



# PREMIER SYNTHETICS LIMITED

45<sup>th</sup>  
*Annual Report*  
2014 - 2015

ANNUAL GENERAL MEETING

The 45<sup>th</sup> Annual General Meeting of the Company will be held on the 28<sup>th</sup> day of August, 2015 at 11.00 a.m. at 197, Old Fort Road, Old Fort Police Station, Kallakudi Road, Chennai - 600027.

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Members are requested to bring their copies of the Annual Report to the meeting.



## PREMIER SYNTHETICS LIMITED

### ANNUAL GENERAL MEETING

On Wednesday,  
the 5th day of August, 2015  
at 3.00 p.m. at JBF house, 2nd Floor,  
Old Postoffice Lane, Kalbadevi Road,  
Mumbai-400002.

#### Registered Office

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

#### Plants:

Block No. 835(P), 836 & 837  
Mouje Rakanpur, Village Santej  
Taluka Kalol, Distt. Mehsana, (Gujarat).

#### Secretarial Division

JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane,  
Kalbadevi Road, Mumbai 400 002.  
Ph. No. 2208 8736.

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### BOARD OF DIRECTORS

**Anand Arya**

(Chairman & Whole-time Director)

**Suresh John**

(Non-Executive Director)

**Rukmani Iyer**

(Non-Executive Director)

**S. K. Tambawalla**

(Independent Director)

**Janardan Joshi**

(Independent Director)

### COMPANY SECRETARY

Niralbhai K. Sodavadiya

### AUDITOR

P.C.Surana & Co.

Chartered Accountants

### BANKERS

Indian Overseas Bank

Standard Chartered Bank

### REGISTRAR & TRANSFER AGENTS :

SHAREX DYNAMIC (INDIA) PVT. LTD

Unit-1, Luthra Industrial Premises, Andheri Kurla  
Road, Safed Pool, Andheri, Mumbai-400 072

Cont No. 022-2851 5606/5644/6338

Email: sharexindia@vsnl.com

Members are requested to kindly  
bring their copies of the Annual  
Report to the Meeting



**NOTICE**

NOTICE is hereby given that the 45<sup>th</sup> Annual General Meeting of the Members of PREMIER SYNTHETICS LIMITED (CIN NO. L99999MH1970PLC014826) will be held on Wednesday 05<sup>th</sup> day of August, 2015 at 3.00 p.m. at JBF House, Old Post office Lane, Kalbadevi Road, Mumbai – 400 002 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2015, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Suresh John who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Manish Jain & Co., Chartered Accountants, Mumbai, as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their Remuneration.

**SPECIAL BUSINESS:**

**4. APPOINTMENT OF MS. RUKMANI IYER AS A DIRECTOR OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Rukmani Iyer (DIN: 07138340), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th March, 2015 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting has submitted a declaration that she is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**5. ISSUE OF REDEEMABLE NON-CUMULATIVE NON-CONVERTIBLE PREFERENCE SHARES.**

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

"RESOLVED THAT pursuant to the provisions of sections 55 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and debenture) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to create, offer, issue and allot 9,50,000 Non-Convertible Redeemable Non Cumulative Preference Shares of 100/- each at par or premium aggregating to a nominal value of Rs. 9,50,00,000 (Rupees Nine Crore and Fifty Lacs only) to be issued as the Board may decide in one or more tranches to various entities/persons which may include the Promoter / Promoter Group and Associates, whether or not they are Member(s) of the Company, on private placement basis/rights basis and subject to the following terms and conditions :

**DIVIDEND:** The said Shares shall carry 0.01 % dividend per annum.

**UTILISATION:** The proceeds of the said issue shall be utilised for the redemption of the existing 9,50,000 Preference shares of Rs.100/- each.

**REDEMPTION PERIOD:** Period of redemption shall be 20 years from the date of allotment. However Company can redeem these shares in part or in full at anytime after giving 3 months notice.

By order of the Board of Directors  
For Premier Synthetics Limited

Anand Arya  
Chairman

Place: Mumbai  
Date: 11<sup>th</sup> May, 2015

**Registered Office:**

JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai 400 002.  
CIN: L99999MH1970PLC014826 E-mail: premiersynthetics@gmail.com



**NOTES:**

1. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 4 of the accompanying Notice, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
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 person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the 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 alongwith their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, 30<sup>th</sup> July, 2015 to Tuesday, 04<sup>th</sup> August, 2015 (both days inclusive) for the purpose of Annual General Meeting.
6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the special business is annexed.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
10. Members are requested to notify the change of address, if any, to the Company.
11. Members are requested to dematerialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL and CDSL and ISIN for the Company is **INE 940N01012**.



### VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Premier Synthetics Limited ("the Company") is pleased to offer e-voting facilities to the Members to cast their votes electronically (Remote e-voting) on all the resolutions set forth in the Notice convening the Forty Fifth Annual General Meeting ("AGM") scheduled to be held on Wednesday, August 05, 2015, at 03.00 p.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

- The voting period begins at 09.00 a.m. IST on August 02, 2015 and ends at 5.00 p.m. IST on August 04, 2015. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is July 29, 2015), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on August 04, 2015
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paidup value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 29, 2015.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 29, 2015 only shall be entitled to avail the facility of remote e-voting
- The Company has appointed Mr. Sunil Bohra, Partner, P.C. Surana & Co., Chartered Accountants, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 day of conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

#### Specific Instructions and process to be followed for e-voting:

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ii) Click on the "Shareholders" tab
- iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB #	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

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 **PREMIER 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

**xviii) Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, etc.) are required to log on to <https://www.evotingindia.co.in> 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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

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

By Order of the Board

**Anand Arya**  
Chairman

Place: Mumbai  
Date : 11<sup>th</sup> May, 2015



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item no. 4**

Ms. Rukmani Iyer, Non-Executive Director on the Board of the Company, was appointed as an Additional Director of the Company on 28 March, 2015. Her term of office will conclude on the date of the ensuing Annual General Meeting.

Ms. Rukmani Iyer has an experience of over 20 years. She holds Directorship in Blue Blends Petrochemicals Ltd. and Blue Blends (India) Ltd. and is a Member of Audit Committee and CSR Committee of the Company. A declaration has been submitted by her that she is not disqualified to become a Director as provided in Section 152(5) of the Act and that she is eligible for appointment. She does not hold any shares in the Company.

The Board recommends the Resolution as set out at Item No. 4 for approval by the Members to be passed as an Ordinary Resolution.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, except Ms. Rukmani Iyer in her capacity of being a Director, is concerned or interested, whether financially or otherwise, in this Resolution.

**Item No. 5**

The existing 9,50,000 Preference Shares of the Company are due for redemption on 30.09.2015. The Preference Shares can be redeemed out of the Profit of the Company or Issue of fresh Capital. As Company doesn't have the full sufficient profit, fresh issue of Capital is necessary to redeem the Preference Shares. Therefore, Company will issue fresh Preference Shares for the redemption of existing Preference Shares. Blue Blends (India) Ltd., has consented to fully subscribe the fresh issue of Preference Shares. These Preference shares will be non convertible and non cumulative and carry dividend at the rate of 0.01% p.a. These shares will be issued for a period of 20 years, However, the company can redeem the same anytime by giving 3 months notice.

In connection with the above, approval of the members is sought for the fresh issue of Preference Shares. The Preference Shares may be issued either by way of a Public Offer or on Private Placement basis in one or more tranches to various Institutions/entities viz. Company(s)/body corporate(s)/persons including Promoters/Promoter Group & Associates whether or not they are members of the company, considering the viable options available. The said enabling Resolution empowers the Board to create, offer, issue and allot 9,50,000 Non-Cumulative, Non Convertible, Redeemable Preference Shares of Rs. 100/- each for cash at par or premium and on such Terms and Conditions including but not limited as to the rate of dividend, period and manner of redemption, amount of Premium, if any, as the Board in its absolute discretion may determine, provided the aggregate amount upto which the preference shares shall be issued shall not exceed Rs. 9,50,00,000 (Rupees Nine Crores and Fifty lacs only). The Board shall also be authorised to approve any modification and alteration of all or any of the terms and conditions of the Preference shares from time to time in consultation and agreement with the subscribers/holders of preference shares, subject to provisions of the Companies Act, 2013 or any modification/re-enactment thereof and the Memorandum and Articles of Association of the Company

By Order of the Board of Directors  
For, Premier Synthetics Limited

Place: Mumbai  
Date: 11.05.2015

Anand Arya  
Chairman & Whole-Time Director

**Registered Office:**

JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane,  
Kalbadevi Road, Mumbai - 400 002.  
CIN: L99999MH1970PLC014826  
E-mail: premiersynthetics@gmail.com





**ANNEXURE TO ITEM NO. 2 OF THE NOTICE**  
**Details of Director seeking re-appointment at the**  
**Forth coming Annual General Meeting**  
**(in pursuance of Clause 49 of the Listing Agreement)**

Name of the Director	Mr. Suresh John
Director Identification Number (DIN)	00079852
Date of Birth	29/07/1951
Nationality	Indian
Date of Appointment on Board	04/06/1996
Qualification	B.Com.
Shareholding in PSL	NIL
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	—
Membership / Chairmanship of audit and Stakeholder's Relationship Committee across Public Companies	Audit Committee- Member Stakeholder's Relationship Committee- Member



**DIRECTOR'S REPORT**

To the Members of

**PREMIER SYNTHETICS LTD.**

The Directors take pleasure in presenting the Forty Fifth Annual Report together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015. The Management Discussion and Analysis Report has also been incorporated into this report.

**FINANCIAL RESULTS:**

Particulars	(Rs. in lakhs)	
	Year Ended 31 <sup>st</sup> March, 2015	Year Ended 31 <sup>st</sup> March, 2014
Gross Income	1620.26	2245.43
Profit before Interest, Depreciation & tax	421.28	492.86
Less : Interest	99.43	172.97
Less : Depreciation	255.55	255.33
Profit before exceptional items and tax	66.33	64.56
Add : Exceptional Items	(51.07)	0.00
Profit before Tax	15.26	64.56
Less : Provision for Tax	0.03	(199.19)
Profit after tax	15.23	263.75
Add : Profit/(Loss) brought forward from previous year	(3351.15)	(3614.90)
Balance carried to Balance Sheet	(3335.92)	(3351.15)

**DIVIDEND:**

Your Directors do not recommended any dividend for the year ended on 31<sup>st</sup> March, 2015

**OPERATIONS:**

During the year under review, the company recorded a total income of Rs. 1620.26 Lacs as against Rs. 2245.43 Lacs in the previous year. The Company is engaged in manufacturing of Cotton Yarn and presently doing manufacturing on Job Work basis.

