

ANKUSH SYNTHETICS LIMITED

Registered Office : 336, Sardar Gruh Building,
198, Lokmanya Tilak Road, 3rd Floor,
Mumbai – 400 002

ANNUAL REPORT 2004-2005

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF ANKUSH SYNTHETICS LIMITED WILL BE HELD ON THURSDAY THE 29TH SEPTEMBER, 2005 AT ASHOKA HALL, ARCEDIA BUILDING, NARIMAN POINT, MUMBAI AT 3.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance sheet as at 31st March, 2005 and the Profit & Loss Account for the year ended on that day together with the Reports of Directors & Auditors thereon.
2. To appoint a Director in place of Shri Pawan Kumar Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration.

SPECIAL BUSINESS

To Consider and if thought fit, to pass with or without modification, the following resolutions :

4. AS AN ORDINARY RESOLUTION :

RESOLVED THAT Shri Mohan Kumar Gupta, who was appointed as an additional director under section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on 1st May, 2005 and who holds office upto the date of this Annual General Meeting and in respect of whom a notice in writing under section 257 of the Companies Act, 1956 has been received by the company be and is hereby appointed as director of the Company liable to retire by rotation.

5. AS AN ORDINARY RESOLUTION :

RESOLVED THAT Shri Sunil Kumar Gupta, who was appointed as an additional director under section 260 of the Companies Act, 1956 by the Board of Directors at their meeting held on Sunil Kumar Gupta and who holds office upto the date of this Annual General Meeting and in respect of whom a notice in writing under section 257 of the Companies Act, 1956 has been received by the company be and is hereby appointed as director of the Company liable to retire by rotation.

6. AS A SPECIAL RESOLUTION :

“RESOLVED THAT Subject to the approval of the Central Government as required under section 21 and other applicable provisions, if any, of the Companies Act, 1956 and in terms of the availability of name granted by the office of the Registrar of Companies, Mumbai, vide its letter – file no. AN/157898 dated 6th May, 2005, the name of the Company be changed from “ ANKUSH SYNTHETICS LIMITED” to “AVIVA INDUSTRIES LIMITED”.

7. AS AN ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to provisions of Section 16, section 94 and other applicable provision, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rupees 3,00,00,000 (Rupees Three Crores) to Rs 13,00,00,000 (Rs. Thirteen Crores) divided into 1,30,00,000 (One Crores Thirty Lacs) equity shares of Rs. 10 each and Clause V – Capital Clause of Memorandum of Association of the Company be and is hereby altered which reads as under :

Clause V

“The Authorised Share Capital of the Company is Rs. 13,00,00,000 (Rs. Thirteen Crores) divided into 1,30,00,000 (One Crore Thirty Lacs) equity shares of Rs. 10 each,

8. AS A SPECIAL RESOLUTION :

“RESOLVED THAT Article 3 of the Articles of Association of the Company be deleted and instead the following new Article be substituted in its place.

Article No. 3

“The authorised share capital of the company is Rs. Rs 13,00,00,000 (Rs. Thirteen Crores) divided into 1,30,00,000 (One Crores Thirty Lacs) equity shares of Rs. 10 each.

9. AS A SPECIAL RESOLUTION :

“RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 existing article bearing article number 163 be and are hereby altered by substituting new article in their respective places as mentioned herein below and new article numbers 194, 195 and 196 as mentioned herein below be and are hereby added in the Articles of Association of the Company.

Article 163. : Secretary :

The Board may from time to time, appoint at any time and at its discretion, remove any individual (herein after called “ The Secretary ”) to perform any functions of which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time assigned to the Secretary by the Board. The Board may also at any time appoint some person (who need not be a Secretary) to keep the registers required to be kept by the Company. The appointment of a secretary shall conform to the provisions of Section 383A of the Act.

