JAIHIND SYNTHETICS LIMITED

ANNUAL ACCOUNTS

FINANCIAL YEAR
2012 - 2013

BOARD OF DIRECTORS

Mr. Ajit V Vasani	Director
MsMeghalVasani	Director
MsJagrutiVasani	Director
Mr. PareshSawani	Independent Director
Mr.Kaushal A Shah	Independent Director
Mr. Jayantilal M Patel	Independent Director

BANKER

Allahbad Bank
Axis bank
IDBI BANK

AUDITORS

Jai PrakashUpadhayay& Co.
Chartered Accountants

REGISTERD OFFICE

2, KuberBhavan CHS Ltd,
Near Ram Mandir, Borivali (West)
Mumbai – 400092

TRANSFER AGENTS

System Support Services
209, Shivai Industrial Estate,
Sakinaka, Andheri (East),
Mumbai – 400 072.

NOTICE TO THE MEMBERS

Dear Members,

NOTICE is hereby given that the 26th Annual General Meeting of the Members of JAIHIND SYNTHETICS LIMITED will be held at its Registered Office at 2, KuberBhavan CHS Ltd, Near Ram Mandir, Borivali (West), Mumbai – 400092 on Saturday , the 28th day of September, 2013 at 10..00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2013 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ajit V Vasani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. MeghalVasani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. JagrutiVasani, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors, M/s Jai PrakashUpadhayay& Co., Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and to authorized the Board of Directors to fix their remuneration.

By Order of the Board of Directors
For **JAIHIND SYNTHETICS LIMITED**

Date: 28 August, 2013.
Place: Mumbai

Registered Office:
2, KuberBhavan CHS Ltd,
Near Ram Mandir,
Borivali (West),
Mumbai – 400092

Sd/-
(AJIT VASANI)
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The members are requested to notify immediately changes, if any, in their registered address to the Company's Registrar & Share Transfer Agent M/S System Support Services, email ID: sysss72@yahoo.com.
3. Members are requested to write their Folio Number in the Attendance Slip for easy identification at the meeting and number of shares held by them.
4. The Share Transfer Books and the Register of Members will remain closed from Sunday the 27th day of September, 2013 to 30th day of September, 2013 (both days inclusive).

5. At the ensuing Annual General Meeting below Directors, retires by rotation and being eligible offers themselves for re-appointment, the brief resume of this director is as under:

Name	**AjitVasani**	MeghalVasani	JagrutiVasani
Age	50	23	48
Qualification	B.com	F.Y. B.com	B.com
Expertise in Specific Area	Treading & Marketing	Finance	Administration
Date of First Appointment on the Board of the Company	31.8.2010	31.8.2010	31.8.2010
Name(s) of the other companies in which Directorship held and Committee Membership/Chairmanship held.	JIVANJYOTI MERCANTILE LTD.	JIVANJYOTI MERCANTILE LTD.	JIVANJYOTI MERCANTILE LTD.

6. .***Green initiative in Corporate Governance***: *The Government Of India, Ministry Of Corporate Affairs (MCA) vide its circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 has taken a "Green Initiative" and has allowed companies to make service of documents including Annual Report, Audited Financial Statements, Director's Report, Auditor's Report, etc. to the members through the electronic mode, to the registered email addresses of the members. This is a golden opportunity to contribute to our Nation at large. All you have to do is to register your e-mail address with the company to receive communication through the electronic mode.*

By Order of the Board of Directors
For JAIHIND SYNTHETICS LIMITED

Date: 28th August, 2013
Place: Mumbai

Sd/-
(AJIT VASANI)
CHAIRMAN

Registered Office:
2, KuberBhavan CHS Ltd,
Near Ram Mandir,
Borivali (West),
Mumbai – 400092

DIRECTORS REPORT

The Members,
Jaihind Synthetics Limited.

Your Directors have pleasure in presenting the Twenty Six Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March 2013.

FINANCIAL RESULTS:

Rs Lakh

	For the year ended on 31.03.2013	For the year ended on 31.03.2012
Turnover	244.13	8.08
Other Income	30.15	1.25
Increase / Decrease in Stock	90.47	--
Total Income	274.29	8.10
Total Expenditure	265.96	802.62
Profit / (Loss) before Taxation	8.32	7.37
Provision for Tax	2.10	2.45
Profit / (Loss) after Taxation	7.67	4.91
Balance b/f from Previous Year	(85.56)	(90.48)
Deferred Tax	--	--
Earlier Year Adjustments	--	--
Balance Carried to Balance Sheet	(85.56)	(90.48)

OPERATIONAL REVIEW:

During the financial year ended 31st March 2013 Company's turnover was Rs. 244.13Lac and the net profit during the year was Rs. 7.67 Lac.

FUTURE OUTLOOK

The Indian economy is back on course of its pre-crises growth trajectory, with the momentum in recovery led by a stronger and faster than earlier anticipated rebound in industrial activity. The management of the company is considering the various proposals to enlarge the scope of activities of the company. The company is looking forward to infuse additional working capital in the business of the company in order to carry out the operations of the company smoothly.