The Company made profit before exceptional item and tax of Rs. 66.33 Lacs as against profit of Rs. 64.56 Lacs in the previous year. After Exceptional Items, the Net Profit after tax of the Company for the year stood at Rs.15.23 lacs against net profit of Rs. 263.75 Lacs in the previous year. Company is expecting improvement in the current financial year.

**EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:**

Mr. Gautamchand Kewalchand Surana, Mr. Vikram Amritlal Sanghvi, Mr. Rajiv Giriraj Bansal and Mr. Sanjaykumar Vinodbhai Majethia entered into Share Purchase Agreement with the present Promoters- Mr. Anand Chandulal Arya, Mrs. Indu Anand Arya and M/s Cressida traders Pvt. Ltd. for acquisition of 23,35,000 Equity Shares of the Company on 24th April, 2015. Accordingly, Public Announcement and draft Open Offer to public have been filed with BSE and SEBI.

**FINANCE:**

Cash and cash equivalent as at 31<sup>st</sup> March, 2015 was 2.57 Lakhs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

**FIXED DEPOSITS:**

The Company has neither invited nor accepted any deposit from the public within the ambit of Section 73 of Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**PARTICULARS OF LOANS, GUARANTEES FOR INVESTMENTS:**

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

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the year under review, Darwin Platform Capital Limited ceased to be Associate Company.

Brief details about the other Associates is provided in the Extract of Annual Return and hence not repeated here for the sake of brevity.

Your Company has no Subsidiary Company.

**LISTING FEES:**

Listing Fees to The Bombay Stock Exchange Ltd. has been paid for the financial year 2015-16.

**DIRECTORS:**

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Suresh John retires by rotation and is eligible for re-appointment.

During the Year under review, Ms. Rukmani Iyer was appointed as the Additional Director of the Company in the category of Non Executive Director with effect from 28<sup>th</sup> March, 2015.

**MEETINGS:**

During the year under review Five Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.



**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2015 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**AUDITORS:**

• **Statutory Auditors**

The Auditors of the Company, M/s P.C. Surana & Co., has expressed their unwillingness to continue as Statutory Auditors. The Company has received a notice in writing from the members proposing the name of M/s Manish Jain & Co. Chartered Accountants, Mumbai, for appointment as Statutory Auditors. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for appointment as Auditors of the Company.

• **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Jeethi Pillai, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure B".

**CORPORATE GOVERNANCE:**

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the

Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

**EXTRACT OF ANNUAL RETURN:**

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

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Board of your Company has constituted a CSR Committee. As on 31<sup>st</sup> March, 2015, the Committee comprises of three Directors. Your Company has developed a CSR Policy which is carried in this Annual Report. The Company shall spend, in each financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years. The average net profit shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for the activities.

However, considering the accumulated losses of Rs. 33.36 Crs. during the year under review, and current Profit being less than 5.00 Crs. the CSR Committee and the Board is of the view that it is not required to spend on the CSR activity for the financial year 2014-15.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith:

**A. CONSERVATION OF ENERGY :-**

- a) **Energy Conservation Measures Taken:** Energy conservation remains one of the most important areas of plant's performance and is being continuously monitored. Some of the measures taken are:
  - i. Separate energy meters have been installed for effectively monitoring the section wise energy consumption.
  - ii. Additional capacitor banks have been installed in different section.
  - iii. We have made optimum use of electrical motors and day light resources at plant.
- b) **Additional investments and proposals, if any being implemented for reduction in consumption of energy:** Re-sizing of the motors is being done to run the motors at full load conditions.
- c) **Impact of measures at (a) and (b) above for reduction in energy and consequent impact on the cost of production of goods:** Energy conservation measures have lead to reduction in the cost of production.



d) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the schedule thereto:

Consumed per production unit		Production Standards	2014-15	2013-14
Electricity				
At Rakahanpu Unit	Per Kilogram		14.77	11.83

(A) Total Power and Fuel Consumption

	2014-15	2013-14
<b>1. Electricity</b>		
a) Purchased Units	73,00,107	76,06,703
Total Amount (Rs. in lakhs)	489.50	491.96
Rate/unit (Rs.)	6.71	6.47
b) Own Generation		
i) Through Diesel generator unit	Nil	Nil
Units per Ltr. Of Diesel Oil	Nil	Nil
Cost/unit (Rs. In Lakhs)	Nil	Nil
ii) Through steam turbine/generator		
Units	Nil	Nil
Units per ltr. Of Oil/gas	Nil	Nil
Cost/unit	Nil	Nil
Coal		
<b>2. Quantity (Tonnes)</b>		
Total Cost	Nil	Nil
Average rate	Nil	Nil
<b>3. Furnace Oil</b>		
Quantity (K.ltr.)	Nil	Nil
Total Amounts (Rs. In lakhs)	Nil	Nil
Average Rate/unit (Rs.)	Nil	Nil
<b>4. Others/Internal Generation</b>		
Quantity	Nil	Nil
Total Cost	Nil	Nil
Rate/unit	Nil	Nil

B. TECHNOLOGY ABSORPTION

The Company is regularly getting its products tested by Ahmedabad Textile Industry Association (ATIRA), one of the premier textile research bodies at Ahmedabad and the product is constantly improved based on reports given by ATIRA. The Company is also sending its delegates from time to time to participate in the Seminars and Conferences organized by ATIRA to share information pertaining to research and development and innovations in the textile products. The Company is not using imported technology in the manufacturing process.

C. Foreign Exchange Earnings and Outgo

Earnings : Rs. Nil (Previous year Rs. Nil)

Outgo : Rs. Nil (Previous year Rs. Nil)

ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For & on behalf of Premier Synthetics Ltd.

Place: Mumbai  
Date: 11<sup>th</sup> May, 2015

Anand Arya  
Chairman

Annexure 'A' to Directors Report

CSR POLICY

(Approved by the Board of Directors on 28<sup>th</sup> March, 2015)

Our aim is to be one of the most respected companies in India delivering superior and sustainable Value to all our customers, business partners, shareholders, employees and host communities.

The CSR initiatives focus on holistic development of host communities and create social, Environmental and economic value to the society.

To pursue these objectives we will continue to:

- Uphold and promote the principles of inclusive growth and equitable development.
- Develop Community Development Plans based on needs and priorities of host communities and measure the effectiveness of community development programmes.
- Work actively in areas of preventive health and sanitation, education, skills for employability, livelihoods, and income generation, waste resource management and water conservation for host communities for enhancing Human Development Index.
- Collaborate with like minded bodies like governments, voluntary organizations and academic institutes in pursuit of our goals.
- Interact regularly with stakeholders, review and publicly report our CSR initiatives.



Annexure 'B' to Directors Report

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015

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

To,  
The Members,  
M/s. Premier Synthetics Limited

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

Based on my verification of Premier Synthetics Limited, the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2015 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (vi) Environment Protection Act, 1986 and other environmental laws
- (vii) Indian Contract Act, 1872
- (viii) Income Tax Act, 1961 and Indirect Tax Laws
- (ix) Indian Stamp Act, 1999
- (x) Industrial Dispute Act, 1947
- (xi) Minimum Wages Act, 1948
- (xii) Negotiable Instruments Act, 1881
- (xiii) Payment of Bonus Act, 1965



(xiv) Payment of Gratuity Act, 1972

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

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

- Secretarial Standards issued by The Institute of Company Secretaries of India.
- The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the appointment of Company Secretary under section 203 of the Companies Act, 2013 and rules thereunder.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year, the Company has appointed Ms. Rukmani Iyer (DIN 07138340) as Woman Director (Additional Director) w.e.f 28<sup>th</sup> March, 2015, thereby complying with the provision of Section 149(1) & (2) of the Companies Act, 2013 and Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. The Company had sold 100% equity holdings of Premier Equity Limited; hence Premier Equity Limited is no more a Subsidiary Company of Premier Synthetics Limited.

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

I further report that during the year under review, members of the Company at the 44<sup>th</sup> Annual General Meeting held on Monday, 22<sup>nd</sup> August, 2014, has passed the following special resolutions under section 180 of the Companies Act, 2013:

1. To increase the borrowing of the company in terms of section 180 (1)(c) of the Companies Act, 2013, not exceeding Rs. 1,000,000,000/- (Rupees One Hundred Crores only) including the amount already borrowed, since the amount proposed to be borrowed by the Board of Directors was over and above the aggregate of paid up share capital and free reserves of the Company as on 31<sup>st</sup> March, 2014.
2. To create charge/mortgage etc. on company's movable or immovable properties in terms of section 180(1)(a) of the companies act, 2013 up to a sum not exceeding Rs. 1,000,000,000/- (Rupees One Hundred Crores only).

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

1. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
2. Redemption / buy-back of securities
3. Merger / amalgamation / reconstruction, etc.
4. Foreign technical collaborations.

Jeethi R. Pillai

Place: Thane

Dated: 15<sup>th</sup> April, 2015

Sd/-  
(Practicing Company Secretary)  
ACS NO.33085  
CP NO.13235



Annexure 'C' to Directors Report

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015

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

FORM NO. MGT - 9

I. Registration and other details	
CIN	L99999MH1970PLC014826
Registration Date	09/10/1970
Name of the Company	PREMIER SYNTHETICS LIMITED
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and Contact Details	JBF House, 2 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002 Tel No. 022- 2208 8736
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. Unit- 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai - 400 072 Tel No. : 2851 5606, 2851 5644 Fax : 2851 2885 Email : sharexindia@vsnl.com Website:www.sharexindia.com

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated :		
Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
TEXTILE	17111	100%

III. Particulars of Holding, Subsidiary and Associate Companies				
Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Blue Blends (India) Limited JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	L17120MH1981PLC023900	Associate	2.42%	2(6)
Bindal Synthetics Pvt. Ltd. JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	U17120MH1982PTC027738	Associate		2(6)
Blue Blends Leasing Private Limited JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	U65910MH1984PTC033957	Associate		2(6)
Blue Blends Petrochemicals Ltd. D-113, Haria Park, Village-Dungra, Vapi-396191, Gujarat	L23209GJ1989PLC013053	Associate		2(6)
Cressida Traders Pvt. Ltd. JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	U51900MH1985PTC035117	Associate		2(6)
Murbad Syntex Pvt. Ltd. (Upto 18.12.2014) JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	U17120MH1983PTC029183	Associate		2(6)
Entwine Mobilsoft Technologies Pvt.Ltd. JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai-400002	U72909MH2013PTC241081	Associate		2(6)



**IV) SHAREHOLDING PATTERN (Equity Share Capital Break as Percentage of Equity Total Equity)**  
**i) Category-wise Shareholding**