Article 194 : Passing of resolutions by Shareholders by postal ballot :

- (a) The resolutions in respect of following matters and any other matter as may be specified by the Central Government from time to time shall be passed by sending a copy of resolution with postal ballot papers along with postage pre-paid envelope to all the shareholders of the company in the manner prescribed in the act and/or rules made there under instead of passing a resolution in the general meeting of the company.
- (1) Alterations in the Objects Clause of Memorandum of Association of Company.
 - (2) Alterations of Articles of Association in relation to insertion of provisions defining a private company.
 - (3) Buy Back of own shares by the company under sub-section (1) of Section 77A.
 - (4) Issue of Shares with differential voting rights as to voting or dividend or otherwise under sub-section (ii) of clause (a) of section 86.
 - (5) Sale of whole or substantially whole of undertaking of a company as specified under sub clause (a) of sub section (1) of Section 293.
 - (6) Change in the place of registered office outside the local limits of any city /town or village as specified in sub section (2) of Section 146.
 - (7) Giving of Loans or extending guarantee or providing security in excess of limits prescribed under sub-section (1) of Section 372A.
 - (8) Election of a Director under proviso to sub section (1) of Section 252.
 - (9) Variation in the rights attached to a class of shares or debentures or other securities as provided under section 106 of the act.
- (b) The Board shall have a power to appoint a Scrutiniser for conducting the postal ballot process by resolution passed in the meeting of the Board of Directors of the Company.
- (c) The assent or dissent received in writing on a postal ballot paper only within a period of thirty days from the date of posting of the letter will be regarded as valid assent / dissent.
- (d) The company shall maintain and preserve Register of postal ballot, postal ballot forms and other documents till the resolution is given effect to.

Article 195 : Nomination :

- (A)(i) Every holder of share(s) in and/or debenture(s) of the Company, so entitled under the act and rules framed there under, may at any time, nominate in the manner prescribed under the Act, a person to whom his share(s) in and/or debenture(s) of the Company shall vest in the event of his death.

- (ii) Where the share(s) in and/or debenture(s) of the Company are held by more than one person jointly, the joint holders, so entitled under the act and rules framed thereunder may together nominate in the manner prescribed under the Act, a person to whom all the rights in the share(s) and/or debenture(s) of the Company, as the case may be, shall vest in the event of death of all the joint holders.
 - (iii) Notwithstanding anything contained in any law for the time being in force, or in any disposition, whether testamentary or otherwise, in respect of the share(s) in and/or debenture(s) of the company, where a nomination is made in the manner prescribed under the act, purports to confer on any person the right to vest the share(s) in and/or debenture(s) of the company the nominee shall on the death of the shareholder and/or debentureholder concerned or on the death of the joint holder, as the case may be, become entitled to all the rights in relation to such share(s) and/or debenture(s) to the exclusion of all person(s) unless the nomination is varied or cancelled in the manner prescribed under the act.
 - (iv) Where the nominee is a minor, the holder of the share(s) in and/or debenture(s) of the company, can make a nomination in the manner prescribed under the act to appoint any person to become entitled to the share(s) in and/or debenture(s) of the company in the event of his death during the minority.
- (B) (i) A nominee upon the production of such evidence as may be required, by the Board and subject as hereinafter provided, elect either
- (a) to be registered himself as holder of share(s) and/or debenture(s) as the case may be, or
 - (b) to make such transfer of the share(s) and/or debenture(s) as may be could have made.
- (ii) If the person being a nominee, so becoming entitled, elects himself to be registered as holder of the share(s) and/or debenture(s) as the case may be, he shall deliver or send to the company a notice in writing duly signed by him stating that the nominee concerned so elects, in such notice shall be accompanied with the death certificate(s) of the deceased shareholder / debenture holder / joint holders as the case may be.
 - (iii) All the limitations, restrictions and provisions of the Articles of Association of the company relating to the rights to transfer and the registration of transfer of the share(s) and/or debenture(s) shall be applicable to any such notice for transfer as aforesaid as if the death of the shareholder / debenture holder / joint holders as the case may be, had not occurred and the notice of transfer were signed by that shareholder / debenture holder / joint holders as the case may be.

