

BOARD OF DIRECTORS

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|--------------------------|------------|
| 1. Shri Navneet Singh | - Director |
| 2. Shri Ramanlal Trivedi | - Director |
| 3. Shri Jivan Pardeshi | - Director |

AUDITORS**Y. D. & CO.**

Chartered Accountants
Flat NO. 4, Khurana Complex,
Kochar Market Chowk,
Model Gram, Ludhiana.

REGISTERED OFFICE

5, Malhar House,
Nr. Tomato Restaurant,
B/h. Ratnam Complex, C.G. Road,
Ahmedabad – 380 006.

SHARE TRANSFER AGENT**M/s. SHAREX DYNAMIC (INDIA) PVT LTD.**

Unit No.01 Luthra Ind.Premises,
Andheri Kurla Road,Safed Pool,
Andheri(E),
Mumbai – 400 072.
Tel No.: 022 -28515606.
Fax : 022-28512885.

NOTICE

Notice is hereby given that the Annual General Meeting of the Synergy Cosmetics (Exim) Limited will be held on Thursday 30th June 2011 at 11.30 A.M. at the registered office of the Company at 5, Malhar House, Nr. Tomato Restaurant, B/h. Ratnam Complex, C.G. Road, Ahmedabad – 380 006 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the period ended on that and the Reports of Directors and the Auditors.
2. To appoint a Director in place of Mr. Navneet Singh, who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

For and on behalf of Board of Directors

Place: Ahmedabad

Date: 30.05.2011

Chairman

Notes:

- 1 Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 relating to the special business is annexed herewith.
- 2 **A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll, to vote instead of himself. A proxy need not be member of the company. A proxy may be sent in the Form enclosed and in order to be effective must reach the Registered Office of the company at least 48 hours before the commencement of the meeting.**
- 3 Members/ proxies should bring attendance slip, duly filled in, for attending the meeting.
- 4 Members / proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting. As Copies of Annual Report will not be distributed at the Annual General Meeting.
- 5 The Register of Members and Share Transfer Books of the Company was closed from Wednesday 22nd June, 2010 to Wednesday 29th June, 2010 (both days inclusive).
- 6 Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 7 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

For and on behalf of Board of Directors

Place: Ahmedabad

Date: 30.05.2011

Chairman

DIRECTOR'S REPORT

To,
The Members,
SYNERGY COSMETICS (EXIM) LIMITED.

Your Directors have pleasure in presenting the Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2011.

Financial Results:

	(Amt. In Rs.)	
PARTICULARS	2010-2011	2009-2010
Sales	0	1,37,500
Other Income	0	552
TOTAL	0	1,38,052
Cost of Material Sold	0	1,37,500
Admin., Selling & Distribution Exp.	3,11,931	1,32,640
Other Exp.	0	0
Depreciation	64,258	47,644
Profit/(Loss) Before Tax	(3,76,189)	(1,79,732)
Less: Provision for Income Tax	0	20,100
Profit/(Loss) for the year after Taxation	(3,76,189)	(1,99,832)
Balance of Profit Brought Forward	(48,36,212)	(46,36,380)
Transfer to B/S	(52,12,401)	(48,36,212)

Operations:

During the year under review total income earned was NIL against expenditure of Rs. 3,76,189 resulting into Net Loss of Rs. 3,76,189 compared to loss of Rs 1,79,732 in previous year. But your directors foresee the bright future of the Company.

Dividend:

In order to conserve resources, the Board of Directors has thought it prudent not to recommend payment of dividend for the year under review.

Particulars of Employees:

There is no employee having remuneration in accordance with the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975 as amended.

Transfer of Unpaid/Unclaimed Dividend:

The company has no liability on account of unpaid/unclaimed dividend which may be required to be transferred and credited to the Investor Education and Protection Fund as per requirements of section 205C of the companies act, 1956. The company has also no outstanding unpaid/unclaimed interest liability on Deposits or Debentures or no outstanding unpaid/unclaimed principal amount of any Deposit & Debentures or application money.

Compliance to Code Of Corporate Governance :(Clause 49 of the Listing Agreement)

Your directors have complied with the listing agreement as constituted under the Listing agreement. The detailed corporate Governance report is given in Annexure: A

Listing Agreement:

The securities of the company are listed with the Bombay Stock Exchange Limited (BSE), Mumbai and Ahmedabad Stock Exchange Limited (ASE). The company has paid the annual listing fees for the year.

Dematerialization of the Securities Of The Company:

The Company has signed Tripartite Agreement with NSDL & CDSL for dematerialization of its Equity shares. The Equity shares are now available for dematerialization the ISIN allotted to shares of the company is INE198D01018. Shareholders are requested to take benefit of dematerialization.

Deposits :(Section 58A)

During the year under review your company has neither invited nor accepted any public deposits or deposits from the private parties as defined under section 58A of the companies act, 1956.

Directors Responsibility Statement (Section 217(2aa)):

Pursuant to the provisions contained in section 217(2AA) of the companies act, 1956 the Directors of your company confirm :

1. The applicable accounting standards have been followed along with proper explanation relating to material departures.
2. Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the loss of the company for that period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

Appointment of Auditors:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana reappointed as auditor of the company for the financial year 2011-2012 and holds office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company.

The Statutory Auditors of the Company have submitted auditor's report on the accounts of the Company for the accounting year ended 31st March, 2011 which is self-explanatory and needs no comments.