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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual / HUF	1795119	0	1795119	49.27	1795119	0	1795119	49.27	—
b) Central Govt.	0	0	0	0	0	0	0	0	—
c) State Govt.	0	0	0	0	0	0	0	0	—
d) Bodies Corporate	835000	0	835000	22.92	835000	0	835000	22.92	—
e) Banks / FI	0	0	0	0	0	0	0	0	—
f) Any Other .....	0	0	0	0	0	0	0	0	—
<b>Sub-Total (A) (1):</b>	<b>2630119</b>	<b>0</b>	<b>2630119</b>	<b>72.19</b>	<b>2630119</b>	<b>0</b>	<b>2630119</b>	<b>72.19</b>	<b>—</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	—
b) Other – Individuals	0	0	0	0	0	0	0	0	—
c) Bodies Corporate	0	0	0	0	0	0	0	0	—
d) Banks / FI	0	0	0	0	0	0	0	0	—
e) Any other ...	0	0	0	0	0	0	0	0	—
<b>Sub-Total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>—</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>2630119</b>	<b>0</b>	<b>2630119</b>	<b>72.19</b>	<b>2630119</b>	<b>0</b>	<b>2630119</b>	<b>72.19</b>	<b>—</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds / UTI	0	156375	156375	4.29	34475	121900	156375	4.29	—
b) Banks / FI	0	1300	1300	0.04	27600	1300	28900	0.79	0.76
c) Central Govt.	0	0	0	0	0	0	0	0	—
d) State Govt.(s)	0	0	0	0	0	0	0	0	—
e) Venture Capital Funds	0	0	0	0	0	0	0	0	—
f) Insurance Companies	27600	0	27600	0.76	0	0	0	0	-0.76
g) FIs	0	0	0	0	0	0	0	0	—
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	—
i) Others (specify)	0	0	0	0	0	0	0	0	—
<b>Sub - Total (B)(1)</b>	<b>27600</b>	<b>157675</b>	<b>185275</b>	<b>5.09</b>	<b>62075</b>	<b>123200</b>	<b>185275</b>	<b>5.08</b>	<b>—</b>
<b>(2) Non - institutions</b>									
a) Bodies Corporate									
i) Indian	1500	393550	395050	10.84	307150	87250	394400	10.83	-0.01
ii) Overseas	0	0	0	0	0	0	0	0	—
b) Individuals									
c) Individual Shareholders holding nominal share capital upto Rs.1 lakh	14501	101890	116391	3.19	20601	96340	116941	3.21	-0.02
i) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	284450	31915	316365	8.68	284550	31915	316465	8.69	0.01
c) Others (specify)									
i) Shares held by Pakistani citizens vested with the									





**IV) SHAREHOLDING PATTERN (Equity Share Capital Break as Percentage of Equity Total Equity)**

**i) Category-wise Shareholding**

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	
Custodian of Enemy Property	0	0	0	0	0	0	0	0	0
ii) Other Foreign Nationals	0	0	0	0	0	0	0	0	0
iii) Foreign Bodies	0	0	0	0	0	0	0	0	0
iv) Hindu Undivided Family	0	0	0	0	0	0	9	0	0
v) NRI/OCBs	0	0	0	0	0	0	0	0	-
vi) Clearing Members / Clearing House	0	0	0	0	0	0	0	0	0
vii) Trusts	0	0	0	0	0	0	0	0	0
viii) Limited Liability Partnership	0	0	0	0	0	0	0	0	0
ix) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
x) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2):</b>	<b>300451</b>	<b>527355</b>	<b>827806</b>	<b>22.72</b>	<b>612301</b>	<b>215505</b>	<b>827806</b>	<b>22.73</b>	<b>—</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>328051</b>	<b>685030</b>	<b>1013081</b>	<b>27.81</b>	<b>674376</b>	<b>338705</b>	<b>1013081</b>	<b>27.81</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand total (A+B+C)</b>	<b>2958170</b>	<b>685030</b>	<b>3643200</b>	<b>100.00</b>	<b>3304495</b>	<b>338705</b>	<b>3643200</b>	<b>100.00</b>	<b>-</b>

Note : Share holding at the beginning of the year and at the end of the year has been regrouped wherever necessary.

**ii) Shareholding of Promoters**

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding 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	
Cressida Traders Pvt. Ltd.	835000	22.92	0	835000	22.92	0	-
Anand Chandulal Arya	986611	27.08	700000	986611	27.08	700000	-
Anand Kumar Arya HUF	58510	1.61	0	58510	1.61	0	-
Indu Anand Arya	734848	20.17	700000	734848	20.17	700000	-
Aman Anand Arya	15150	0.42	0	15150	0.42	0	-
<b>Total</b>	<b>2630119</b>	<b>72.19</b>	<b>1400000</b>	<b>2630119</b>	<b>72.19</b>	<b>1400000</b>	<b>-</b>

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

	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
At the beginning of the year	NO CHANGE DURING THE YEAR			
Datewise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	NO CHANGE DURING THE YEAR			
At the end of the year	NO CHANGE DURING THE YEAR			



iv) Shareholding Pattern Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Shareholding at the beginning of the year			Shareholding at the end of the year		
For Each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	For Each of the Top 10 Shareholders	No. of Shares	% of total shares of the Company
Swati Bajranglal Bardia	142050	3.90	Swati Bajranglal Bardia	142050	3.90
Urmila Bajrang Bardia	109800	3.01	Urmila Bajrang Bardia	*142500	3.91
Ashok Kumar Khajanchi HUF	*32600	0.90			
Shyam Sunder Agarwal	11040	0.30	Shyam Sunder Agarwal	11040	0.30
Anil Kumar Chandulal	10500	0.29	Anil Kumar Chandulal	10500	0.29
Mahesh P. Vora	10375	0.28	Mahesh P. Vora	10375	0.28
Gautam Kumar Surana	7500	0.21	Gautam Kumar Surana	7500	0.21
Arun Jain	4800	0.13	Arunkumar Lekhraj Jain	4800	0.13
Indira Sanjay Baxi	3750	0.10	Indira Sanjay Baxi	3750	0.10
Shashi Subhodh	2850	0.08	Shashi Subhodh	2850	0.08
			Santosh Vijay Agarwal	2760	0.08

\*Change in holding is due to purchase/sale of shares during the year.

v) Shareholding of Directors and Key Managerial Personnel (KMP)

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
Mr. Anand Arya, Chairman & Whole-time Director				
At the beginning of the year	986611	27.08	986611	27.08
Date wise Increase / Decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	—	—	—	—
At the end of the year	986611	27.08	986611	27.08

V. INDEBTEDNESS

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

( In Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness Crores
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal amount	9.95	9.67	-	19.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>*Total (i+ii+iii)</b>	<b>9.95</b>	<b>9.67</b>	<b>-</b>	<b>19.62</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	10.37	-	-	10.37
Reduction	-	8.47	-	8.47
<b>Net Change</b>	<b>10.37</b>	<b>(8.47)</b>	<b>-</b>	<b>1.90</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	20.32	1.20	-	21.52
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>20.32</b>	<b>1.20</b>	<b>-</b>	<b>21.52</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration of Managing Director, Whole-time Director and/or Manager:**

Sr.No.	Particulars of Remuneration	Mr. Anand Arya	Total Amount
	- Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Nil	Nil
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2.	Stock Options	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- As % of profit	-	-
	- Others, specify.....	-	-
5.	Others, please specify	-	-
	Total (A)	Nil	Nil

**B. Remuneration to other Directors :  
Independent Directors**

Sr.No.	Particulars of Remuneration	Name of Director				Total Amount
		Mr. Suresh John	Ms. Rukmani Iyer	Mr. Janardan Joshi	Mr. S.K.Tambawalla	
1.	- Fee for attending Board/ Committee Meetings	2500	500	1500	2500	7000
2.	- Commission	-	-	-	-	-
3.	- Other, please Specify	-	-	-	-	-
	Total (B)(1)	2500	500	1500	2500	7000

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

Sr.No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount ' Lakhs
1.	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-
	b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-
	c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	- As % of profit	-	-
	- Others specify....	-	-
5.	Others, please specify	-	-
	Total (C)	-	-

**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)
<b>A. COMPANY</b> Penalty Punishment Compounding			NONE		
<b>B. Directors</b> Penalty Punishment Compounding			NONE		
<b>C. OTHER OFFICERS IN DEFAULT</b> Penalty Punishment Compounding			NONE		



## Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2015.

### 1. Corporate Governance:

Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct, its Fraud Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchanges.

### 2. Board of Directors:

2.1 The Board of Directors comprises both Executive and Non-Executive Directors with not less than fifty percent of the Board of Directors comprising of Non Executive Directors. Half of the Board comprises of Independent Directors. The Executive and Non-Executive Directors are expert professionals in their respective fields. The provisions for appointment of Directors, their Powers and Meetings are contained in the Articles of Association of the Company. During the previous financial year Five Board Meetings were held on 28<sup>th</sup> April, 2014, 13<sup>th</sup> August, 2014, 13<sup>th</sup> November, 2014, 13<sup>th</sup> February, 2015 and 28<sup>th</sup> March, 2015. The particulars of Board Meetings and Annual General Meetings attended by the Directors and other details of the Board of Directors as on 31<sup>st</sup> March, 2015 are given hereunder.

Name of the Directors	Category	Date of Appointment	No. of other Director-ships held including this company	No. of Meetings attended during financial year 01.04.14 to 31.03.15	Attendance at the last A.G.M.	No. of Membership/ Chairmanship in Committees across all the Companies
Mr. Anand Arya (AA) (Promoter)	Chairman & Whole-time Director	26.09.1985	4	5	Yes	Chairmanship-2 Membership - Nil
Mr. Suresh John (SJ)	Non Executive Director	04.06.1996	1	5	Yes	Chairmanship- Nil Membership - 4
Mr. S.K. Tambawalla (SKT)	Independent Director	28.03.2009	2	5	Yes	Chairmanship-5 Membership - 1
Mr. Janardan Joshi (JJ)	Independent Director	30.06.2009	1	3	Yes	Chairmanship- 1 Membership-2
Ms. Rukmani Iyer (RI)	Non-Executive Director	28.03.2015	3	1	-	Chairmanship- 1 Membership- 6

2.2 Details of sitting fees, remuneration, etc. paid to Directors during the year ended 31<sup>st</sup> March, 2015:

Name of the Directors	Remuneration paid during the year (Rs.)	Sitting Fees paid during the year (Rs.)	Total (Rs.)
Mr. Anand Arya, Chairman & Managing Director	—	—	—
Mr. Suresh John, Non Executive Director	—	2,500/-	2500/-
Mr. S.K. Tambawalla	—	2,500/-	2,500/-
Mr. Janardan Joshi	—	1500/-	1500/-
Ms. Rukmani Iyer	—	500/-	500/-



**2.3 Other Provisions as to Board and Committee:**

The Board Meetings are held at least four times in a year with a maximum time gap of four months between any two meetings. None of the Directors of the Company is a member of more than ten Committees or acts as a Chairman of more than five Committees across all Companies in which he is a Director. Every Director has informed the Company about Committee positions he occupies in other Companies.

