

EVERLON SYNTHETICS LIMITED

*26th
Annual Report
2014-2015*

CIN L17297MH1989PLC052747

ACCOUNTING YEAR ENDED 31st MARCH 2015

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EVERLON SYNTHETICS LIMITED

(CIN: L17297MH1989PLC052747)

BOARD OF DIRECTORS

SHRI JITENDRA K. VAKHARIA (DIN 00047777)	MANAGING DIRECTOR
SMT VARSHA J. VAKHARIA (DIN 00052361)	DIRECTOR
SHRI DINESH P. TURAKHIA (DIN 00063927)	INDEPENDENT DIRECTOR
SHRI KAMLESH C. SANGHAVI (DIN 00644642)	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSON

SHRI PRADEEP K. PAREEK (Appointed on 1st December 2014)	CHIEF FINANCIAL OFFICER
SHRI SUBODH L MORE (Appointed on 1st December 2014 and Resigned on 23rd May 2015)	COMPANY SECRETARY

AUDITORS

M/s. POLADIA & COMPANY

(Chartered Accountants)

C-81, Anant Chhaya, 353/3 R B Mehta Marg, Ghatkopar (E), Mumbai – 400 077.

BANKERS

JANATA SAHAKHARI BANK LTD., PUNE
INDIAN OVERSEAS BANK
IDBI BANK

REGISTERED OFFICE

67, Regent Chambers, 208, Nariman Point, Mumbai – 400 021.
E-Mail: everlonsynthetics@gmail.com, everlon@rediffmail.com • www.everlon.in

FACTORY

Plot No.265/7/1, Demni Road, Dadra, Silvassa
(Union Territory of Dadra & Nagar Haveli)

LISTED AT

The Bombay Stock Exchange Ltd., Mumbai
The Ahmedabad Stock Exchange Ltd., Ahmedabad.

REGISTRAR & SHARE TRANSFER AGENTS

SHAREX DYNAMIC (INDIA) PVT. LTD.

Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072.
Tel: 2851 5606/ 2851 5644 • Fax: 2851 2885 • E-mail: sharexindia@vsnl.com

NOTICE

Notice is hereby given that the Twenty-sixth Annual General Meeting of the Shareholders of EVERLON SYNTHETICS LIMITED (CIN : L17297MH1989PLC052747) will be held on Tuesday, 15th September, 2015, at Kilachand Conference Room, 2nd Floor, Indian Merchants Chambers, Churchgate, Mumbai - 400 020 at 2.00 p. m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company as at 31st March, 2015, the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Varsha J. Vakharia who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Poladia & Co. (ICAI Regn. No.128274W) , Chartered Accountants be and are hereby re-appointed as Auditors of the Company for the financial year 2015-16 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company”.

By order of the Board of Directors

For Everlon Synthetics Limited

— Sd —
(J.K.Vakharia)
(Managing Director)
DIN 00047777

Place:- Mumbai
Date:- 30th May 2015

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A Proxy shall not have the right to speak at the meeting and shall not be entitled to vote at the meeting except on a poll. A person can as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or a shareholder.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday 9th September, 2015 to Tuesday 15th September, 2015 (both days inclusive).
4. The Members are requested to:
 - i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd., Unit-1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East) Mumbai – 400 072. Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
 - ii) Quote their Folio No. /Client ID No. in their correspondence with the Company/ Registrar and Share Transfer Agents.
 - iii) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
 - iv) Bring their copies of Annual Report and Attendance slip with them at the meeting.
 - v) Intimate Registrar and Share Transfer Agents M/s. Sharex Dynamic (India) Pvt. Ltd. for consolidation of their folios, in case they are having more than one folio.
5. **Green Initiative for Paperless Communications:-**

The Ministry of Corporate Affairs ("MCA") has taken a 'Green Initiative in Corporate Governance by allowing paperless compliances by Companies through electronic mode. In accordance with recent circular bearing no.17/2011 dated 21.04.2011 issued by the Ministry of Corporate Affairs (MCA), Companies can now send various notices/documents to their shareholders through electronic mode to the registered e-mail addresses of the shareholders.
6. **Disclosure under Clause 5A (II)**

Certain share certificates were returned undelivered, when Registrars and Share Transfer Agents posted Share Certificates in December 2012 of the changed face value of Re.1/- each on account of Demerger of Investment business of the company.

The company is in the process of finalizing details of unclaimed shares in consultation with companies registrar and shares transfer agent M/s Sharex Dynamic India Private Limited.
7. As per the said MCA circular, the Company is attaching herewith E-Communication Registration Form / letter to Equity shareholders for providing advance opportunity to register their e-mail address with the Company or Depository Participant and changes therein from time to time.

This is an opportunity for every shareholder of the Company to contribute to the Corporate Social Responsibility initiative of the Company.