Directors:

Mr. Navneet Singh, director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Auditors Observation:

The statutory Auditors of the company have not made any adverse observation in their report. Notes to the Accounts are self explanatory in nature.

Formation of the Audit Committee (Section 292a):

The company has already formed an Audit committees comprising independent Non-Executive Directors as per requirements of Section 292A and clause 49 of the listing Agreement. The terms of reference and powers, authorities, responsibilities assigned to the committees are framed as per the guideline of clause 49 of the Listing Agreements. A detailed system of working of the committee is given in report on Corporate Governance forming part of this report.

Disclosure of Particulars with Respect:

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION, ADOPTION INNOVATION:

The Disclosure of particulars with respect to conservation of energy pursuant to the provision of 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, are not applicable to the company. However, the company makes its best efforts for conservation of energy. The company has not carried out any specific research and development activities. The company has not imported or absorbed any new technology during the year under review.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information regarding Foreign Exchange Earnings and out go is as follows:

- a) Earnings in Foreign Exchange : Nil
- b) Outgo in Foreign Exchange : Nil

Acknowledgement:

The management is grateful to the Government Authorities, Bankers, Vendors, Employees, for their continued assistance and co-operation. The Directors also wish to place on record the confidence of members in the company.

For and on behalf of Board of Directors

Place: Ahmedabad

Date: 30.05.2011

Chairman

REPORT ON CORPORATE GOVERNANCE
(Pursuant to Clause 49 of the Listing Agreement)

Your company in tune with the requirements of the provisions of Corporate Governance has taken all measures considered necessary for ensuring its compliance.

A detailed Corporate Governance Compliance Report as on 31/03/2011 is given below:

Company's Policy:

The company's policy on Corporate Governance envisages the assignment of high level of transparency and accountability in the functioning of the company and the conduct of its business internally and externally, including its interaction with employees, shareholders, creditors, clients, bankers and other business places with due emphasis on regulatory compliance.

The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run.

Board of Directors:

The Board of Directors met **6 times** during the year dated: 14.05.2011, 31.07.2011, 03.09.2010, 13.11.2010, 11.02.2011, 28.03.2011.

The attendances of the Directors of the company at the Board Meeting are as follows:

Name of Current Director's	Designation	Category	No. of Board Meetings attended during the year	Weather attended last AGM
Navneet Singh (24.03.2010)	Non-Executive & independent	Director	6	Yes
Ramanlal Nagjibhai Trivedi	Non-Executive & Professional	Director	6	Yes
Jivanbhai Ramanbhai Pardeshi	Non-Executive & independent	Director	6	Yes

Audit Committee:

Terms of Reference

To review the adequacy of internal control systems and internal Audit Reports and their compliance thereof.

To oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

To recommend the appointment of auditors and fixation of audit fees.

To review the financial statements before submission to the Board.

Composition of Audit Committee:

The Constitution of Audit committee meets the requirement of section 292A of Companies Act, 1956 and clause 49 of Listing Agreement.

The Committee met **4 times** during the year on 14.05.2010, 31.07.2010, 13.11.2010, 11.02.2011, and the attendance of members of the committee was as follow:

Name of Current Director's	Designation	Category	No. of Board Meetings attended during the year
Navneet Singh (24.03.2010)	Non-Executive & independent	Director	4
Ramanlal Nagjibhai Trivedi	Non-Executive & Professional	Director	4
Jivanbhai Ramanbhai Pardeshi	Non-Executive & independent	Director	4

Shareholders/Investors' Grievance Committee:

As a measure of Good Corporate Governance and to focus on the shareholders' grievances and towards strengthening investor relations, an investors' Grievance Committee has been constituted as a committee of the Board, to redress / minimize the grievance of shareholders/ Investors

The functions of the committee include:

To specifically look into redressing investors' grievances pertaining to:

- a) Transfer of shares
- b) Dividends
- c) Dematerialization of shares
- d) Replacement of lost/stolen/mutilated share certificates
- e) Any other related issues

The committee comprises of the following Directors namely:

Name of the Director	Category
Navneet Singh (24.03.2010)	Member
Ramanlal Nagjibhai Trived	Chairman
Jivanbhai Ramanbhai Pardeshi	Member

During the year under review, no complaint was received from Shareholders/ investors or Stock Exchanges or SEBI.

Remuneration Committee:

Constitution of Remuneration Committee by listed public company pursuant to the Listing Agreement is voluntary. Presently company does not pay any remuneration to any Executive or non-executive Director other than sitting fees for attending Board Meetings. All directors waived off their right to receive sitting fees for attending the board meeting of the Company.

General Body Meeting:

The location and time of the Annual General Meetings held during the last three years is as follows:

Date	Venue	Time
September 30, 2008	5, Malhar House, Near Tomatoes Restaurant, Behind Ratnam Complex, Off C.G. Road, Ahmedabad – 380 006.	5.00 P.M
September 30, 2009		11.00 A.M
September 30, 2010	5, Malhar House, Near Tomatoes Restaurant, Behind Ratnam Complex, Off C.G. Road, Ahmedabad – 380 006.	4.00 P.M

Statutory Disclosures:

1. There were no transactions of a materially significant nature with the promoters, the directors or the management, their subsidiaries or relatives that may have potential conflict with the interest of the company at large.
2. Transactions with related parties during the year are disclosed in the notes forming part of accounts in the Annual Report.
3. There has been no instance of non- compliance, penalties or strictures on any matter relating to the capital market and listing.