**2.4 Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The Code of Conduct is posted on the website of the Company. All the Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct for the current year.

**2.5 Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 13<sup>th</sup> February, 2015 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

**2.6 Declaration by Independent Directors:**

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**3. Committees of the Board**

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

**3.1 Audit Committee- Mandatory Committee**

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**Brief description of terms of reference:** To review the financial reporting process and financial statements, the accounting policies and practices and to examine the accounting, taxation and disclosure aspect of significant transactions and other items as per clause 49 II (D) of the Listing Agreement.

The Audit Committee comprises of four Directors with the majority of them being Independent Directors. The Chairman of the Audit Committee is an Independent Director having financial and accounting knowledge. The Chairman of the Audit Committee was present at the Annual General Meeting to answer shareholders' queries.

The Composition of the Audit Committee as on 31<sup>st</sup> March, 2015 was as under:

- |   |                                   |
|---|-----------------------------------|
| 1. Mr. S.K. Tambawalla (SKT) - Chairman | 3. Mr. Suresh John (SJ) - Member  |
| 2. Mr. Janardan Joshi (JJ) - Member     | 4. Ms. Rukmani Iyer (RI) - Member |

Meetings and attendance during the year from April, 2014 to March, 2015:

Date of Meeting	Attendance Recorded			
	SKT	SJ	JJ	RI
28.04.2014	Yes	Yes	Yes	---
13.08.2014	Yes	Yes	No	---
13.11.2014	Yes	Yes	No	---
13.02.2015	Yes	Yes	Yes	---



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

**3.2 Stakeholders' Relationship Committee- Mandatory Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee", under Chairmanship of a Independent Director to look into the redressal of shareholders complaints.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

Composition, names of members and Chairperson of Shareholders Grievance Committee	1. Mr. Janardan Joshi (Chairman) (Independent Director) 2. Mr. Suresh John (Member) (Non-Executive Director) 3. Ms. S.K.Tambawalla (Member) (Independent Director)
Name and designation of Compliance Officer	Upto 31.03.2015 Mr. Suresh John From 01.04.2015 Mr. Niralbhai K. Sodavadiya
Number of shareholders complaints received so far	During the year under review, Company did not received Any complaint from the shareholders.
Number not solved to the satisfaction of shareholders	Nil
Number of pending share Grievance	Nil

**3.3 Nomination and Remuneration (N&R) Committee – Mandatory Committee**

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee".

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

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

The Composition of the Nomination and Remuneration Committee as on 31<sup>st</sup> March, 2015 was as under:

- |                              |   |          |
|------------------------------|---|----------|
| 1. Mr. S.K. Tambawalla (SKT) | - | Chairman |
| 2. Mr. Suresh John (SJ)      | - | Member   |
| 3. Mr. Janardan Joshi (JJ)   | - | Member   |



In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

#### 3.4 Corporate Social Responsibility (CSR) Committee Mandatory Committee

In accordance with the requirements laid down in Section 135 of the Companies Act, 2013 and the Rules framed thereunder, the Board of the Company has constituted a Corporate Social Responsibility (CSR) Committee consisting of three Directors.

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

To review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;

To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as at March 31, 2015 is as under:

Anand Arya	Chairman & Whole-time Director
Suresh John	Non-Executive Director
Rukmani Iyer	Independent Director

#### CSR Policy

Your Company has developed a CSR Policy which is carried in this Annual Report. Additionally, the CSR Policy has been uploaded on the website of the Company at [www.premiersynthetics.com](http://www.premiersynthetics.com)

#### 4. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

#### 5. VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

#### 6. REMUNERATION POLICY

- I. In determining the remuneration of the Senior Management Employees (i.e. KMPs and Executive Committee Members) the N&R Committee shall ensure / consider the following:
  - i. the relationship of remuneration and performance benchmark is clear;
  - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
  - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance, industry benchmark and current compensation trends in the market.
- II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into



account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

**7. PERFORMANCE EVALUATION OF THE DIRECTORS ETC.**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**8. RISK MANAGEMENT POLICY**

Pursuant to the requirement of Clause 49 of the Listing Agreement and the Companies Act, 2013 the Company has framed a Risk Management policy.

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

The key business risks identified by the Company and its mitigation plans are as under:

**Project Risks:**

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

**Competition Risks:**

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

**Occupational Health & Safety Risks:**

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

**9. RELATED PARTY TRANSACTIONS POLICY**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the





Audit Committee and the Board of Directors for their approval on a quarterly basis. The statement is supported by a Certificate from the CEO & MD and the CFO. The Company has developed a Related Party Transactions Manual, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

10. MANAGEMENT:

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

Disclosures by Management

- a) All details of financial and commercial transactions where Directors may have an interest are provided to the Board and interested Directors neither participate in the discussion, nor do they vote on such matters. There are no transactions of material nature with the promoters, Directors or their relatives, etc. that may have potential conflict with the interests of the Company.
b) As required by Accounting Standard AS-18, details of related party transactions are given in Schedule containing notes forming part of Balance Sheet and Profit & Loss Account.

11. COMPLIANCE CERTIFICATE:

Compliance Certificate for Corporate Governance from Auditors of the Company is annexed herewith.

12. GENERAL BODY MEETINGS:

Location and time of last three AGM's held:

Table with 4 columns: Location, Date, Time, Special Resolution Passed. Rows include AGM details for 21.06.2012, 12.08.2013, and 22.08.2014.

Details of Resolution passed through postal ballot, the persons who conducted the postal ballot exercise and details of the voting pattern

During the year under review, no resolution has been passed through the exercise of postal ballot.

13. DISCLOSURES:

- a) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with interests of company at large: Nil
b) Accounting Treatment: In the preparation of financial statement the Company has followed the prescribed Accounting Standards.
c) There was no non-compliance by the Company. No penalties and strictures were imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

14. MEANS OF COMMUNICATION:

- a) The quarterly reports are published through Stock Exchanges and publication in newspapers in English and Marathi.
b) The information of investors' interest is communicated either directly to the shareholders or through stock exchanges.
c) Website of the Company is www.premiersyntheticsltd.com
The Website of the Company is periodically updated & results (Quarterly, Half Yearly, & Yearly) are posted on the same.
d) Official news releases are also posted on the Website.



15. General Shareholder Information:

Annual General Meeting Date, Time and venue	Wednesday, 5 <sup>th</sup> day of August, 2015 at 3.00 p.m at JBF House, 02 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi, Mumbai - 400 002
Financial Year	1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015
Date of Book Closure	Thursday, 30 <sup>th</sup> July, 2015 to Tuesday 04 <sup>th</sup> August, 2015(Both days inclusive)
Dividend Payment Date	N.A
Listing on Stock Exchange	BSE Stock Code – 509835
Demat ISIN No.	INE 940N01012 (NSDL & CDSL)

16. Market price data - high, low during each month in the last financial year

Months	High ( Rs. )	Low ( (Rs.)	No. of Shares traded
April, 2014	11.07	10.52	33650
May, 2014	10.55	10.03	200
June, 201	---	---	---
July, 201	---	---	---
August, 2014	11.07	11.07	100
September, 2014	11.25	11.00	100
October, 2014	---	---	---
November, 2014	---	---	---
December, 2014	---	---	---
January, 2015	---	---	---
February, 2015	---	---	---
March, 2015	---	---	---

16.1. Registrar & Transfer Agent:

Sharex Dynamic (India) Pvt. Ltd.  
 Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (West), Mumbai – 400 072  
 Telephone : 022-2851 5606, 2851 5644 Fax : 022-2301 2885  
 Email id : sharexindia@vsnl.com

17. Share Transfer System

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

18. Distribution of Shareholding as on 31.03.2015

Share holding of nominal value of (Rs.)	Number of Shareholders	% to Total	No. of Shares	Amount (In Rs.)	% to Total
UPTO - 5,000	350	84.13	52031	520310	1.43
5,001 - 10,000	27	6.50	20150	201500	0.55
10,001 - 20,000	11	2.64	16050	160500	0.44
20,001 - 30,000	7	1.68	17310	173100	0.48
30,001 - 40,000	1	0.24	3750	37500	0.10
40,001 - 50,000	1	0.24	4800	48000	0.13
50,001 - 1,00,000	3	0.72	22500	225000	0.62
1,00,001 & above	16	3.85	3506609	35066090	96.25
	<b>416</b>	<b>100</b>	<b>3643200</b>	<b>36432000</b>	<b>100.00</b>



9. Shareholding Pattern as on 31<sup>st</sup> March, 2015:

Sr. No.	Category	No. of Shareholders	No. of shares held	Percentage of Shareholding	No of Shares Pledged	% of Pledged Shares
A.	<b>Promoters holding</b>					
1.	<b>Promoters</b>					
	- Indian Promoters	5	26,30,119	72.19	1400000	53.23
	- Foreign Promoters		0	0.00	0	0.00
2.	Persons acting in concert		0	0.00	0	0.00
	<b>Sub - Total</b>	<b>5</b>	<b>26,30,119</b>	<b>72.19</b>	<b>1400000</b>	<b>53.23</b>
B.	<b>Non-Promoters Holding</b>					
3.	<b>Institutional Investors</b>					
A	Mutual Funds and UTI	2	1,56,375	4.29	0	0.00
b.	Banks, Financial Institutions, Insurance Companies (Central/State Gov. Institutions/ Non-Government Institutions)	2	28,900	0.79	0	0.00
c.	Fils	0	0.00	0	0.00	0.00
	<b>Sub - Total</b>	<b>4</b>	<b>185275</b>	<b>5.08</b>	<b>0</b>	<b>0.00</b>
4.	<b>Others</b>					
a.	Private Corporate Bodies	16	3,94,400	10.83	0	0.00
b.	Indian Public	391	4,33,406	11.90	0	0.00
c.	NRIs/OCBs		0	0.00	0	0.00
d.	Any other (Please specify)		0	0.00	0	0.00
	<b>Sub - Total</b>	<b>407</b>	<b>827806</b>	<b>22.73</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND - TOTAL</b>	<b>416</b>	<b>3643200</b>	<b>100.00</b>	<b>14,00,000</b>	<b>38.43</b>

<b>Dematerialization of shares and Liquidity :</b>	The shares of the Company are in Compulsory Demat segment and are available for Demat with CDSL & NSDL As on 31 <sup>st</sup> March, 2015, 33,04,495 Equity Shares of the Company representing 90.70% of the Company's share Capital has been Dematerialized. Under the depository system, the International Securities Identification Number (ISIN) allotted to the Company's Shares is INE 940N01012.
<b>Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:</b>	Nil
<b>Plant Location :</b>	Block NO. 835(P),836 & 837 Mouje Rakanpur, Village - Santej Taluka - Kalol, Distt. Mehsana, (Gujarat).
<b>Address for Correspondence :</b>	Premier Synthetics Limited JBF House, 2 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002. Tel. 2208 5951/52 Email Id : premiersyntheticsltd@gmail .com
<b>Name of the Contact Person :</b>	Mr. Niralbhai K. Sodavadiya JBF House, 2 <sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002 Tel. No. 2208 5951/52



CODE OF CONDUCT DECLARATION

Pursuant to Clause 49I(D) of the Listing Agreement entered into with the Stock Exchanges, I hereby declare that the Company has obtained affirmative compliance with the Code of Conduct from all the Board members and Senior Management personnel of the Company.

