pankaj Kumbhat**				
	At the beginning of the year	33900	0.68	33900	0.68
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	33900	0.68	33900	0.68
11	**Kanti Lal Kawar**				
	At the beginning of the year	0	0	0	0
	Increase in Share holding by transfer dated 01.03.2019	99100	2.00	99100	2.00
	At the End of the year	99100	2.00	99100	2.00
12	**Jayalaxmi Indravadan Shah**				
	At the beginning of the year	0	0	0	0
	Increase in Share holding by transfer dated 31.03.2018	30000	0.61	30000	0.61
	At the End of the year	30000	0.61	30000	0.61
V) Shareholding of Directors and Key Managerial Personnel:					

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
01	**Suresh Dhanraj Kawarjain**				
	At the beginning of the year	621846	12.57	621846	12.57
	Increase in Share holding 18.03.2019	99100	2.01	720946	14.58
	At the End of the year	720946	14.58	720946	14.58
02	**Poonam Suresh Jain**				
	At the beginning of the year	681950	13.79	681950	13.79
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	681950	13.79	681950	13.79
03	**Rachana Akshaya Kataria**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0
04	**Deepak Sharma**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	109744095	20130287	NIL	129874382
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		**109744095**	**20130287**	**NIL**	**129874382**
Change in Indebtedness during the financial year					
* Addition		NIL	NIL	NIL	NIL
* Reduction		21914955	3445252	NIL	25360207

Net Change		**21914955**	**3445252**	**NIL**	**25360207**
Indebtedness at the end of the financial year					
i)	Principal Amount	87829140	16685035	NIL	104514175
ii)	Interest due but not paid	NIL	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i + ii + iii)		**87829140**	**16685035**	**NIL**	**104514175**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Suresh Dhanraj Kawarjain	**Poonam Suresh Jain**	
1.	Gross salary	6,00,000	6,00,000	12,00,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	**6,00,000.00**	**6,00,000.00**	**12,00,000.00**
	Ceiling as per the Act	60,00,000.00	60,00,000.00	1,20,00,000.00

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors		Total Amount
		Rachana Akshaya Kataria	**Deepak Sharma**	
	3. Independent Directors			
	Fee for attending board committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (1)			
	4. Other Non-Executive Directors	NIL	NIL	NIL
	Fee for attending board committee	NIL	NIL	NIL

	meetings			
	Commission	NIL	NIL	NIL
	Others, please specify-Remuneration	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL
	Overall Ceiling as per the Act	N.A	N.A	N.A

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD

S.N	Particulars of Remuneration	Key Managerial Personnel (Company has not appointed any other Key Managerial Personnel)			Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A
2.	Stock Option	N.A	N.A	N.A	N.A
3.	Sweat Equity	N.A	N.A	N.A	N.A
4.	Commission	N.A	N.A	N.A	N.A
	- as % of profit	N.A	N.A	N.A	N.A
	- Others, specify…	N.A	N.A	N.A	N.A
5.	Others, please specify	N.A	N.A	N.A	N.A
	Total	N.A	N.A	N.A	N.A

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawar jain (DIN: 00337493)
Chairman and Managing Director

"Annexure B"

DISCLOSURE OF POLICY FOR REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES
(Pursuant to subsection 3 and 4 of section 178 of The Companies Act 2013)

Remuneration Policy:

1. Remuneration to managerial personnel will be recommended to the board by the committee and same shall be subject to approval of shareholders and/or central government where ever required.
2. Remuneration to managerial personnel shall be in accordance with the provisions of the Companies Act, 2013 and other applicable acts.
3. Increment to existing remuneration shall be as per recommendation of committee and within the limits approved by shareholders.

Remuneration to managerial personnel:

1. The managerial personnel shall be entitled to monthly remuneration as approved by the board on recommendation of the committee and same shall be in accordance with the provision of the Companies act, 2013 and rules made there under The breakup of pay scale and quantum of perquisites and non-monetary benefits shall also be approved by board on recommendation of the committee.
2. The managerial Personnel shall also be eligible to performance linked incentives as may be determined by board.
3. The managerial personnel may also be paid commission as may be approved by shareholders.
4. The managerial personnel shall be entitled to minimum remuneration in accordance with Schedule V of the Companies Act, 2013 in event of no profit or inadequacy of profit.

