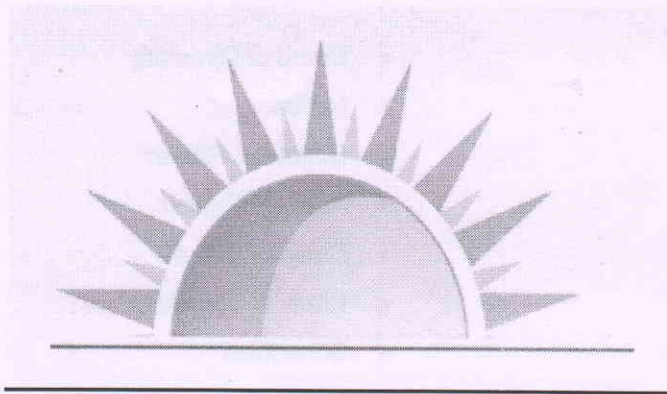


SUNCITY SYNTHETICS LIMITED



32nd Annual Report

For the Year Ended

31.03.2020

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REQUEST:

You may desire to have some clarification or additional information on the accounts for the year ended 31st March, 2020 at the ensuing Annual General Meeting. We shall very much appreciate if you will kindly write to us at least ten days in advance to enable us to keep the information ready for you at the meeting,.

Annual General Meeting

Wednesday, 30th September, 2020

11.00 a.m. at

205, Rajhans Complex

Ring Road

SURAT.

BOARD OF DIRECTORS:

Shri Suresh Dhanraj Kavar

Managing Director

Smt. Poonam Jain

Whole Time Director

Shri Deepak Sharma

Independent Director

Smt Rachna Jain

Independent Director

Bankers:

State Bank of India

Jodhpur

Auditors:

NAMS & CO

Chartered Accountants

Surat

REGISTERED OFFICE:

205, Rajhans Complex

Ring Road, Surat

Adm. office

1st Floor, C-8 Shastri nagar,

Jodhpur (Raj.) India

Factories

Unit I: E-7, II phase, Boranada

Dist: Jodhpur

Unit II: F-5, II phase, Boranada

Dist: Jodhpur

Registrar & Transfer agent

Universal Capital Securities P Ltd.

21, Shakil Nivas

Mahakali Carve Road, Andheri (E)

Mumbai

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of Suncity Synthetics Limited (CIN: L17110GJ1988PLC010397) will be held at Registered office of the company at 205, Rajhans Complex, Nr. Nirmal Childrens Hospital, Ring Road, Surat 395002 on Wednesday, 30th September, 2020 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted

2. To appoint a Director in place of Shri Suresh Dhanraj Kawarjain (DIN: 00337493), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Suresh Dhanraj Kawarjain (DIN: 00337493), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To give Authority to Sell, lease and dispose off the undertaking of company and in this regard pass the following resolution as an **Special Resolution**:

Resolved that pursuant to the provisions of Section 180(1) of the Companies Act, 2013 and rules made there under, the consent of the members be and is hereby accorded to the Board of Directors of the Company to exercise the powers under section 180(1)(a) of the Companies Act, 2013.

4. To appoint Shri Dungar Ram Mali (DIN: 08755695) as Independent Director and in this regard, pass the following resolution as an **Ordinary 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 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Dungar Ram Mali (DIN: 08755695) who was appointed as an independent director and who holds office upto conclusion of this Annual General Director and being eligible, be and is hereby

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
6. Relevant documents referred to in the accompanying notice is open for inspection by the members at the Company's registered office on all working days of the Company, during business hours up to the date of the meeting.
7. The Register of Members and Share Transfer Books of the company will be closed from 24/09/2020 to 30/09/2020, both days inclusive.
8. Members are requested to send all communications relating to shares to the Registrar & Share Transfer Agent of the Company at the following address:
Universal Capital Securities Private Limited
21 / 25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Carve Road,
Andheri (East), Mumbai 400093

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. **Information and instructions relating to e-voting are as under:**
 - a. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of clause 44 SEBI (LODR) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-voting services provided by CDSL. It may be noted that this e-voting facility is optional. In order to facilitate those Members, who do not wish to use the e-voting facility, the company is enclosing a Ballot form, resolution passed by members through e-voting or ballot forms are deemed to have been passed as if they have been passed at Annual General Meeting (AGM). The e-voting facility will be available at the link <https://www.evotingindia.com> during the following voting period: Commencement of e-voting: From 9.00 a.m. on Sunday, 27/09/2020 to 5.00 p.m. on Tuesday, 29/09/2020.