CEO/CFO CERTIFICATION

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

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year 2014-2015 which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps have been taken or proposed to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee that there are no :
  - i. significant changes in internal control during the year ended 31<sup>st</sup> March, 2015.
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Premier Synthetics Limited

Sd/-

Anand Arya

Chairman & Whole-time Director

Sd/-

Suresh John

Director

Place : Mumbai

Date : 11<sup>th</sup> May,2015



**CERTIFICATE**

The Members of  
**Premier Synthetics Limited**

We have examined the compliance of conditions of corporate governance by **Premier Synthetics Limited**, for the year ended on 31<sup>st</sup> March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The Compliance of conditions for corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representation made by the Directors and Management, we certify that the Company has complied with the conditions on Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the record maintained by the Stakeholder's Relationship Committee.

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

**For P. C. Surana & Co.**  
Chartered Accountants  
(Registration No. 110631W)

**P. C. Surana**  
Partner  
M.No.17136

Place : Mumbai.  
Dated : 11<sup>th</sup> May, 2015



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT -2014-15

a) Industry Structure & Development:

India's macro-economic scenario remained gloomy during the first half of the financial year 2014-15. With the National Elections having resulted in a resounding majority to a single political party, general sentiment has since improved substantially. The government envisages GDP growth to accelerate to 8% in F.Y. 2016 driven by strengthening macroeconomic fundamentals and implementation of policy reforms recently announced. Reforms currently underway such as GST implementation, Labour Reforms etc. are expected to provide the requisite thrust for growth in the medium-term.

The Indian Textile Industry is one of the oldest and largest industries in the country. It offers employment opportunities to substantial number of skilled and unskilled manpower and is considered to be second largest employment generator after agriculture.

The Indian Textile Industry is having fragmented structure with dominance of small manufacturers spread across the country. Due to various constraints faced by small-scale operators the industry faces low margins and productivity. The fragmentation of supply base is a great barrier in achieving integration. Availability of skilled manpower is positive strength of the Indian textile Industry.

b) Segment-wise or Product-wise Performance:

The Company is having only spinning unit. The spinning unit of the Company is engaged in jobwork and performance of unit witnessed a lower turnover and profit during the reporting period. Necessary steps are being taken to improve the performance.

c) Outlook, Opportunities, Threats, Risks & Concerns:

The immediate outlook for the industry in which the Company is operating is enthusiastic, as the demand for the Denim fabrics never fades away. Hence the Company is optimistic about the long term prospects of the industry.

d) Internal Control System and their adequacy:

The Company has a proper and adequate system of internal control to ensure that all resources are put to efficient use and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

The Company's internal control systems are periodically tested and certified by the Company's statutory as well as the internal auditors.

e) FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2015	For the year ended 31 <sup>st</sup> March, 2014
Gross Income	1620.26	2245.43
Profit before Interest, Depreciation & tax	421.28	492.86
Less : Interest	99.43	172.97
Less : Depreciation	255.55	255.33
Profit before exceptional items and tax	66.33	64.56
Add : Exceptional Items	(51.07)	0.00
Profit before Tax	15.26	64.56
Less : Provision for Tax	0.03	(199.19)
Profit after tax	15.23	263.75
Add : Profit/(Loss) brought forward from previous year	(3351.15)	(3614.90)
Balance Carried Forward to Next Year	(3335.92)	(3351.15)

e) Human Resources:

The company considers human resources as one of the vital and important factors for sustained growth. The human resources strategy is to attract talent in the industry, develop and upgrade their skill and competence on the job and ensure employees satisfaction through reward, appreciation and development of environment based on culture and values nurtured by the Group over the years.

f) Cautionary Statement :

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

For Premier Synthetics Limited

Place : Mumbai  
Date: 11th May, 2015

Anand Arya  
Chairman & Whole-time Director



## Independent Auditors' Report

To the Members of

PREMIER SYNTHETICS LIMITED

### Report on the Financial Statements

1. We have audited the accompanying Financial Statements of PREMIER SYNTHETIC LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended and a Summary of Significant Accounting Policies and other Explanatory Information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. 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.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the

audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. 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

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we further report 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 appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.
  - i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For P.C. SURANA & CO.  
Chartered Accountants  
(Registration No. 110631W)

(P.C.Surana)

Place: Mumbai

Partner

Date: 11<sup>th</sup> May, 2015

Membership No. 17136

**Annexure referred to in paragraph 9 of Our Report of even date to the Members of PREMIER SYNTHETICS LIMITED ("the Company") on the accounts of the Company for the year ended 31st March, 2015**

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

- (i) In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of information available.
  - (b) As explained to us, the management during the year has physically verified the fixed assets in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) In respect of its inventories:
  - (a) As explained to us, the management has physically verified inventories during the year. In our opinion the frequency of verification is reasonable
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification as compared to the book records.
- (iii) In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013:
  - a) The principal amounts are repayable on demand and the loans/ advances given are interest free.
  - b) In respect of the said loans/advances and interest thereon, there are no overdue amounts.





- (iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi) The Central Government has prescribed maintenance of cost records under section 148(1) of the Companies Act, in respect of products of the Company.
- (vii) In respect of statutory dues:
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally deposited regularly with the appropriate authorities in India.
  - (b) According to the information and explanations given to us there are no disputed dues in respect of Sales Tax, Income Tax, Wealth Tax, Service Tax and Custom Duty except demand of Excise Duty of Rs.14.40 lakhs for the financial years 2001 to 2004 raised by The Commissioner of Central Excise, Ahmedabad against which the Company is in appeal before the Central Excise and Service Tax Appellate Tribunal, Ahmedabad.
  - (c) There has not been any occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
- (viii) The Company has accumulated losses of Rs. 3335.92 lacs at the end of the Current Year (Previous Year Rs. 3351.15 lacs). It did not incur any cash loss during the current year under report as well as in the immediately preceding previous year.
- (ix) According to the explanations and information given to us, the Company does not have any outstanding amount payable to any bank or financial institution or debenture holders as at balance sheet date.
- (x) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) The term loans raised by the Company have been applied by the Company for the purpose for which such loans were obtained.
- (xii) During the course of our examination of the books and records of the company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the course of our audit nor have we been informed of any such instance by the Management

For P.C. SURANA & CO.  
Chartered Accountants  
(Registration No. 110631W)

(P.C.Surana)

Place: Mumbai

Partner

Date: 11<sup>th</sup> May, 2015

Membership No.17136



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015**

(Amount in Rs.)

Particulars	Note No.	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<b>I EQUITY &amp; LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
a) Share Capital	2	131,432,000	131,432,000
b) Reserves & Surplus	3	12,563,287	89,752,389
c) Money received against share warrants		-	-
		<u>143,995,287</u>	<u>221,184,389</u>
<b>2 Share application money pending allotment</b>			
<b>3 Non-current Liabilities</b>			
a) Long-term borrowings	4	-	154,537,269
b) Other long term liabilities	5	70,000,000	110,000,000
c) Long-term provisions for employees benefits		5,321,247	5,277,480
		<u>75,321,247</u>	<u>269,814,749</u>
<b>4 Current Liabilities</b>			
a) Short-term borrowings	6	37,473,630	41,697,500
b) Trade payables		13,613,263	16,188,954
c) Other current liabilities	7	177,838,611	1,089,500
d) Short-term provisions		-	-
		<u>228,925,504</u>	<u>58,975,954</u>
<b>TOTAL</b>		<u><u>448,242,038</u></u>	<u><u>549,975,092</u></u>
<b>II ASSETS</b>			
<b>1 Non-current Assets</b>			
a) Fixed Assets			
i) Tangible Assets	8	289,393,845	364,143,981
ii) Intangible Assets		-	-
iii) Capital Work-in-Progress		94,389	-
iv) Intangible Assets under development		-	-
b) Non-current Investments	9	25,000,000	25,000,000
c) Deferred tax assets (net)	10	57,500,000	57,500,000
d) Long-term loans and advances		-	-
e) Other non-current assets		-	-
		<u>371,988,234</u>	<u>446,643,981</u>
<b>2 Current Assets</b>			
(a) Current Investments	11	12,450,000	29,457,000
(b) Inventories	12	4,834,436	19,937,452
(c) Trade Receivables	13	50,362,195	42,952,573
(d) Cash and Cash equivalents	14	257,336	395,551
(e) Short-term loans and advances	15	382,357	2,272,213
(f) Other current assets	16	7,967,480	8,316,322
		<u>76,253,804</u>	<u>103,331,111</u>
<b>TOTAL</b>		<u><u>448,242,038</u></u>	<u><u>549,975,092</u></u>
<b>Significant Accounting Policies</b> 1			
<b>Notes forming part of the Financial Statements</b> 2-34			

As per our report of even date  
For P.C. Surana & Co.  
Chartered Accountants  
(Registration No. 110631W)