Remuneration to Non-executive / Independent directors:

1. The remuneration shall be in accordance with the Companies Act, 2013 and rules made there under.
2. The non-executive/independent directors may receive sitting fees for attending the meeting of board of directors or an committee which shall be within the prescribed limit under the act. Non – executive directors shall be reimbursed travelling and incidental expense for attending the meeting.
3. Non- executive directors may also be paid commission subject to approval by the shareholders and within the limit not exceeding 1% of the profit of the company.
4. Non-executive directors shall not be entitled stock options.

"Annexure C"

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial year Ended on 31st March, 2019

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

To,
The Members
Suncity Synthetics Limited
205, Rajhans Complex, Nr. Nirmal Childrens Hospital,
Ring Road, Surat 395002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suncity Synthetics Limited (CIN: L17110GJ1988PLC010397)** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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. We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed here under 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Suncity Synthetics Limited for the financial year ended on 31st March, 2019 according to the provisions of:
   i. The Companies Act, 2013 (the Act) and the rules made there under;
   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
   iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
   iv. Foreign Exchange Management Act,1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
   v. 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 / 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009; **(Not applicable to the Company during the Audit Period);**
d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period);**
e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
f) 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;
g) The securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009;**(Not applicable to the Company during the Audit Period);and**
h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period);**

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. We report that the Company has complied with the provisions of those Acts that are applicable to Company.

As per information given to us no sector specific laws are applicable to the company.
We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings;
ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and /or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015.

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *except to the extent that:*

1. *Company has not appointed Company Secretary as compliance officer pursuant to Regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 and as Key Managerial Personnel in*

compliance with section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

2. *Company has not appointed Chief Financial officer in compliance with section 203 of the companies act 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.*
3. *Company has not appointed internal auditor in compliance with section 138 of The Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.*
4. *Company has not produced copies of advertisements as required under Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015.*
5. *The website of the company is not updated as required under provisions of The Companies Act, 2013, SEBI (Prohibition of Insider Trading) Regulations, 2015 and under provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
6. *Nomination and Remuneration Committee has not been duly constituted in compliance with section 178 of The Companies Act, 2013.*
7. *Entire shareholding of promoter(s) and promoter group is not in dematerialized form as required in accordance with provision of Regulation 31 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015.*
8. *The Compliance Certificate under Regulation 7(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation 2015 for half year ended 31/03/2018 and 30/09/2018 are signed by Shri Suresh Dhanraj Kawar Jain, the Managing Director and not Company Secretary as compliance officer.*

We further report that:

The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors however since company has only two non executive directors the nomination and remuneration committee do not comprise of three non executive directors as required. 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 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. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representation made by the Management and relied upon by us 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.

We further report that during the audit period there were no instances of:

i. Public / Right / Preferential issue of shares / debentures / Sweat equity, etc.
ii. Redemption / buy-back of securities
iii. Major decisions taken by the Members in pursuance to section 180 of the Companies Act, 2013
iv. Merger / amalgamation / reconstruction etc.
v. Foreign technical collaborations.

For K. Dalal & Co.
Company Secretaries

Place: Surat

Date: 30.05.2019

Sd/-
Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863

Note: This report is to be read with my letter of even date which is annexed as **'Annexure -I'** and forms an integral part of this report.

'Annexure –I'

To,
The Members
Suncity Synthetics Limited
205, Rajhans Complex, Nr. Nirmal Childrens Hospital,
Ring Road, Surat 395002

Our secretarial audit report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For K. Dalal & Co.
Company Secretaries

Place: Surat

Date: 30.05.2019

Sd/-
Kunjal Dalal
Proprietor
FCS No. 3530 COP No. 3863

Disclosures pursuant to Regulation 34(3) and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

A. Related Party Disclosure

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	○ Loans and advances in the nature of loans to subsidiaries by name and amount: NIL ○ Loans and advances in the nature of loans to associates by name and amount: NIL ○ Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: NIL
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary company: NIL
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan: NIL

B. Management Discussion And Analysis Report:

(a) Industry structure and developments:

Company is engaged in business of Polyester staple fiber and nylon granules manufacture.

