

**EVERLON
SYNTHETICS
LIMITED**

**32nd
Annual Report
(2020-2021)**

EVERLON SYNTHETICS LIMITED

Financial Year
(2020-2021)

C O N T E N T S

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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)	NON EXECUTIVE DIRECTOR
SHRI. DINESH P. TURAKHIA	(DIN 00063927)	INDEPENDENT DIRECTOR (Deceased on 21 st March 2021)
SHRI. NITIN I PAREKH	(DIN 00087248)	INDEPENDENT DIRECTOR
SHRI. KIRON B SHENOY	(DIN 08582581)	INDEPENDENT DIRECTOR

KEY MANAGERIAL PERSONNEL

SHRI VIVEK M. MANE	CHIEF FINANCIAL OFFICER
SHRI KIRAN SAWANT (APPOINTED ON 22 ND October 2020)	COMPANY SECRETARY

AUDITORS

M/s. K.S. MAHESHWARI & COMPANY
(Chartered Accountants)
203, Shripad Darshan, Ayre Road,
Dombivali (East) – 421 201

BANKERS

HDFC Bank Ltd.
Indian Overseas Bank
Yes Bank Ltd

REGISTERED OFFICE

67, Regent Chambers,
208, Nariman Point,
Mumbai – 400 021.
E-Mail: everlonsynthetics@gmail.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, Mumbai

REGISTRAR & SHARE TRANSFER AGENTS

Link intime (India) Pvt. Ltd.,
C 101, 247 Park
L B S Marg, Vikhroli (West),
Mumbai – 400 083.
Tel: 022-49186270
Fax: 022-49186060
E-mail: support@sharexindia.com/ mt.helpdesk@linkintime.co.in

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Shareholders of **EVERLON SYNTHETICS LIMITED** (CIN : L17297MH1989PLC052747) will be held on Saturday, August 28, 2021 at 11.00 a. m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year Ended 31st March, 2021, together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Varsha J. Vakharia (DIN 00052361) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, **M/s. B. L. Dasharda and Associates.**, Chartered Accountants (Firm Registration No. 112615W), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. K.S. Maheshwari & Co., Chartered Accountants (Firm Registration No. 105846W), to hold office for period of 3 (Three Years) from the conclusion of this 32nd Annual General Meeting until the conclusion of the 35th Annual General Meeting to be held in the year 2024, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **RE-APPOINTMENT OF MR. NITIN ISHWARLAL PAREKH (DIN: 00087248) AS AN INDEPENDENT DIRECTOR FOR SECOND TERM**

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any Statutory modification(s) or re-enactments) thereof, for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee, Shri Nitin Ishwarlal Parekh (DIN: 00087248), who was appointed as an Independent Director and who holds office up to conclusion of AGM of the Company to be held in respect of Financial Year ending 31st March 2021 and who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from conclusion of AGM of the Company to be held in respect of Financial Year ending 31st March 2021"

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **SALE OF UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT,**

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI Listing Regulations entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members of the company be and is hereby accorded to sell / transfer / dispose-off the whole, or substantially the whole of the Land, Buildings, and Plant and Machinery. other assets and Capital work in progress valued at Rs. 3,80,00,000/- (Three Crores Eighty Lacs) approx.. lying at manufacturing facilities of the company situated at Plot No.265/7/1, Demni Road, Dadra- 396 191, Silvassa, (Union Territory of Dadra & Nagar Haveli) ("Undertaking") on a slump sale basis as a going concern and on an "as is where is" basis for a consideration of Rs. 5,21,00,000/- (Five Crore Twenty One Lacs only) to Vishnu Laxmi Textiles Industries Private Limited, on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit

“RESOLVED FURTHER THAT Mr. Jitendra K. Vakharia, Managing Director or Mrs. Varsha J. Vakharia , Directors of the company be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

6. **AMENDMENT TO THE OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit and subject to the approval of Shareholders in General Meeting & Registrar of Companies, consent of the members of the company be and is hereby accorded to delete the Clause III A (1) to (3) of the existing Object Clause of the Memorandum of Association of the Company and insert the below new clauses as Clause III A (1) to (4) and Clauses III B (4) to (29) of the existing Object Clause of the Memorandum of Association of the Company will be renumbered to Clauses III B (5) to (30).

Clause III A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of Non Banking Financial Company, hire purchase company, investment company, micro finance company, to undertake all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, factories, movable and immovable property, to arrange or syndicate leasing or hire purchase, business, to undertake bills discounting business, to purchase, finance discount, re-discount, bills of exchange, to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills, to undertake real estate business, to buy, sell, finance the buying and selling and trading in immovable property, land, buildings and factories, to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents.
2. To act a financiers with the objects of financing Industrial Enterprise, to lend or deal with the money either with or without interest or security including to current or deposit account with any bank or banks other person or persons upon such terms, condition and manner as may from time to time be determined and to receive money on deposit that the Company shall not do any banking business as defined under the Banking Regulations Act, 1949, subject to the provisions of the Act and directives issued by the Reserve Bank of India.
3. To carry on business as an investment Company and to lend and advance money or give credit to such persons or companies and on such terms and conditions whether secured or unsecured and to advance loans to persons and companies against shares, bonds, debentures and other securities of an open margin account of clients.
4. To carry on the business of an investment company for that purpose to invest in, acquires, underwrite, subscribe for, hold shares, bonds, stocks, debentures, debenture stock issued or guaranteed by and company constituted and carrying on the business in India or elsewhere, any government, state, sovereign, central or provincial commissioners, port trust public, body or authority, supreme, municipal, local or otherwise whether, in India or elsewhere.