P.C. Surana  
Partner  
M.No. 17136

Place :- Mumbai  
Date :- 11<sup>th</sup> May, 2015

For and on behalf of the Board

Anand Arya  
Chairman & Wholtime Director

S. K. Tambawalla  
Director



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Particulars	Note No.	(Amount in Rs.)	
		2014-15 Rs.	2013-14 Rs.
(I) Revenue from Operations	17	161,658,633	223,573,316
(II) Other Income	18	367,295	970,373
(III) Total Revenue (I) + (II)		<u>162,025,928</u>	<u>224,543,689</u>
(IV) EXPENSES			
Purchases in Stock in Trade		-	71,051,569
Changes in inventories of finished goods, work in progress and Stock-in-trade	19	14,620,804	(14,740,835)
Employee benefits expenses	20	25,885,061	25,794,354
Finance Costs	21	9,943,101	17,296,616
Depreciation and amortization expenses	22	25,554,901	25,533,424
Other expenses	23	79,388,802	93,152,069
Total Expenses		<u>155,392,669</u>	<u>218,087,197</u>
(V) Profit before Exceptional Items & Taxes		6,633,259	6,456,492
(VI) Exceptional Items - (Net)	24	(5,106,500)	-
(VII) Profit before tax (V+VI)		1,526,759	6,456,492
(VIII) Tax Expenses :			
(1) Current tax		-	-
(2) Deferred tax		-	(19,918,950)
(3) Adjustment in Taxation in Earlier Years	3,130	3,130	-
		<u>3,130</u>	<u>(19,918,950)</u>
(IX) Net Profit After Tax		1,523,629	26,375,442
(X) Earning Per Equity Share	25		
Before Exceptional Itmes			
1. Basic		1.82	7.24
2. Diluted		1.82	7.24
After Exceptional Itmes			
1. Basic		0.42	7.24
2. Diluted		0.42	7.24
Significant Accounting Policies	1		
Notes forming part of the Financial Statements	2-34		

As per our report of even date  
For P.C. Surana & Co.  
Chartered Accountants  
(Registration No. 110631W)

P.C. Surana  
Partner  
M.No. 17136

Place :- Mumbai  
Date :- 11<sup>th</sup> May, 2015

For and on behalf of the Board

Anand Arya  
Chairman & Wholetime Director

S. K. Tambawalla  
Director



Cash Flow statement for the year ended 31st March 2015

(Amount Rs.in lacs)

	March 31,2015	March 31,2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax after Exceptional Items as per Statement of Profit and Loss	15.26	64.56
Adjusted for:		
Depreciation	255.55	255.33
Sundry Credit Balance Written back	-	(2.10)
Sundry Balances Written off	-	4.89
Fixed Assets Discarded	80.21	0.76
(Profit) Loss on Sale of Fixed Assets	(75.96)	7.64
Loss on Sale of Investments	51.07	21.43
Interest income earned	(3.67)	(7.10)
Finance Cost	99.43	172.97
<b>Operating Profit before working capital changes</b>	<b>421.89</b>	<b>518.39</b>
Adjusted for:		
Trade and other receivables	(53.52)	902.25
Inventories	151.03	(147.02)
Trade and others Payables	(35.33)	(251.88)
<b>Cash Generated from Operations</b>	<b>484.07</b>	<b>1,021.74</b>
Adjusted for:		
Direct Tax Refund (Net of Payment)	1.78	(0.64)
<b>Net Cash from Operating activities</b>	<b>485.85</b>	<b>1,021.10</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Investments	-	(50.00)
Sale of Investments	119.01	31.26
Purchase of Fixed Assets	(5.24)	(22.01)
Sales of Fixed Assets	492.00	27.50
<b>Net Cash Flow from Investing Activities</b>	<b>605.77</b>	<b>(13.25)</b>
<b>C. Cash Flow from Financing activities:</b>		
Long term borrowings (Net)	(955.00)	(314.63)
Short term borrowings (Net)	(42.24)	(531.22)
Finance Cost	(99.43)	(172.97)
Interest earned	3.67	7.10
<b>Net cash from Financing Activities</b>	<b>(1,093.00)</b>	<b>(1,011.71)</b>
<b>Net Increase/(Decrease) in cash</b>	<b>(1.38)</b>	<b>(3.85)</b>
Opening Balance of Cash & Cash equivalents	3.95	7.80
<b>Closing Balance of Cash &amp; Cash equivalents</b>	<b>2.57</b>	<b>3.95</b>

As per our report of even date  
For P.C. Surana & Co.  
Chartered Accountants  
(Registration No. 110631W)

P.C. Surana  
Partner  
M.No. 17136

Place :- Mumbai  
Date :- 11<sup>th</sup> May, 2015

For and on behalf of the Board

Anand Arya  
Chairman & Wholetime Director

S. K. Tambawalla  
Director



**Notes on Financial Statements for the Year Ended on 31st March, 2015**

**"1" SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956, ("the 1956 Act") which continues to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated September 13, 2013 Act, as applicable.

**Use of Estimates**

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates.

Any change in such estimates is recognized prospectively.

**General**

Accounting policies not specifically referred to otherwise be in consistence with earlier years and in consonance with generally accepted accounting principles.

Expenses and income considered payable and receivable respectively are accounted for on accrual basis.

**Sales**

Sales are accounted on mercantile basis, when the sale of goods is completed.

Service charges are billed to the customers on completion of their production order.

**Valuation of Inventories**

Inventories of Raw materials and Work in progress are valued at cost.

Stocks in Trade and Stock of Finished Goods are valued at lower of cost and net realisable value.

**Fixed Assets**

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use.

**Depreciation / Amortization**

Depreciation on the fixed assets is charged on straight line method over the estimated useful lives of the assets.

Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis with reference to the month of addition or deletion.

No amortization is made for leasehold land, which are under Perpetual lease.

Fixed Assets costing Rs.5000/- or less are fully depreciated in the year of purchase.

**Investments**

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other



investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline, other than temporary, in the value of such investments.

#### **Foreign Currency Transactions**

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

#### **Retirement Benefits**

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

#### **Taxes on Income**

Income Tax is computed in accordance with Accounting Standard 22, "Accounting for Taxation on Income" issued by the ICAI.

Provision for current income tax is made in accordance with the provisions of Income tax- Act, 1961.

The differences between taxable income and net profit or loss before tax for the year, as per the financial statements, are identified and the tax effect of the deferred tax asset or deferred tax liability is recorded for timing differences i.e. differences that originate in one accounting period and reverse in another.

Deferred tax assets are recognised only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

#### **Provision, Contingent Liabilities and Contingent Assets**

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

#### **Earning per share**

Basic and diluted earnings per share are computed in accordance with Accounting Standard-20 Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

#### **Impairment of Assets**

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

#### **Extra ordinary and exceptional items**

Income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the Company are classified as extraordinary items. Specific disclosure of such events/transactions is made in the financial statements. Similarly, any external event beyond the control of the Company, significantly impacting income or expense, is also treated as extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to the financial statements.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

"2" Share Capital	(Amount in Rs.)	
	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<b>Authorised</b>		
1,00,00,000 (Previous Year -1,00,00,000)		
Equity Shares of Rs.10 each	100,000,000	100,000,000
20,00,000 (Previous Year -20,00,000)		
Preference Shares of Rs.100 each	200,000,000	200,000,000
	<u>300,000,000</u>	<u>300,000,000</u>
<b>Issued,Subscribed &amp; Fully paid up</b>		
<b>Cumulative Redeemable Preference Shares</b>		
0% 9,50,000 (Previous Year -0% 9,50,000 ) Redeemable Cumulative	95,000,000	95,000,000
Non Convertible Preference Share of Rs.100 each		
<b>Equity Shares</b>		
36,43,200 (Previous Year -36,43,200) Equity Shares of Rs.10 each fully paid up of Rs.10 each	36,432,000	36,432,000
	<u>131,432,000</u>	<u>131,432,000</u>

Note: (i) Reconciliation of number of above shares outstanding at the beginning and at the end of the year is not given as there is no change in number of shares and amount in above share capital from the previous year.

(ii) Preference Shares are Redeemable on 30.09.2015 and carry no dividend right.

Details of Share holding more than 5% Shares:-

	No. of shares	% held	No. of shares	% held
<b>Cumulative Redeemable Preference Shares</b>				
i) 0% (Previous Year 0%) Redeemable Cumulative				
Non Convertible Preference Share				
Blue Blends (India) Limited	950,000	100.00	800,000	84.21
Blue Blends Equity Limited			150,000	15.79
<b>Equity Shares</b>				
Anand Arya	986,611	27.08	986,611	27.08
Indu Arya	734,848	20.17	734,848	20.17
Cressida Traders Pvt. Ltd.	835,000	22.92	835,000	22.92



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<b>"3" Reserves &amp; Surplus</b>		
<b>Securities Premium Reserve</b>		
Balance as per last Balance Sheet	32,210,000	32,210,000
<b>Revaluation Reserve</b>		
Balance as per last Balance Sheet	150,000,000	-
Reserve created during the year on revaluation of land	150,000,000	150,000,000
<b>General Reserve</b>		
Balance as per last Balance Sheet	-	-
Less: Transferred to Profit and Loss Account	-	-
<b>Capital Reserve</b>		
Balance as per last Balance Sheet	242,657,550	242,657,550
Less: Reversal of waiver by the secured lender	78,712,731	-
<b>Profit and Loss Account</b>		
Balance as per last Balance Sheet	(335,115,161)	(361,490,603)
Add : Profit for the Current Year	1,523,629	26,375,442
	<u>(333,591,532)</u>	<u>(335,115,161)</u>
	<u>12,563,287</u>	<u>89,752,389</u>
<b>"4" Long term borrowings</b>		
<b>Secured</b>		
<b>Term Loans</b>		
From Others - Edelweiss Asset Reconstruction Co. Ltd.	177,750,000	99,537,269
<b>Unsecured</b>		
- From Related Parties	-	55,000,000
- From others	-	55,000,000
	<u>-</u>	<u>154,537,269</u>
<b>"4.1"</b> The Secured Term Loans is secured by hypothecation of Stocks and Book Debts and first charge on the fixed assets of the Company and are personally guaranteed by Promoter Director of the Company Mr. Anand Arya .		
<b>"4.2"</b> Due to default in their repayment and as settled with the assignee of the institutional borrowings of the Company M/s Edelweiss Asset Reconstruction Co. Ltd., the outstanding long term loan of Rs.990.37 lacs has been agreed to be repaid for Rs. 1777.50 lacs by 27/06/2015. The excess amount of Rs. 787.13 lacs to be repaid has been debited to Capital Reserve.		
<b>"5" Other Long Term Liabilities</b>		
From Related parties	70,000,000	70,000,000
From Others	-	40,000,000
	<u>70,000,000</u>	<u>110,000,000</u>





NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<b>"6" Short term borrowings</b>		
a) Secured		
Golden Life Financial Services Pvt. Ltd.	25,458,630	
b) Unsecured, repayable on Demand		
Loans and Advances Repayable on Demand		
- From Related Parties	2,815,000	32,297,500
- From others	9,200,000	9,400,000
	<u>12,015,000</u>	<u>41,697,500</u>
	<u>37,473,630</u>	<u>41,697,500</u>
<b>"7" Other Current Liabilities</b>		
Current maturities of long term Secured debts ( Refer para 4.2 above)	177,750,000	
Other Payables *	88,611	1,089,500
	<u>177,838,611</u>	<u>1,089,500</u>

\* Includes Statutory dues.

