



**ANJANI SYNTHETICS LIMITED**

Report  junction.com

22<sup>nd</sup>  
ANNUAL REPORT  
2005 - 2006

## **BOARD OF DIRECTORS**

Sri Shubhkaran T. Agarwal  
Sri Vasudev S. Agarwal  
Sri Manoj Lunia  
Sri Bhoorsing B. Parihar

## **BANKERS**

Bank of Baroda

## **AUDITORS**

NAHATA JAIN & ASSOCIATES  
Chartered Accountants,

## **REGISTRARS & SHARE TRANSFER AGENTS**

PINNACLE SHARES REGISTRY PRIVATE LIMITED  
Near Asoka Mills, Naroda Road,  
Ahmedabad -380025

### **REGISTERED OFFICE**

202 "Kaivanna"  
Near Panchwati Circle,  
Ambawadi,  
Ahmedabad-380006

### **WORKS :**

140, Pirana Road, Piplej,  
Ahmedabad-382432

**NOTICE TO MEMBERS**

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of ANJANI SYNTHETICS LIMITED will be held on Friday, the 29th day of September, 2006 at 9.30 A.M. at Factory of the Company at 140, Pirana Road, Piplej, Ahmedabad-382405 to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2006 and the Profit & Loss Account for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a director in place of Shri Vasudev S. Agarwal who retires by rotation and being eligible has offered himself for re-appointment.
3. To appoint Auditors and authorise the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:

RESOLVED THAT Sri Manoj Lunia in respect of whom the company has received a notice in writing from a member proposing his name for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- and who being eligible for appointment, be and is hereby appointed as a Director of the Company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF COMPANIES ACT, 1956,****ITEM NO. 4,**

Sri Manoj Lunia was appointed as Additional Director under Section 260 of the Companies Act, 1956 with effect from 31st December, 2005. He vacates the offices at the ensuing Annual General Meeting. A notice along with deposit of Rs. 500/- has been received from a member proposing his name for the office of the Director. He is eligible for appointment. The Board recommends his appointment.

None of the Directors are interested and/or concerned in the said resolution.

By Order of the Board,

Chairman

**Note**

- a) A. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the aforesaid meeting.

- b) Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
- c) Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
- d) The Register of Members and Share Transfer Register of the company will remain closed from Friday, the 29th September, 2006 to Friday, the 6th October, 2006, both days inclusive.
- e) Pinnacle Shares Registry Private Limited, Near Ashoka Mills, Naroda Road, Ahmedabad-380025 are Registrars and Share Transfer Agents for company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.

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**DIRECTORS' REPORT TO THE SHAREHOLDERS**

Your Directors have pleasure in presenting their 22nd Annual Report and Accounts for the year ended 31st March, 2006.

**FINANCIAL RESULTS**

	Year ended on 31st March, 2006	(Rupees in Lacs) Year ended on 31st March, 2005
Sales and other income	8617.56	11234.27
Operating Profit	423.99	365.60
Depreciation	136.99	103.89
Interest & Financial Charges	97.39	74.77
Profit Before Tax	189.61	186.94
Provision for taxation	62.46	70.21
Profit after Tax	127.15	116.73
Prior period Adjustments	2.26	7.92
Balance Brought Down	338.79	229.99
Balance Carried to Balance Sheet	463.68	338.79

**OPERATING PERFORMANCE**

The working of the company has resulted in a profit before tax of Rs. 189.61 Lacs compared to Rs. 186.94 Lacs of the earlier year. Tax provision for the year is Rs. 62.46 Lacs. The profit after tax for the year is Rs. 127.15 Lacs. After prior period adjustment of Rs. 2.25 Lacs and adding brought forward profit of Rs. 338.79 Lacs, the balance of Rs. 463.68 Lacs has been taken to the Balance Sheet.

**DIVIDEND**

In view of the requirement of funds for the modernizations of the unit, the directors do not recommend any dividend.

**DIRECTORS**

Sri Vasudev S. Agarwal retires by rotation and being eligible has offered himself for re-appointment.

Shri Manoj Lunia was appointed Additional Directors under Section 360 of the Companies Act, 1956 with effect from 31st December, 2005. He vacates his offices at the ensuing Annual General Meeting. Notice along with deposit of Rs. 500/- has been received from a member proposing his name for the office of Director. He is eligible for appointment.

Shri Purshottam R. Agarwal and Sri Mahavirprasad S. Dalmia resigned from Board of Directors of the Company with effect from 7th October, 2005 and 31st December, 2005 respectively. The directors express their appreciation for the service rendered by Sri Purshottam R. Agarwal and Mahavirprasad S. Dalmia during their directorship.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

It is hereby confirmed that:

- I. In the preparation of the Annual Accounts for the year ended 31st March, 2006, the applicable accounting standards have been followed and that no material departures have been made from same.
- II. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- IV. The Directors have prepared the annual accounts on a going concern basis.

**EMPLOYEES**

Information on particulars of Employees' Remuneration as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not applicable as there were no employees drawing a salary of Rs. 200,000 or more per month.

**FIXED DEPOSITS**

The company has not accepted any fixed deposits from general public.

**AUDITORS**

Nahata Jain & Associates, Chartered Accountants, auditors of the company will be retiring at the ensuing Annual General Meeting. Being eligible, they have offered themselves for re-appointment.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTGOINGS**

Information pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the foregoing matters is given hereunder.