ISSUE OF SECURITIES THROUGH PREFERENTIAL ALLOTMENT BASIS:

The company is continuously pursuing growth opportunities in the existing business to boost up the turnover and profitability, day to day working capital requirement. The company through a postal ballot has got the approval of the members to issue the convertible warrants. The issue of Warrants is planned to augment the long term resources to finance the working capital requirement of the company. The proceeds of the issue will be utilized for financing the working capital requirement of the company and also for general corporate purposes And company have done allotment to promoters and non – promoters at board meeting held on 16.01.2013.

DIVIDEND:

Due to huge carried forward loss, your Directors do not recommend any dividend for the year under review.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the requirements of Section 217(2AA) of the Companies Act,1956, the Directors of the Company hereby confirm that:

A. In preparation of Annual Accounts, the applicable accounting standards were followed.
B. The accounting policies are reasonable and prudent and are consistently followed to give true and fair view of the state of affairs of the company.
C. Proper and sufficient care is taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
D. The Annual Accounts have been prepared on a going –concern basis.

DIRECTORS

Mr. AjitVasani, Ms. JagrutiVasani and Ms. MeghalVasani, Directors of the Company who retires by rotation as per Articles of Association of the Company and being eligible offer themselves for re-appointment as directors of the Company.

FIXED DEPOSITS

Your Company has not accepted any deposits from public.

MANAGEMENT DISCUSSION AND ANALYSIS:

As required by clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis Report are appended.

CORPORATE GOVERNANCE

A separate report on the Corporate Governance and Management Discussion & Analysis is attached as a part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

AUDITORS:

M/s. Jai PrakashUpadhayay& Co., Chartered Accountants, will retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting. Directors have proposed to re-appoint M/s Jai PrakashUpadhayay& Co., as Auditors of the Company, Subject to Approval of Members at the ensuing Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act.

AUDITOR'S REPORT:

The notes to the Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further explanation.

EMPLOYEES:

There was no employee drawing remuneration to the extent, which requires disclosure under Section 217 (2A) of the Companies Act, 1956.

CONVERSION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

As required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules. 1988, the relevant information is as under: -

a) Conservation of energy
There are no energy consumption during the year due to non operations at factory site.

b) Absorption of Technology and R & D
The Company has not incurred any separate expenditure on Research and Development during the year.

c) Foreign Exchange Earning & Outgo :
There are no foreign exchange earnings and outgo during the year under review.

ACKNOWLEDGEMENTS

The Directors would like to place on record their sincere appreciation of the contribution made by the employees at all levels of the organization.

By Order of the Board of Directors

Date:28 th August, 2013
Place: Mumbai

Sd/-
(AJIT VASANI)
CHAIRMAN

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2013.

INDUSTRY STRUCTURE, DEVELOPMENT:

During the period under review, the Company had been operating in textile.

PERFORMANCE

The Company is doing trading business only. Company is trying to generate more volumes and thus to generate more profit from trading activities in the textile.

SEGMENT-WISE PERFORMANCE:

The Company is into textile business.

OPPORTUNITIES AND THREATS

The fundamental growth drivers of the country's economy as well as industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. The threats to the segments in which the company shall be operating is pricing pressure arising due to competition from low cost suppliers, technology up gradation, sever competition among competitor and newly emerging competitive nations and stricter environment laws. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well.

STRENGTH

The existing management has a strong technical knowledge and experience in the trading and marketing filed.

RISKS AND CONCERNS

Your company is working essentially in global market place. Change in policy of Govt. of India may have an effect on future working of the Company in the business of textile. However the capability of providing quality services, timely completing of projects and the excellent performance will provide the competitive edge to the Company's business.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with workers and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order of the Board of Directors

Date: 28st August, 2013
Place: Mumbai

Sd/-
(AJIT VASANI)
CHAIRMAN

REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS

1. Company's Philosophy on Code of Governance

The Company believes in and practices good Corporate Governance. The Company's philosophy is aimed at assisting the top management of the Company in the efficient conduct of the business and in meeting its obligation to all its stakeholders.

2. Board of Directors

The Board of Directors comprises of Three executive Director and other Three Independent Directors. During the year ended 31st March 2013 Eight board meetings were held as on 16.04.2012, 30.06.2012, 30.07.2012, 31.10.2011, 16.01.2013, 31.01.2013, 30.05.2013.31.07.2013.

Attendance of each Directors at the Board Meeting 2012- 2013 and last Annual General Meeting and the number of Companies and Committees where he is Directors/Member (As on signing date):

Name of Directors	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 30th Sept 2012	No. of other Companies in which Director
Ajit V Vasani#	Director	7/8	Yes	1
MeghalVasani#	Director	7/8	Yes	1
JagrutiVasani#	Director	8/8	Yes	1
PareshSawani	Independent Director	0/8	No	3
Kaushal A Shah	Independent Director	6/8	Yes	Nil
Jayantilal M Patel	Independent Director	0/8	No	Nil

3. Audit Committee

Currently the Audit Committee comprises of Mr. AjitVasani, Ms. MeghalVasani, Ms. JagrutiVasani and Mr. Kaushal A Shah. The terms of reference are wide enough covering the matters specified for Audit Committee under the Listing Agreement. 5meetings of the Committee were held on 16.04.2012, 30.06.2012, 30.07.2012, 31.10.2011, 16.01.2013, 31.01.2013, 30.05.2013.31.07.2013.

All Directors was present in all the above Audit Committee meetings.