**"8" Tangible Assets**

(Amount in Rs.)

Description of Asset	Gross Block			Depreciation					Net Carrying Value	
	As at 01.04.2014 Rs.	Additions Rs.	Deletions Rs.	As at 31.03.2015 Rs.	Upto 31.03.2014 Rs.	For the Year Rs.	Adjustments Rs.	Upto 31.03.2015 Rs.	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
FREEHOLD LAND	153,185,086	-	-	153,185,086	-	-	-	-	153,185,086	153,185,086
LEASEHOLD LAND	3,403,944	-	118,032	3,285,912	-	-	-	-	3,285,912	3,403,944
FACTORY BUILDING	78,570,649	400,015	1,440,353	77,530,311	39,183,889	2,588,393	276,750	41,495,532	36,034,776	39,386,760
PLANT & MACHINERY	489,811,944	-	75,177,237	414,634,707	326,296,792	21,892,710	27,356,325	320,833,177	93,801,528	163,515,152
ELECTRIC INSTALLATION	21,165,015	-	1,077,217	20,087,798	17,401,826	954,170	667,754	17,688,242	2,399,556	3,763,189
FURNITURE & FITTINGS	2,177,760	-	-	2,177,760	1,888,433	19,442	-	1,907,875	269,884	289,327
VEHICLES	826,395	-	18,666	809,729	714,710	55,102	15,957	753,855	55,872	113,685
OFFICE EQUIPMENTS	591,591	7,936	125,156	474,371	263,222	22,470	46,875	238,817	235,554	328,369
COMPUTER	534,640	21,500	100,950	455,190	431,325	18,254	69,268	380,311	74,880	103,315
AIR CONDITIONER	82,507	-	-	82,507	27,353	4,360	-	31,713	50,797	55,154
<b>Total</b>	<b>750,351,531</b>	<b>429,451</b>	<b>78,057,611</b>	<b>672,723,371</b>	<b>386,207,550</b>	<b>25,554,901</b>	<b>28,432,929</b>	<b>383,329,522</b>	<b>289,393,845</b>	<b>364,143,981</b>
Previous Year	656,198,506	152,200,694	58,047,669	750,351,531	415,131,333	25,533,424	54,457,207	386,207,550	364,143,981	
Capital Work -in progress	-	94,389	-	94,389	-	-	-	-	94,389	-

**Note:**

The Lease hold land at Panoli has been taken back by GIDC for non payment of its claim of dues. The Company has settled the dues and has paid them according to the Order of the Maharashtra Tribunal, Mumbai dated 04/05/2012 now the G.I.D.C. is in process of restoring back the possession of the said Land at Panoli. Therefore the dues so paid have been capitalised to the lease hold land.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<b>"9" Non-current Investments</b>		
Trade Investments (At Cost)		
In Preference Shares of Associate Company-		
Quoted, fully paid up		
0.01% 2,50,000 (Previous Year- 0.01% 2,50,000) Redeemable		
Cumulative Non-Convertible Preference Share of Rs.100/-		
each in Blue Blends (India) Limited	25,000,000	25,000,000
<b>Total Non-current Investment</b>	<u>25,000,000</u>	<u>25,000,000</u>
Notes :		
Aggregate Amount of Quoted Investments	25,000,000	25,000,000
<b>"10" Deferred Tax Assests (Net)</b>		
Deferred Tax Assests		
On Unabsorbed Depreciation	57,500,000	57,500,000
	<u>57,500,000</u>	<u>57,500,000</u>
<b>"11" Current Investments</b>		
Other investments (At Cost)		
In Equity Shares of Associate Companies		
Quoted, fully paid up		
4,70,000 (Previous year- 4,70,000) Blue Blends(India) Limited		
of Rs.10/- each	12,450,000	12,450,000
In Equity Shares of a Subsidiary Company		
Unquoted, fully paid up		
Nil (Previous year -1,700,700) Premier Equity Limited	-	17,007,000
of Rs.10/- each	12,450,000	29,457,000
<b>Total Current Investment</b>	<u>12,450,000</u>	<u>29,457,000</u>
Aggregate amount of Quoted investments	12,450,000	12,450,000
Market value of Quoted Investment	6,260,400	4,220,800
Aggregate amount of Unquoted investment	-	17,007,000

Out of above Investments, shares pledged against loans taken by the Company:-

Name of Script	No. of shares	Pledged with
Equity Shares of Blue Blends (India) Ltd.#	400,000	M/S Golden Life Financial Services Pvt. Ltd.

# Unpledged on 30.04.2015 on repayment of the entire loan.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

	As at 31.03.2015 Rs.	(Amount in Rs.) As at 31.03.2014 Rs.
<b>"12" Inventories</b>		
(As taken, valued & certified by the Management.)		
Raw- Materials	-	-
Work - in -progress	-	-
Finished Goods (At lower of cost and net realisable value)	-	-
Stock in Trade	-	14,850,835
Stores & Spare parts	4,080,270	4,355,689
Packing Material	754,166	730,928
	<u>4,834,436</u>	<u>19,937,452</u>
<b>"13" Trade Receivables</b>		
(Unsecured)		
Over Six months		
Considered Good	49,232,268	1,348,443
Considered Doubtful	-	-
	<u>49,232,268</u>	<u>1,348,443</u>
Others (Consider good)	1,129,927	41,604,130
	<u>50,362,195</u>	<u>42,952,573</u>
<b>"14" Cash and Cash Equivalents</b>		
Balances with Bank		
In Current Accounts	173,471	185,782
Cash on hand	83,865	209,769
	<u>257,336</u>	<u>395,551</u>
<b>"15" Short-Term Loans and Advances</b>		
(Unsecured, considered good)		
Advances recoverable in cash or in kind for value to be received		
To related parties	-	-
Others	382,357	2,272,213
	<u>382,357</u>	<u>2,272,213</u>
<b>"16" Other Current Assets</b>		
Balances with Revenue Authorities	63,526	244,441
Deposits with Public bodies	7,903,954	8,071,881
	<u>7,967,480</u>	<u>8,316,322</u>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

	2014-15 Rs.	2013-14 Rs.
<b>"17" Revenue from Operations</b>		
a) Sale of Products (Net)	17,135,809	61,407,343
b) Sale of Services	144,275,240	161,422,552
c) Other Operating Revenues	247,584	743,421
	<u>161,658,633</u>	<u>223,573,316</u>
<b>"17".1 Particulars of Sale of Products</b>		
a) Fabrics	17,084,925	61,183,796
b) Garments	50,884	223,547
	<u>17,135,809</u>	<u>61,407,343</u>
<b>"18" Other Income</b>		
a) Interest income	367,151	710,221
b) Other non-operating income	144	260,152
	<u>367,295</u>	<u>970,373</u>
<b>"19" Changes in Inventories of Finished goods, Stock in progress and Stock-in-trade</b>		
<b>Opening Stock</b>		
Finished Goods	14,850,835	110,000
Less : Goods return	(230,031)	
Semi Finished Goods	-	-
	<u>14,620,804</u>	<u>110,000</u>
<b>Closing Stock</b>		
Finished Goods	-	14,850,835
Semi Finished Goods	-	-
	<u>-</u>	<u>14,850,835</u>
	<u>14,620,804</u>	<u>(14,740,835)</u>
<b>"20" Employees Benefits Expenses</b>		
(a) Salaries and Wages	21,858,162	21,718,871
(b) Contribution to Provident & Other Funds	1,507,340	2,193,764
(c) Employees Welfare & other Amenties	1,898,814	1,881,719
(d) Gratuity	620,745	-
	<u>25,885,061</u>	<u>25,794,354</u>
<b>"21" Finance Cost</b>		
(a) Interest Expenses	9,943,101	17,296,616
(b) Other Borrowing Costs	-	-
	<u>9,943,101</u>	<u>17,296,616</u>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)  
2013-14  
Rs.

2014-15  
Rs.

	2014-15 Rs.	2013-14 Rs.
<b>"22" Depreciation and Amortization Expenses</b>		
Depreciation and amortization	<u>25,554,901</u>	<u>25,533,424</u>
	<u>25,554,901</u>	<u>25,533,424</u>
<b>"23" Other Expenses</b>		
<b>Manufacturing Expenses</b>		
Hank Yarn Obligation	1,942,252	2,101,321
Stores & Spares Consumed	8,224,131	9,302,055
Dyes, Chemicals & Lubricants	52,050	271,712
Testing Expenses	12,188	14,647
Labour & Job Charges	4,550,748	5,190,112
Other Factory Overheads	93,565	89,809
Power and Fuel Charges	48,949,871	49,196,227
Machinery Hire Charges	1,470,000	8,820,000
Repairs to Buildings	307,628	421,874
Repairs to Plant & Machinery	<u>1,140,205</u>	<u>1,520,750</u>
	66,742,638	76,928,507
<b>Sales &amp; Distribution Expenses</b>		
Packing Materials	5,417,739	5,790,496
Sales Promotion & Advertisement Expenses	36,643	61,227
Brokerage, Commission & Discount	10,220	6,742
Freight & Forwarding Charges	<u>2,735,912</u>	<u>2,950,750</u>
	8,200,514	8,809,215
<b>Establishment Expenses</b>		
Rent	231,500	292,426
Rates & Taxes	389,969	329,264
Other Repairs	48,446	75,821
Postage & Telephone	129,726	121,595
Printing & Stationery	306,265	245,709
Travelling Expenses	27,967	22,180
Conveyance Expenses	469,083	504,938
Legal & Professional Charges	185,706	318,963
Bank Charges	80,880	30,992
Annual Listing Fees	121,630	29,495
Director's Sitting Fees	7,000	4,000
Sundry Expenses	648,270	640,674



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

(Amount in Rs.)

		2014-15 Rs.	2013-14 Rs.
Sundry Balances Written Off	-	489,164	
Loss on Sale of Fixed Assets	424,682	764,415	
Loss on Sale of Investment	-	2,142,796	
Fixed Assets Discarded	-	76,045	
Insurance Premium	369,629	337,293	
Security Charges	904,897	888,577	
Auditors' Remuneration	100,000	100,000	
		<u>4,445,650</u>	<u>7,414,347</u>
		<u>79,388,802</u>	<u>93,152,069</u>

Value of Stores Spares , Dyes & Chemicals Consumed

"23.1" Stores & Spares

	Rs	% of Consumption	Rs	% of Consumption
Indegenious	6,224,636	75.69	7,228,231	77.71
Imported	1,999,495	24.31	2,073,824	22.29
	<u>8,224,131</u>	<u>100.00</u>	<u>9,302,055</u>	<u>100.00</u>

"23.2" Value of Imports on CIF Basic

Stores & Spares	1,618,904	2,007,173
	<u>1,618,904</u>	<u>2,007,173</u>

"23.3" Payments to Auditors

Statuary Audit fees	50,000	50,000
Tax Audit fees	25,000	25,000
Taxation Matters	25,000	25,000
	<u>100,000</u>	<u>100,000</u>

"23.4" Expenditure in Foreign Currency

Nil Nil

"24" Exceptional Items

Exceptional Items(Previous Year-Nil) includes: The Exceptional items of Rs 51.07 lacs consist of Loss on sale of investment .



