



ANJANI SYNTHETICS LIMITED

30th

Annual Report
2013 - 2014



ANJANI SYNTHETICS LIMITED

BOARD OF DIRECTORS :

Shri Vasudev S. Agarwal	- Chairman & Managing Director
Shri Mahavirprasad S. Dalmia	- Director
Shri Manoj Lunia	- Director
Shri Ajaykumar C. Shah	- Director

AUDITORS :

NAHTA JAIN & ASSOCIATES
Chartered Accountants
AHMEDABAD

BANKERS :

PUNJAB NATIONAL BANK

SHARE TRANSFER AGENT :

SHAREPRO SERVICES (INDIA) PRIVATE LIMITED
416-420 Devnandan Mall,
Opp. Sanyas Ashram, Ashram Road,
Ahmedabad-380 006

REGISTERED OFFICE :

4, New Cloth Market,
O/s. Raipur Gate, Ahmedabad-380002.

WORKS :

140, Pirana Road,
Saijpur- Gopalpur, Piplej,
Ahmedabad-382405. Gujarat

Email: info@anjanisynthetics.com

Website: www.anjanisynthetics.com

30th Annual General Meeting held on 30.09.2014 at Plot No.140, Saijpur-Gopalpur,
Pirana Road, Piplej, Ahmedabad-382405, Gujarat



NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF ANJANI SYNTHETICS LIMITED WILL BE HELD AT THE FACTORY OF THE COMPANY AT PLOT NO.140, SAIJPUR-GOPALPUR, PIRANA ROAD, PIPELJ, AHMEDABAD-382405, GUJARAT, INDIA ON TUESDAY, THE 30TH DAY OF SEPTEMBER, 2014 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Mahavirprasad S. Dalmia being eligible offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 139(1) (erstwhile Section 224 of the Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, M/s. Nahta Jain & Associates, Chartered Accountants of Ahmedabad [FRN: 1068101W] be and are hereby appointed as the Statutory Auditors of the Company for the financial year 2014-15, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of Audit."

SPECIAL BUSINESS:

4. To appoint Mr. Manoj Lunia [holding DIN No. 00564376] as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of section 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Manoj Lunia [holding DIN No. 00564376], Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of Annual general meeting that may be held for financial year ending March 31, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required in this regard."

5. To appoint Mr. Ajaybhai C. Shah [holding DIN No. 01787925] as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Ajaybhai C. Shah [holding DIN No. 01787925], Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of Annual general meeting that may be held for financial year ending March 31, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required in this regard."

6. To approve remuneration of Cost Auditors and in this regard to consider and if thought fit, to pass, with or without modification, the following as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions if any, M/s. Kiran J. Mehta & Co., Cost Auditors, Ahmedabad (Registration No. 000025), were appointed as Cost Auditors of the Company by the Board of Directors for carrying out Cost Audit of the Company for financial year 2014-15, be paid Remuneration of **Rs.34270/-** (apart from reimbursement of out of pocket expenses and applicable taxes) be and is hereby approved and ratified".

7. To borrow money in excess of Paid-up Capital and Free Reserves of the Company and in this regard, to consider and, if through fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company and pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time from any one or more of the Company's bankers or from any one or more other persons, firms, bodies corporate or financial institutions, whether by way of cash credit, advances or deposits or loans, secured or unsecured in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, (apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business), shall not exceed of Rs.200 Crore (Rupees Two Hundred Crore Only) over and above the aggregate of the paid up share capital and free reserves of the Company that is to say the reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute or authorise any person to execute all such documents, instruments and writings as may be required for giving effect to the aforesaid resolution."

8. To create mortgage/ charge on assets of the Company and in this regard, to consider and, if through fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of resolution passed in earlier and pursuant to the provisions of 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to create any kind of mortgage(s), hypothecation(s), pledge(s) and/ or charge(s), in addition to the mortgage(s), hypothecation(s), pledge(s) and/ or charge(s) already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties, either tangible or intangible, of the Company in favour of Banks/ Financial Institutions, other investing agencies and holders of other instruments for securing the borrowing of the aggregate of the said sum of Rs.200 Crore and the paid-up capital of the Company and its free reserves at any time availed or to be availed by the Company by way of loan to secure rupee/ foreign currency loans (hereinafter collectively referred to as "Loans") from time to time up to the limits approved or as may be approved by the shareholders under Section 180(1)(a) of the Companies Act, 2013 and any Rules made thereunder along with provided that the total amount of loans and facilities together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required in this regard.