Equity Shareholders holding shares in physical form can avail the said facility to enable the Company to send the notice/documents through electronic mode. They should download the form from the Company's website (www.everlon.in) and forward the same to Company's Registrar and transfer agents i.e. Sharex Dynamic (India) Pvt.Ltd., Unit: Everlon Synthetics Ltd., Unit-1, Luthra Ind.Premises, Safed Pool, Andheri-Kurla Road, Andheri (E), Mumbai. – 400 072. Tel: 2851 5506 / 2851 5644, Fax No: 2851 2855. The Shareholders holding shares in demat mode can register their e-mail address with their Depository Participant, in the event they have not done so earlier for receiving notices/documents through Electronic mode.

8. Instructions for the voting through electronic means

- I In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Saturday 12th September 2015 at 9.00 am and ends on Monday 14th September 2015 at 5.00 pm. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September 2015, may cast their e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]
 - (i) Open email and open PDF file viz ; "remote e-voting .pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder – Login.
 - (iv) Put the user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Everlon Synthetics Ltd.,
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer at e-mail ID shethmm_cs@yahoo.co.in with a copy to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy
- (i) Initial password is provided as below / at the bottom of the Attendance Slip for AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th September, 2015, may obtain the login ID and password by sending a request at email ID evoting@nsdl.co.in or RTA email ID @sharexindia@vsnl.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact at the following toll free no.: 1800-222-990.
- XI. 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 only shall be entitled to avail the facility of remote e-voting/voting at the AGM through ballot paper.
- XII. M.M. Sheth & Co. Company Secretary (FCS No.1455) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote-e-voting process in a fair and transparent manner.

- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" / "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and the declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.everlon.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**By order of the Board of Director
For Everlon Synthetics Limited**

**— sd —
J.K.Vakharia
Managing Director
DIN 00047777**

**Place:- Mumbai
Date :- 30th May 2015**

Details of Directors seeking Re-appointment at the forthcoming Annual General Meeting

(As per clause 49 of the Listing Agreement)

A.	Name of Director	Smt. Varsha J. Vakharia. (DIN 00052361)
B.	Date of Birth	25/08/1958
C.	Date of Appointment	29/10/1999
D.	Expertise in specific functional areas	General Administrations since last 10 Years
E.	Qualifications	M.A.
F.	Name of Companies in which Directorship held as on 31st March 2015	Vakharia Power Infrastructure Ltd Vakharia Synthetics Pvt.Ltd., Omkar Texolene Pvt.Ltd, Vakharia Financial Services Ltd., Everlon Solar Energy Pvt. Ltd., Everlon Power Ltd., Everest Yarn Agency Pvt.Ltd,
G.	Chairman/Member Of the Committees of the Board of the other Companies on which he is A Director as on 31st March 2015.	---- NIL ----
H.	No. of equity shares of Rs.1/- each of the company held as on 31st March 2015	16, 39,920
I.	Inter-se Relations Among Directors	She is related to Shri Jitendra K.Vakharia, Managing Director of the company.

EVERLON SYNTHETICS LIMITED**DIRECTOR'S REPORT**

To,

The Members,

The Board of Directors present the 26th Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2015 along with the cash flow statements:

1. OPERATIONS AND FINANCIAL RESULTS

	Year Ended 31/03/2015 (Re in Lacs)	Year Ended 31/03/2014 (Re in Lacs)
Sales	4102.60	5339.66
Other Income	4.95	2.76
Profit for the year before Depreciation & Tax	39.58	61.11
Less : Depreciation	30.72	30.12
Profit before Tax	8.86	30.99
Less : Provision for Tax	1.70	6.00
Profit after tax	7.16	24.99
Add/Less: IT Provisions for earlier years	(1.09)	0.38
Profit for the year	6.07	25.37
Profit – (Loss) Brought forward from Previous Year	(106.28)	(131.67)
Profit/ (Loss) carried to Balance Sheet	(100.21)	(106.29)

2. PERFORMANCE

Your Company has managed to achieve reasonable good performance during the year in spite of difficult market conditions.

The company has produced 3795.44 tons against 4478.05 tons during the previous year resulting in sales turnover of Re.4102.60 lacs as against Re.5339.66 lacs during the previous year.

3. DIVIDEND

Directors do not recommend any dividend due to the accumulated losses suffered by the company.

4. DIRECTORS & KEY MANAGERIAL PERSONNEL

Smt. Varsha J. Vakharia retires by rotation and being eligible offers herself for reappointment.

Shri Pradeep K. Pareek has been appointed as Chief Financial Officer of the company w.e.f. 1st December 2014 and Shri Subodh L. More was appointed as Company Secretary w.e.f. 1st December 2014 and resigned from 23rd May 2015.

5. AUDITORS

M/s. Poladia & Co. Chartered Accountants have given their consent for re-appointment for F. Y. 2015-2016. Members are requested to re-appoint them.