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|--|-----|
| a) Conservation of energy                        | Nil |
| b) Technology absorption, research & development | Nil |
| c) Foreign Exchange earning & outgoings          | Nil |

For and on behalf of the  
Board of Directors

Subhkaran T. Agarwal  
Chairman

Place : Ahmedabad,  
Date : 27th July, 2006

**2005-2006****ANJANI SYNTHETICS LTD.****REPORT ON CORPORATE GOVERNANCE:**

Company's philosophy on Code of Governance

The company follows the theme of changing in tune with times to continue the race without any major hurdle and attempts to cover all aspects of reporting in transparent and fair manner keeping the basic principles of good corporate governance.

**BOARD OF DIRECTORS:**

Composition, Attendance and Information of other Directorship/Committee Membership:

Name of the Directors	Category	No of other Directorship in public or private Limited Com.s	No of other Board/ Committees of which he is Member Chairman	Attendance at last AGM held on	Attendance at Board Meeting
Sri Subhakaran T. Agarwal	Director	Nil	Nil	Yes	Yes
Sri Vasudev S. Agarwal	Director	Nil	Nil	Yes	Yes
Sri Bhoorsing B. Parihar	Director	Nil	Nil	Yes	Yes
Sri Manoj Lunia	Director	5	Nil	No.*	Yes

\* appointed on 31st December, 2005

**Board Committee:****Audit Committee :**

The Audit Committee comprises of Sri Manoj Lunia and Sri Bhoorsing Parihar, both Non Executive and Independent Directors. The role and duties of the Audit Committee have been defined by the Board of Directors and cover the areas mentioned under Clause 49 of the Listing Agreement besides other terms as may be referred from time to time by the Board of Directors.

**Shareholders/ Investors Grievance Committee:**

Shareholders/Investors Grievance Committee is headed by Sri Vasudev Agarwal, Whole Time Director. Sri Manoj Lunia, Non Executive Independent Director is other member of the committee.

All valid requests for transfer received during the financial year ended on 31st March, 2006 have been acted upon by the Company and no such transfer is pending.

**Remuneration of Directors for the financial year ended 31st March, 2006 and their shareholding in the Company:**

Name of Director	Salaries and Perquisites -Rs. in Lacs	No of Shares held
Sri Vasudev Agarwal	11,00,000	872800

**Meetings:**

During the Financial year 2005-06, the Board met 33 times on the following dates:

15th April, 2005	29th April, 2005	30th April, 2005	14th May, 2005	31st May, 2005
3rd June, 2005	15th June, 2005	7th July, 2005	14th July, 2005	15th July, 2005
21st July, 2005	30th July, 2005	13th August, 2005	20th August, 2005	22nd August, 2005
31st August, 2005	15th September, 2005	30th September, 2005	7th October, 2005	15th October, 2005
20th October, 2005	12th November, 2005	27th December, 2005	31st December, 2005	5th January, 2006
13th January, 2006	30th January, 2006	15th February, 2006	28th February, 2006	1st March, 2006
16th March, 2006	26th March, 2006	28th March, 2006		

The relevant information about the directors seeking appointment/reappointment at the 22nd Annual General Meeting has been incorporated in the notice of the 22nd Annual General Meeting.

**General Body Meetings:**

Details of last three General Body Meetings are as under:

**ANJANI SYNTHETICS LTD.****2005-2006**

Type of Meeting	Date of Meeting & Place	Time
19th AGM	Monday, 15th December, 2003 at 590 Narol Vatva Road, Sonal Process, Isanpur, Ahmedabad	9.00 A.M.
20th AGM	Thursday, 30th September, 2004 at Plot No. 140 Saijpur Gopalpur, Pirana Road, Ahmedabad	9.30 A.M.
21st AGM	Friday, 30th September, 2005 at Plot No. 140 Saijpur Gopalpur, Pirana Road, Ahmedabad	9.30 A.M.

The shareholders passed all the Resolutions set out in the respective notices. No resolution had been put through Postal Ballot.

**Disclosures :**

During the year under review, the Company had not entered into any materially significant transaction with any related party that may have potential conflict with the interest of the Company at large. The transactions with related parties, in normal course of business, have been disclosed separately in Notes on Accounts.

No penalties, strictures have been imposed by any Stock Exchange, SEBI and/or any other statutory authority, on any matter related to capital markets, during last three years.

**Means of Communication:**

The quarterly results of the company are generally published in "Westren Times, Gujarati Daily" and "Westren Times, English Daily" (news papers). During the year under review, the company had not sent quarterly/half yearly report to each of the shareholders and the company had not made any presentation to institutional investors or analysts.

**General Shareholder Information:**

Annual General Meeting : Friday, the 29th September, 2006  
Time : 9.30 A.M.  
Venue : Plot No. 140, Saijpur Gopalpur, Pirana Road,  
Piplej, Ahmedabad-382405

**Financial Calendar : Year ending March, 31.**

Financial Results for the three months ending (Tentative):

30th June, 2006 : Last Week of July, 2006  
30th September, 2006 : Last Week of October, 2006  
31st December, 2006 : Last Week of January, 2007  
31st March, 2007 : Last Week of April, 2007  
22nd Annual General Meeting : 29th September, 2006  
Date of Book Closure : 29th September, 2006 to 7th October, 2006 (both days inclusive)

**Listed on Stock Exchanges & Stock Code:**

The Stock Exchange, Mumbai

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai-400001

Stock Code No. 531223

The Stock Exchange, Ahmedabad,

Kamdhenu Complex,

Opp Sahajanand College,

Panjarapole, Ahmedabad-380 015

Stock Code No.04270

Demat ISIN Number in NSDL and CDSL : INE363D-01016

The company has paid listing fee for the financial year 2006-07 to all the Stock Exchanges.

Registrar & Share Transfer Agent : Pinnacle Shares Registry Private Limited  
Near Asoka Mills, Naroda Road,  
Ahmedabad -380025