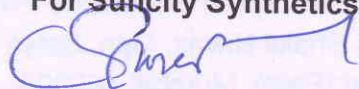
appointed as Independent Director of the company, not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years on the Board of the Company.

5. To Increase in the limit of investment by Non Resident Individuals in the Company's Equity Share Capital and in this regard, pass the following resolution as an **Special Resolution**:

RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Master Direction on Foreign investment in india, the Consolidated FDI Policy, and all other applicable Regulations and Directions issued by Reserve Bank of India and all the applicable Regulations and Circulars issued by the Securities and Exchange Board of India and subject to all other applicable approvals the consent of the members be and is hereby given to increase the limit of investment by Non Resident Individuals in the equity shares of the Company up to 24% of the paid-up equity share capital of the Company.

Place: Surat
Date: 28/08/2020

By Order of the Board
For Suncity Synthetics Limited

 Sd/-
Suresh Dhanraj Kavarjain (DIN: 00337493)
Chairman and Managing Director

Notes:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under item no. 3 to 5 of the accompanying notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other Member.

- b. E-voting shall not be allowed beyond 5.00 p.m. on Tuesday, 29/09/2020. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 23/09/2020 may cast their vote electronically.
- c. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and vote casted through Ballot Form shall be treated as invalid.
- d. The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- e. The Company has appointed Mr. Kunjal Dalal, Proprietor K. Dalal & Co., Practicing Company Secretaries, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 27/09/2020 at 09.00 a.m. at and ends on Tuesday, 29/09/2020 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23/09/2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

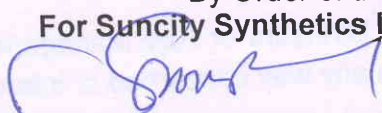
	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Suncity Synthetics Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Place: Surat
Date: 28/08/2020

By Order of the Board
For Suncity Synthetics Limited


Sd/-
Suresh Dhanraj Kavarjain (DIN: 00337493)
Chairman and Managing Director

Explanatory Statement pursuant to section 102(1) of The Companies Act, 2013:-

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, setting out all material facts relating to the business at Item Nos. 3 to 5 of the accompanying notice.

For Item No. 3

Authority to Sell, lease and dispose off the undertaking of company

It is proposed to sale, dispose off , transfer the properties of the company comprising of land, building, Plant & machinery situated at Jodhpur since the company is not able to generate profits. The properties proposed to be sold constitute substantial undertakings requiring approval of members by way of special Resolution. The sale shall be subject to approval of bankers if required.

The process of the sale shall be deployed for full / part repayment of borrowings and the balance shall be deployed in profitable activities. It shall be interest of the company to sale of the properties and board of directors recommend approval of Resolution by members.

None of the Directors or Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution.

For Item No. 4

Appointment of Shri Dungar Ram Mali (DIN: 08755695) as Independent Director of the company

Shri Dungar Ram Mali (DIN: 08755695) was appointed as additional director of the company with effect from 30/07/2020 in the category of Non - Executive Independent director.

The term of appointment made by board of directors is valid only till next Annual general meeting. It is proposed to appoint him as Independent director for a period of five years. The details of directors to be appointed including details of Shri Dungar Ram Mali is given separately along with the notice.

The board of directors recommends the Ordinary Resolution set out in Item No. 4 of the accompanying notice for approval by the members.

None of the Directors or Key Managerial Personnel and their relatives except the appointee director, is in any way concerned or interested in the Resolution.

For Item No. 5

To Increase in the limit of investment by Non Resident Individuals in the Company's Equity Share Capital