RESOLVED FURTHER THAT Heading of the Part A of Clause III of Memorandum of Association i.e. “THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ” substituted with the Heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION are”.

RESOLVED FURTHER THAT Heading of Part B of Clause III of Memorandum of Association i.e. “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” substituted with the Heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE”.

RESOLVED FURTHER THAT the words at the beginning of the Memorandum of Association and before Clause I “(THE COMPANIES ACT, 1956)” be and is hereby substituted by the words “THE COMPANIES ACT, 2013,

RESOLVED FURTHER THAT the existing Clause III (C) – Other Objects of the Memorandum of Association be and is hereby deleted in its entirety

RESOLVED FURTHER THAT consequent to above, all the clauses of Memorandum of Association be renumbered accordingly

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company”

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms,

papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

7. ALTERATION OF LIABILITY CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit, the consent of the members of the company be and is hereby accorded to replace and substitute the existing Clause IV of Memorandum of Association with the following Clause:

IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them:

“RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company, be and is authorized to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

8. APPROVE THE NAME CHANGE OF THE COMPANY

To consider and to pass, the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to the provisions of Section 4, 13,14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, including Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors (herein after referred to as “the Board”, which term shall include any of its duly authorised Committee or Individual Director) is hereby authorised to accept as it may deem fit, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“EVERLON SYNTHETICS LIMITED ”** to **“EVERLON FINANCIALS LIMITED”** or any other name as may be approved by the Registrar of Companies.

“RESOLVED FURTHER THAT upon the receipt of fresh Certificate of Incorporation upon change of name, the name **“EVERLON SYNTHETICS LIMITED”** wherever appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company be substituted with **“EVERLON FINANCIALS LIMITED”** or any other name as may be approved by the Registrar of Companies”.

“RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to make, sign and execute and file necessary applications, forms, papers, documents and information's as may be considered necessary or expedient including appointing attorney/s or authorized representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchange(s) where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and to pass the following resolution as a **SPECIAL RESOLUTION**

“RESOLVED THAT pursuant to Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules and regulations issued thereunder, provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents and sanctions as may be required from appropriate authorities, if any, the consent of the members of the company be and is hereby accorded for adopting a new set of articles of association, a draft of which is tabled before the members in substitution and to the entire exclusion of the existing articles of association of the Company

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

Place:- Mumbai

Date:- 21/07/2021

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

Sd/

**Jitendra. K. Vakharia
Managing Director
(DIN00047777)**

NOTES

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020, 13th April, 2020 and 13th January, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) has vide its circular dated 12th May, 2020 read together with circular dated 15th January, 2021 (collectively referred to as “SEBI Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, the SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Smt. Varsha J. Vakharia, Director of the Company, retire by rotation at the Meeting and being eligible offers herself for re-appointment.
6. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice and Brief profile of New Statutory Auditor M/s. B. L. Dasharda and Associates, is provided in the Annexure attached at the end of Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizers mail **sanjayrd65@gmail.com** by email through its registered email address with a copy marked to **evoting@nsdl.co.in**.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form. members can contact the Company or Company’s Registrars and Transfer Agents, Link Intime India Pvt. Ltd...
9. The Register of Members and Share Transfer Register of the Company will remain closed from **Tuesday, August 24, 2021 to Saturday, August 28, 2021** (both days inclusive).

10. The Members are requested to:

- i) Intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli (West) Mumbai – 400 083. 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.
 - v) Intimate Registrar and Share Transfer Agents M/s. Link Intime India Pvt. Ltd. for consolidation of their folios, in case they are having more than one folio.
11. To support the “**Green Initiative for Paperless Communications**” Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company's RTA in case the shares are held in physical form.
 12. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 13. In compliance with the aforesaid MCA Circulars and SEBI Circular , Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.everlon.in Website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
 14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 15. The Company has engaged the services of The National Securities Depository Limited (“NSDL”) for facilitating remote e-voting for the said meeting to be held on **Saturday, August 28, 2021, at 11.00 a.m** .The Shareholders are requested to follow the instructions mentioned in Note below.
 16. The voting by Shareholders through the remote e-voting shall commence at **9.00 a.m. on Wednesday, August 25, 2021 and shall close at 5.00 p.m. on Friday, August 27, 2021**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Saturday, August 21, 2021 i.e. cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
 17. The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or voting during the Meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
 18. The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e-voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
 19. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. **Saturday, August 21, 2021**.