(b) Opportunities and Threats:

The industry provides ample opportunities in domestic and as well as export market however the uncertainty of raw material prices and government policies are detrimental to growth and profitability.

(c) Segment–wise or product-wise performance:

Company operates in single segment and segment wise reporting is not applicable and further performance is expected to improve.

(d) Outlook:

The Company shall continue to explore its policy of expansion based on availability of resources and opportunity.

(e) Risks and concerns:

Company does not foresee any such risk in near future, which will hamper the activities.

(f) Internal control systems and their adequacy:

The company has adequate internal control systems and is in process of further strengthening the existing internal control systems. The financial statements are reviewed periodically by the management. The company has set up an internal Audit trail whereby deviations, if any, can be brought to the notice of the management quickly and remedial actions are initiated immediately.

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

Particulars	As on 31/03/2019	As on 31/03/2018
Turnover and other income	460527037.00	376531404.00
Gross profit/Loss (-) before Financial Charges & depreciation	32762475.00	36152623.00
Interest and Financial Charges	12338112.00	15485962.00
Profit/Loss(-) before depreciation	20424363.00	20666661.00
Depreciation	18834383.00	20071111.00
Profit /Loss(-) After Tax for the year	523639.00	(319076.00)

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed:

The management is keenly interested this field. All the efforts are made to rationalize its manpower and make effective use of the same.

Disclosure of Accounting Treatment:

Financial statements have been prepared in accordance with applicable Accounting Standards, hence Para B (2) of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the company.

C. Corporate Governance Report: Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para C of Schedule V of SEBI (LODR) relating to Corporate Governance Report is not applicable to the company.

D. **Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management:** Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para D of Schedule V of SEBI (LODR) relating to Declaration by CEO is not applicable to the company.

E. **Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report:** Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para E of Schedule V of SEBI (LODR) relating to Compliance Certificate is not applicable to the company.

F. **Disclosures with respect to demat suspense account/unclaimed suspense account:** Not Applicable

By Order of the Board
For Suncity Synthetics Limited

Place: Surat
Date: 30.05.2019

Sd/-
Suresh Dhanraj Kawarjain (DIN: 00337493)
Chairman and Managing Director

Route Map of the venue of the Annual General Meeting

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall of 31st Annual General Meeting

Folio No./ DP ID/Client ID No. : _____

Number of shares held: _____

Name of the attending Member/Proxy: _____

I hereby record my presence at the Annual General Meeting of **Suncity Synthetics Limited** held on Wednesday, 14th August, 2019 at 11.00 a.m. at 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002

Member's/Proxy's Signature
(To be signed at the time of handing over the slip)

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014*]*

CIN : **L17110GJ1988PLC010397**
Name of the company: **Suncity Synthetics Limited**
Registered office: **205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002**

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature

Or failing him

2. Name :
Address :
E-mail Id :
Signature

Or failing him

3. Name :
Address :
E-mail Id :
Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the Wednesday, 14th day of August, 2019 at 11.00 a.m. at 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business:-			
1	Adoption of Audited Financial Statements		
2	Re-appointment of Smt. Poonam Suresh Kawar as director		
Special Business:-			
3	Re-appointment of Smt. Rachana Akshaya Kataria as Independent Director		
4	Re-appointment of Shri Deepak Sharma as Independent Director		

Signed this.....day of.....2019

Signature of Shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp

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.

Form No. MGT-12
Polling Paper

[Pursuant to *section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the* Companies (Management and Administration) Rules, 2014*]*

Name of the Company: Suncity Synthetics Limited
Registered office: 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./*Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent to the resolution
1.	Adoption of Audited Financial Statement (Ordinary Resolution)			
2.	Re-appointment of Smt. Poonam Suresh Kawar as director (Ordinary Resolution)			
3	Re-appointment of Smt. Rachana Akshaya Kataria as Independent Director (Special Resolution)			
4	Re-appointment of Shri Deepak Sharma as Independent Director (Special Resolution)			

Place:

Date:

Signature of Shareholder