9. To give Authority for related party transaction and in this regard, to consider and, if through fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 188(1) of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to enter into the transactions with Related Party as set out in the explanatory statement annexed to the Notice convening this meeting."

10. To give Authority to give loan & make investments and in this regard, to consider and, if through fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT, in supersession of resolution passed in earlier and subject to the provisions of Section 186 of the Companies Act, 2013 and any Rules made thereunder, and subject to such approvals, consents, sanctions



and permissions, as may be necessary, approval of the Company be and is hereby accorded to (a) give loan to any person or body corporate (b) give any guarantee or provide security in connection with a loan made by any Body Corporate or person; and (c) acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) exceeding (i) 60% of the aggregate of paid-up share capital, free reserves and securities premium account; or (ii) 100% of free reserves and securities premium account, whichever is more provided that the aggregate amount of such loan, guarantee, security or acquisition outstanding at any time shall not exceed Rs.200 Crores."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board") or a Committee appointed by it or any person authorized by the Board or such Committee shall be entitled to decide and finalize the terms and conditions (including the amount or limit in respect of each transaction) in connection with such loan, guarantee, security or acquisition within the limit approved as aforesaid."

"RESOLVED FURTHER THAT the Board, Committee or the person authorized as aforesaid shall be entitled to exercise all such powers and authorities and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution."

"RESOLVED FURTHER THAT so long as the aggregate outstanding amounts of the loan, guarantee, security or acquisition are at any time within the limit aforesaid, nothing herein contained shall be deemed to restrict the power of the Board to give fresh loans, guarantees or securities or to make fresh acquisitions without the need for any further prior approval for any fresh or additional loan, guarantee, security or acquisition or any variation, extension or renewal thereof or any alteration of any term or condition thereof."

By Order of the Board

For, ANJANI SYNTHETICS LIMITED

PLACE: AHMEDABAD.

DATE: 30.05.2014

[VASUDEV S. AGARWAL]

CHAIRMAN

Registered Office:

4, New Cloth Market,
O/s. Raipur Gate, Ahmedabad- 380002,
Gujarat, INDIA
CIN: L11711GJ1984PLC007048

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM-SELF/ HER-SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
5. Members who are holding shares in dematerialized form are required to bring details of their Beneficiary Account Number for identification.
6. 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.
7. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
8. 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
9. The Register of Members and the Share Transfer Books of the Company will remain closed from 25.09.2014 to 30.09.2014 (both days inclusive).
10. Members are requested to note that pursuant to the provisions of Section 125(2) of the Companies Act, 2013, the dividend remaining unclaimed/unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government, Members who have so far not claimed the dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.
11. Sharepro Services (India) Pvt. Ltd. having its office at 416-420, Devnandan Mall, Opp. Sanyas Ashram, Ashram Road, Ahmedabad -380 006 is the Registrars and Share Transfer Agents of the Company. The members are requested to please ensure that their shares are converted into Demat Form.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Sharepro Services (India) Private Limited, for consolidation into a single folio.
13. Details under clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to the date of the Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Share Transfer Agents.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. E-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on 24th September, 2014 (10:00 am) and ends on 26th September, 2014 (06:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 26th September, 2014 (06:00 pm).



The instructions for members for voting electronically are as under: (EVSN- 140819036)

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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 and then enter the image verification code as displayed and Click on Login.
- (iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (v) Now, both Demat and Physical holders shall fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* 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 last 8 digits of the demat account/ folio number in the PAN field. Eg. If your name is Sunil Kumar with Folio Number 100 then enter SU00000100 in the PAN field.

Please enter any one (DOB or Dividend Bank details) in order to login. In case either of the details is not recorded with the depository please enter the **number of shares held by you as on the cut off date** in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. 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.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.
- (x) Click on the "**Resolutions File Link**" if you wish to view the further description/ entire Resolutions.
- (xi) 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.
- (xii) If Demat account holder has forgotten the changed password, then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- (xiii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com>, click on 'registration' and fill up the required details. After that they have to take printout and submit at helpdesk.evoting@cdslindia.com for receiving their login details. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. Before casting vote, they should upload a scanned copy of the Board Resolution/ Power of Attorney (POA) in PDF format in the system for the scrutinizer to verify the same.

- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvii) The Company has appointed Mr. Mukesh H. Shah, a Practicing Company Secretary, Ahmedabad, (Membership No.: 5827, COP No. 2213) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xviii) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.anjanisynthetics.com and on the website of CDSL within two days of passing of the resolutions.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (ERSTWHILE SECTION 173 OF THE COMPANIES ACT, 1956):

The following Statement sets out all mentioned facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.4 & 5 OF THE NOTICE:

As per the section 149 of the Act *inter alia* stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said Section 149, an independent Director can hold office for the term up to 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of director for retirement by rotation.

The Company has received a declaration from Mr. Manoj Lunia and Mr. Ajaybhai Shah that they meets with the criteria of independence as prescribed both under sub-section (6) of the Section 149 of the Act and under Clause 49 of the Listing Agreement. Mr. Manoj Lunia and Mr. Ajaybhai Shah, possesses appropriate skills, experience and knowledge, *inter alia* in the field of accounts and finance.

In the opinion of the Board of Directors Mr. Manoj Lunia and Mr. Ajaybhai Shah fulfills the condition for their appointment as an independent Director as specified in the Act and listing Agreement Mr. Manoj Lunia and Mr. Ajaybhai Shah are independent of the management.

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Manoj Lunia and Mr. Ajaybhai Shah were appointed as an independent Director.

Copy of the draft letter for appointment of Mr. Manoj Lunia and Mr. Ajaybhai Shah as an independent Director setting out the terms and condition is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the listing Agreement with the Stock Exchanges.

Save and except Mr. Manoj Lunia and Mr. Ajaybhai Shah and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ key Managerial Personnel's of the Company/ their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at item No. 4 & 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 & 5 of the Notice for approval by the shareholders.

ITEM NO. 6 OF THE NOTICE:

In accordance with the provisions of 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve and ratify the payment of remuneration of Rs.34270/- (apart from reimbursement of out of pocket expenses and applicable taxes) to the Cost Auditors of the Company as approved by the Board of Directors for the Financial Year 2014-15.

The Board of Directors recommends this resolution as Ordinary Resolution for approval of the members.

None of the Directors of the Company shall be deemed to be concerned or interested in the resolution.

ITEM NO. 7 OF THE NOTICE:

This resolution is being placed before the members of the Company in view of Section 180 of the Companies Act, 2013 which became effective from 12th September, 2013 and further General Circular No. 04/ 2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs, New Delhi which states that the approval for borrowings obtained by the Companies under erstwhile section 293(1)(d) of the Companies Act, 1956 will be sufficient compliance of the requirements



of new section 180 of the Companies Act, 2013 for a period of one year from the date of notification i.e. 12th September, 2013. The Company had passed resolution under erstwhile section 293(1)(d) of the Companies Act, 1956 but your Directors felt that the Company presently having sole business of processing of grey, the need of earlier borrowing limit was not warranted and hence recommended revised limit of Rs.200 crore. In order to have continuity and validity of resolution passed under erstwhile Section 293(1)(d) of the Companies Act, 1956, members are requested to approve revised borrowings limits of Rs.200 crore under the new provisions of the Companies Act, 2013.

The Board of Directors recommends this resolution as Ordinary Resolution for approval of the members.

None of the Directors of the Company shall be deemed to be concerned or interested in the resolution.

ITEM NO. 8 OF THE NOTICE:

The Company had earlier passed the resolution under Section 293(1)(a) of the Companies Act, 1956 and had authorized the Board to mortgage and/ or charge all or any of the movable or immovable properties of the Company and/or the whole or any part of the undertaking (s) of the Company up to secure borrowings of the Company.

Section 180 (1) (a) of the Companies Act, 2013 effective from 12th September, 2013 requires that the consent of the Company be accorded by way of a special resolution for creating mortgages, charges, hypothecation and other encumbrances on all or any of the movable or immovable properties of the Company and/or the whole or any part of the undertaking (s) of the Company. Accordingly Section 293 (1) (d) under the Companies Act, 1956 has been now replaced by Section 180 (1)(a) and (2) of Companies Act, 2013.

The Banks and financial institutions require that resolutions be passed authorizing Board under the Companies Act, 2013 to create charge and/ or mortgage on the property of the Company. The Board of Directors therefore recommend passing the resolutions under the Section 180 (1)(a) and (2) of Companies Act, 2013 without any change to mortgage and/or or charge up to Rs.200 Crore.

The Board of Directors recommends this resolution as Special Resolution for approval of the members.