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For ANKUSH SYNTHETICS LTD



DIRECTOR

- (iv) A person being a nominee, becoming entitled to the share(s) and /or debenture(s) by reason of the death of the holder shall be entitled to the same dividend and other advantages to which he would be entitled if he were the registered holder of the share(s) and/or debenture(s) except that he shall not, before being registered a member in relation to meetings of the company; provided that the Board may at any time, give notice requiring any such person, to elect either to be registered himself or to transfer the share(s) and/or debenture(s) and if the notice is not complied with, within 90 days, the Board may thereafter withhold payments all dividends, bonuses or rights accruing in respect of share(s) and/or debenture(s) until the requirement of the notice have been complied with.

Article 196 : Board Meeting through Video-Tele Conferencing.

The Company shall have the power to hold the board or committee meetings through the means of video or teleconferencing, and also allow directors to participate in the Board or committee meetings through the means of video or tele conferencing, subject to the applicable provisions, if any, of the Companies Act, 1956 and other regulatory provisions, if any, and all the relevant articles dealing with Board or committee meetings shall be read mutatis mutandis.

Dated : 16th August, 2005**By Order of the Board of Directors**

Registered Office :
 326, Sardar Gruh Building,
 198, Lok Manya Tilak Road,
 MUMBAI – 400

[Anil Kumar Singhal]
DIRECTOR.

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, ON ANY DAY DURING BUSINESS HOURS AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing its representatives to attend and vote on their behalf at the meeting.
3. The Register of members and the share transfer books will remain closed from **Wednesday, September 21, 2005 to Thursday, September 29, 2005 (Both Days Inclusive)**
4. Members are requested to notify the change, if any, in their address, to the Company and in any case on or before 20th September, 2005.

5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is first named in order of names will be entitled to vote.
7. Members, desiring any information pertaining to Accounts, are requested to write to the Company seven days before the date of the meeting, so that the information can be made available at the meeting
8. Members are requested to send their queries, if any, at least ten days before the date of meeting so that the information can be made available at the meeting.
8. Details of director seeking re-appointment at Annual General Meeting is given as under pursuant to paragraph VIA of Clause 49 of Listing Agreement with the Bombay Stock Exchange Limited is furnished as below :
 - a) Shri Pawan KumaGupta is a Grauduate in Commerce having experience of more than 15 years in the Textile Business and as specifically gained experience in the field of Marketing. His Contribution as a Director would be of immense help to the Company. Shri Pawan Kumar Gupta retires by rotation and being eligible offers himself for re-appointment.
 - b) Shri Mohan Kumar Gupta is a Science Graduate. His association with the Company would prove to be beneficial to the Company by having advantage of his very good experience in marketing of Textiles products both in India and abroad.
 - c) Shri Sunil Kumar Gupta is a Commerce Graduate having a business experience of over 17 years in Textile line. His association with the company would prove beneficial in view of his vast experience.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours except on holidays prior to the date of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956.

1. For Item No. 4 & 5 :

The Board of Directors of the Company at its meeting held on 1st May, 2005 respectively appointed under section 260 of the Companies Act, 1956 Shri Mohan Gupta and Shri Sunil Kumar Gupta as Additional Director on the Board of Directors. As per provisions of the Companies Act, 1956, both of them will hold the office of the director of the Company until next AGM of the Company. The Company has duly received Notices in Writing from share holders as required under section 257 of the Companies Act, 1956, proposing each of them as a Director of the Company. The

Board of Directors recommend the passing of the resolutions as mentioned at Item No. 4 & 5 of the notice of A.G.M.

None of the Directors of the Company except Shri Mohan Gupta and Shri Sunil Kumar Gupta is directly or indirectly concerned or interested in the proposed resolutions.

2. Item No. 6.

As the shareholders are aware, the Company is currently engaged in the manufacture of synthetic yarn. The Board of Directors of the company felt that it would be in the business interest of the company to consider to undertake a major expansion / diversification plans for undertaking manufacture of denims. A road map for this project is being finalised. Keeping this in mind, and more particularly with a view to ensure that the name of the company appropriately reflects the true nature of its business, the Board of Directors considered it worthwhile to change the name of the company from "ANKUSH SYNTHETICS LIMITED" to "AVIVA INDUSTRIES LIMITED". Accordingly, as required under the Companies Act an application for availability of Aviva Industries Limited as a new name was made to the office of the Registrar of Companies, Mumbai and vide its letter dated 6th May, 2005, the said name has been made available to the company.