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH, 2015

	2014-15 Rs.	(Amount in Rs.) 2013-14 Rs.
<b>"25" Earning Per Equity Share</b>		
<b>Before Exceptional Itmes</b>		
1. Net Profit/(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	6,630,129	26,375,442
2. Weighted Average number of equity shares used as denominator for calculating EPS	3,643,200	3,643,200
3. Basic and Diluted Earning per Share	1.82	7.24
4. Face Value per equity share ( in Rs)	10.00	10.00
<b>After Exceptional Itmes</b>		
1. Net Profit/(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,523,629	26,375,442
2. Weighted Average number of equity shares used as denominator for calculating EPS	3,643,200	3,643,200
3. Basic and Diluted Earning per Share	0.42	7.24
4. Face Value per equity share ( in Rs)	10.00	10.00
<b>"26" Earning in Foreign Exchange</b>	Nil	Nil

"27" No Provision for taxation has been made in view of the brought forwarded losses

**"28" Related Party Disclosures**

As per Accounting Standard 18, the disclosures of transactions during the year with the related parties are given below:

**Related Parties/Nature of Relationship :**

**Key Managerial Persons**

- Mr. Anand Arya
- Mr. Suresh John
- Mr. S. K. Tambawalla
- Mr. Janardan Joshi

**Associates**

- Blue Blends (India) Ltd.
- Bindal Synthetics Pvt. Ltd
- Blue Blends Leasing Pvt. Ltd.
- Agrawal Synthetics.
- Silvassa Span Yarn Industries.
- Blue Blends Petrochemicals Ltd.
- Cressida Traders Pvt. Ltd.
- Murbad Syntex Pvt. Ltd. (Upto 18.12.2014)
- Entwine Mobisoft Technologies Pvt. Ltd.
- Mr. Aman Arya
- Mrs. Indu Anand Arya



**PREMIER SYNTHETICS LIMITED**

Nature of Transaction	<u>Key Managerial</u> <u>Persons</u>	<u>Associates</u>	<u>Subsidiaries</u>	<u>Total</u>
Job Charges Paid	-	-	-	-
	-	1.07	-	1.07
Job Charges Received	-	1,436.30	-	1,436.30
	-	1,614.23	-	1,614.23
Sale of Finished Goods	-	-	-	-
	-	240.42	-	240.42
Rent Paid	-	0.66	-	0.66
	-	0.72	-	0.72
Interest Paid	45.15	30.54	-	75.69
	78.00	94.96	-	172.96
Remuneration	-	-	-	-
	-	-	-	-
Sitting Fees	0.07	-	-	0.07
	0.04	-	-	0.04
Investment in Share Purchases	-	-	-	-
	-	-	50.00	50.00
Sale of Machinery	-	492.00	-	492.00
	-	5.00	-	5.00
Loans and advances Repaid (Net)	299.69	430.39	-	730.08
	124.94	359.59	-	484.53
Loans and advances Receipts (Net)	-	-	-	-
	-	256.82	87.50	344.32
<b>Balances as at 31st March ,2015</b>				
Loans & Advances Receipts	-	28.15	-	28.15
	299.69	458.54	114.74	872.97
Loans & Advances given	-	8.86	-	8.86
	-	-	-	-
Deposits with	-	700.00	-	700.00
	-	700.00	-	700.00

Note : Figures in Italic represent Previous Year's amount





**Disclosure in Respect of Material Related Party Transaction during the year**

1. Job Charges Paid includes - Blue Blends (India) Ltd. Rs. Nil ( 2014 - Rs. 0.46 Lacs)  
 Bindal Synthetics Pvt. Ltd. Rs. Nil ( 2014 - Rs. 0.55 Lacs)  
 Blue Blends Leasing Pvt. Ltd. Rs. Nil ( 2014 - Rs. 0.06 Lacs)
2. Job Charges Received includes - Blue Blends (India) Ltd Rs. 1436.30 Lacs ( 2014 - Rs. 1614.23 Lacs)
3. Sale of Finished Goods - Blue Blends (India) Ltd Rs. Nil Lacs ( 2014 - Rs. 240.42 Lacs)
4. Rent Paid includes - Blue Blends (India) Ltd Rs. Nil Lacs ( 2014 - Rs. 0.06 Lacs)  
 Bindal Synthetics Pvt. Ltd.Ltd Rs. 0.36 Lacs ( 2014 - Rs. 0.36 Lacs)  
 Agarwal Synthetics Rs. 0.30 Lacs ( 2014 - Rs. 0.30 Lacs)
5. a) Interest paid to Key Managerial Person includes - Mr Anand Arya, Rs. 45.15 Lacs (2014 - Rs. 78.00 Lacs)  
 b) Interest paid to Associates includes - Mr. Aman Anand Arya Rs.30.54 Lacs ( 2014 - Rs. 5.62 Lacs)  
 M/s Blue Blends (India) Ltd Rs. Nil ( 2014 - Rs. 89.34 Lacs)
6. Sale of Machinery includes -  
 Sale of Machinery to Blue Blends (India) Ltd for Rs.492 lacs (2014 -Rs. 5.00 Lacs)
7. Loans and advances Re- Paid (Net) includes :  
 Anand Arya Rs. 297.94 Lacs (2014 - Rs.124.44 Lacs)  
 Aman Anand Arya Rs. 153.72 Lacs (2014 - Receipts Rs.140.82 Lacs)  
 Suresh John Rs.1.75 Lacs (2014 - Rs. 0.50 Lacs)  
 Blue Blends Petrochemicals Ltd. Rs. 276.67 Lacs (2014 - Receipts Rs.116.00 Lacs)

		Rs. in Lacs	
		31.03.2015	31.03.2014
9. Loans and Advances Balances:			
Received:			
Anand Arya		-	297.94
Suresh John		-	1.75
Aman Arya		-	153.72
Blue Blends Petrochemicals Ltd.		28.15	304.82
Given :			
Blue Blends (India) Ltd		8.86	-
Deposits received			
Blue Blends (India) Ltd.		700.00	700.00

**"29" Segment Information**

Textile business is the Company's only business segment ,hence the disclosure of segment wise information as required by Accounting Standard (AS) 17 on "Segment Reporting" is not applicable .



**"30" Contingent Liabilities and Commitments**

- i) Claims by parties/customers not acknowledged as debts -Rs. 73.90 lakhs (Previous Year Rs.253.71 lakhs)
- ii) Demand of Excise duty of Rs 14.40 lacs raised by the Commissioner of Central Excise, Ahmedabad for the years from 2001 to 2004 has been disputed and has not been provided in the books. The Company is in appeal against the same with the Central Excise and Service Tax Appellate Tribunal,Ahmedabad and has been legally advised that it will not have any liability .  
However the company has deposited Rs. 3.60 lacs under protest with the respective Central Excise Authorities.

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

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

**"33" Subsequent to the date of balancesheet, Mr.Gautamchand Kewalchand Surana,Mr.Vikram Amritlal Sanghvi,Mr.Rajiv Giriraj Bansal & Mr.Sanjaykumar Vinodbhai Majethia entered into Share Purchase Agreement with the present Promoters - Mr. Anand Chandulal Arya, Mrs. Indu Anand Arya & M/s Cressida Traders Pvt. Ltd.for acquisition of 23,35,000 equity shares of the company on 24th April, 2015. Accordingly, Public Announcement and Draft Open Offer to Public have been filed with BSE and SEBI.**

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

**Signatures to Schedules 1 to 34**

As per our report of even date  
For P.C. Surana & Co.  
Chartered Accountants  
(Registration No. 110631W)

P.C. Surana  
Partner  
M.No. 17136

Place :- Mumbai  
Date :- 11<sup>th</sup> May, 2015

For and on behalf of the Board

Anand Arya  
Chairman & Wholetime Director

S. K. Tambawalla  
Director



## PROXY FORM

### PREMIER SYNTEHTICS LIMITED

Registered Office: JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002.

Name of the Members:
Registered Address:
Email Id:
Folio No./Client Id:DP Id:

I/We being the member(s) of \_\_\_\_\_ Equity Shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him
2. Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him
3. Name : \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45<sup>th</sup> Annual General Meeting of the Company, to be held on the 05<sup>th</sup> day of August, 2015 at 03.00 p.m. at *JBF House, 02<sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai – 400 002* and at any adjournment thereof in respect of such resolutions as are indicated below:

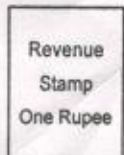
#### S.No. Resolutions

##### Ordinary Business

- 1 Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2015
- 2 To appoint a Director in place of Mr. Suresh John who retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
- 3 Ordinary Resolution under Section 139 of the Companies Act, 2013 for appointment of M/s Manish Jain & Co. as Statutory Auditors of the Company and fixing their remuneration

##### Special Business

- 4 Appointment of Ms. Rukmani iyer as a Director of the Company.
- 5 Issue of redeemable non-cumulative non-convertible preference shares



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

#### Notes:

1. This instrument of Proxy should be deposited at the Secretarial Department of the Company, not less than 48 hours before the holding of the meeting.
2. The form should be signed across the stamp as per the specimen signature registered with the company.
3. A Proxy need not be a member.

PROXY FORM  
**BOOK - POST**

TO

If undelivered, Please return to :

**PREMIER SYNTHETICS LIMITED**

JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane,

Kalbadevi Road, Mumbai - 400002

Email : [premiersynthetics@gmail.com](mailto:premiersynthetics@gmail.com)

Website : [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com)



# PREMIER SYNTHETICS LIMITED


3F House,  
Old Post Office Lane,  
Kalbadev Road,  
Mumbai - 400 002. (India)

CIN L30900MH1978PLC0014826

## FORM A

1.	Name of the Company	Premier Synthetics Limited
2.	Annual Financial Statements For the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	Not Applicable

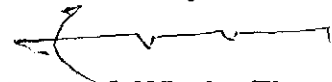
For P.C.Surana & Co.  
Chartered Accountants  
Registration No. 110631W

  
P.C.Surana  
Partner  
(M.No. 17136)

Date - 04-07-15



For Premier Synthetics Limited

  
Chairman & Whole-Time Director

  
Chief Finance Officer

  
Audit Committee Chairman