None of the Directors of the Company shall be deemed to be concerned or interested in the resolution

ITEM NO. 9 OF THE NOTICE:

Pursuant to the first proviso of Section 188(1) of the Companies Act, 2013, as our paid up capital is more than Rs.10 Crore, no contract or arrangement can be entered in to with a related party for any item specified in sub section (1) except with the prior approval of the general meeting by special resolution. With the change in proviso under the New Companies Act, 2013, the approval is sought for the arrangement of job-work, purchase and sales of Textile goods on order to order basis with related parties as per the details given in table placed herein below for a period of three years.

Sr. No.	Name of the Party	Nature of Interest/relationship	Nature of Transaction	Value estimate transaction per contract
1	Virat Spinners Private Limited	Associate Company	Purchase Sales	Rs.200 lacs Rs.100 lacs
2	Aakruti Textile	Associate Concern	Purchase Sales	Rs.200 lacs Rs.100 lacs

The Board of Directors recommends this resolution as Special Resolution for approval of the members.

None of the Directors except Mr. Vasudev S. Agarwal are concerned or interested in the resolution.

ITEM NO. 10 OF THE NOTICE:

The Company had earlier passed the resolution under Section 372A of the Companies Act, 1956 and had authorized the Board of Directors to advance loan/ give guarantee/ Security/ make investment up to 60% of the Paid-up share capital and free reserves of the Company or 100% of the free reserves of the Company whichever is more. Section 372 (a) under the Companies Act, 1956 has been now replaced by Section 186 of Companies Act, 2013 effective from 1st April, 2014.

The proposed resolution is therefore placed for the purpose of fulfilling the conditions laid down in Section 186 of the Companies Act, 2013 and authorising to make loan and investments up to Rs.200 Crore.

The Board of Directors recommends this resolution as Special Resolution for approval of the members.

None of the Directors of the Company shall be deemed to be concerned or interested in the resolution.

By Order of the Board
For, ANJANI SYNTHETICS LIMITED

PLACE: AHMEDABAD.

DATE: 30.05.2014

[VASUDEV S. AGARWAL]
Chairman and MD

**DIRECTORS' REPORT**

Dear Members,

Your Directors have great pleasure in presenting the **Thirtieth** Annual Report together with the Audited statements of Accounts of your Company for the financial year ended on 31st March 2014.

FINANCIAL RESULTS :*(Rupees in Lacs)*

Particulars	Financial Year 2013-14	Financial Year 2012-13
Revenue from operations (Gross)	32266.69	32445.22
Less: Excise duty	0.00	0.00
Revenue from operations (Net)	32266.69	32445.22
Other income	108.50	57.36
Total Revenue	32375.19	32502.58
Expenses		
(a) Cost of materials consumed	17191.64	10813.70
(b) Purchases of stock-in-trade	4629.10	14839.48
(c) Changes in inventories of FG, WIP & Stock-in-Trade	402.19	-1137.88
(d) Employee benefits expense	334.19	309.30
(e) Finance costs	1141.57	1012.09
(f) Depreciation and amortization expense	193.04	201.26
(g) Other expenses	8086.50	6071.83
Total Expenses	31978.22	32109.79
Profit/ (Loss) before tax	396.10	392.79
Tax expense:		
(a) Current tax expense	130	133.00
(b) Deferred tax	0.00	0.00
(c) Prior Period Adjustment	-0.72	- 1.38
Profit / (Loss) for the year	267.70	261.18
Earnings per share (face value Rs.10/-) Basic & Diluted	2.48	2.42

OPERATIONS REVIEW:

The Company's total revenue from operations during the financial year ended 31st March 2014 were Rs.32375.19 Lacs as against Rs.32502.58 Lacs of the previous year representing decrease of approximately about 0.39% over the corresponding period of the previous year with total expenses of Rs.31978.22 lacs (previous year of Rs.32109.79 lacs). The Company has made Net Profit of Rs.267.70 Lacs as against Rs.261.18 Lacs of the previous year after considering Depreciation and Provision for Tax and other adjustments representing an increase of approximately about 2.50% over the corresponding period of the previous year. The EPS of the Company for the year 2013- 2014 is Rs.2.48. The Company is looking forward to infuse additional working capital in the business of the Company in order to carry out the operation of the Company smoothly.

DIVIDEND:

No dividend has been recommended in respect of the year ended 31st March, 2014 and the entire surplus be ploughed back to the business to meet the needs for additional finance for capital expenditure.