Under Section 21 of the Companies Act, 1956 the change in the name of the Company can be effected by a Special Resolution passed by the shareholders of the Company and by consent of the Central Government.

Hence, the Board of Directors commends the resolution as set out in the accompanying notice for your approval.

None of the Directors of the Company may be considered to be concerned or interested in the resolution.

3. Item No. 7 & 8:

The present Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Three Crores) divided into 30,00,000 (Thirty Lacs) equity shares of Rs. 10 each. In view of future plans of expansion / diversification in business and with a view to enable the Company to have an enlarged capital base, it is proposed to increase its authorised share capital to Rs.13,00,00,000 (Rs. Thirteen Crores) divided into 1,30,00,000 (One Crore Thirty Lacs) equity shares of Rs. 10 each.

In terms of the provisions of Section 94 of the Companies Act, 1956 the Authorised Share Capital of the Company can be increased with the approval of the shareholders. This would also require necessary changes with regard to the Capital Clause i.e Clause V of Memorandum of Association of the Company. Further, Article No. 3 of Articles of Association of the Company also needs to be amended which can be made by a special resolution passed by the shareholders of the company. Hence, the Board

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For ANKUSH SYNTHETICS LTD
Jawan Kumar
DIRECTOR

of Directors commend the resolutions as set out in the accompanying notice for your approval.

None of the Directors of the Company may be considered to be concerned or interested in the resolution.

4. Item No. 9

The Board of Directors considered it appropriate to alter and substitute existing article 163 in the articles of association of the company and also to add new article numbers 194,195 and 196 in the Articles of Association. Under the provisions of Section 31 of the Companies Act, 1956 any alteration in the articles of association requires an approval of the shareholders by a special resolution. Hence, the resolution as appearing at item no. 7 has been proposed in the accompanying notice for consideration and approval of the shareholders.

None of the Directors of the Company may be considered to be concerned or interested in the resolution.

Dated : 16th August, 2005

By Order of the Board of Directors

Registered Office :
326, Sardar Gruh Building,
198, Lok Manya Tilak Road,
MUMBAI.

DIRECTOR.

K.Dalal & Co.

Company Secretaries

205, Pawan Hans, Sub Jail Char Rasta, Bh.Chamunda restaurant, Ring Road Surat 395002

COMPLIANCE CERTIFICATE**Ankush Synthetics (11-34190)**326 Sardar Gruh Building, 3rd Floor

198, Lokmanya Tilak Road

MUMBAI

I have examined the registers, records, books, and papers of Ankush Synthetics Limited as required to be maintained under the companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of association of the company for the financial year ended on 31st March 2005. In my opinion and to the best of my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid Financial Year :

- 1 the company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- 2 the company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
- 3 the company being a public limited company has minimum prescribed paid up share capital.
- 4 the Board of Directors duly met 11 times on 29.04.2004, 25.06.2004, 28.06.2004, 29.07.2004, 11.08.2004, 13.09.2004, 30.10.2004, 29.12.2004, 30.01.2005, 25.02.2005, 30.03.2005 in respect of which meeting proper notices were given and the proceedings were properly recorded and signed including the circular resolutions in the Minutes Books maintained for the purpose.
- 5 the company closed its register of members from 24.09.2004 to 29.09.2004 under section 154 of the Act.
- 6 the Annual General Meeting for the financial year ended on 31st March 2004 was held on 29th September 2004 after giving due notice to the members of the company and the resolutions passed there at were duly recorded in minutes books maintained for the purpose.
- 7 No Extra Ordinary General Meeting was held during the financial year ended 31.03.2005
- 8 the company has not advanced any loans to its directors or persons or firms referred to under section 295 of the Act.
- 9 the company has not entered into any contract falling within preview of section 297 of the Act.
- 10 the company has made necessary entries in the register maintained under Section 301 of the Act.
- 11 the company was not required to obtain approval of the central Government pursuant to section 314 of the Act as there were no cases falling within preview of the said section.
- 12 the Board of Directors has not approved any issue of duplicate share certificates.

