



SYNTHIKO FOILS LIMITED



24TH
ANNUAL REPORT
2008 – 2009

SYNTHIKO FOILS LIMITED

BOARD OF DIRECTORS

Mr. Ramesh Dadhia	: Chairman & Executive Director
Mr. Bhavesh Dadhia	: Whole Time Director
Mr. Sunil Kumar Bang	: Independent non Executive Director
Mr. Dilip D. Punjabi	: Independent non Executive Director

AUDITORS:

M/s. Arvind & Co.
Chartered Accountants, Mumbai.

BANKERS:

1. State Bank of India, Vile Parle (East)
2. Corporation Bank, Vile Parle (East)
3. Bassein Catholic Co-Op. Bank Limited,
Bhayander (East)
4. State Bank of India, Jawhar
5. Jawhar Urban Co-Op. Bank Limited, Jawhar

REGISTERED OFFICE

84/1, 84/2, Jamsar Road,
Jawhar, Thane-401603.

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24TH ANNUAL GENERAL MEETING

Date : 30th September, 2009
Day : Wednesday
Time : 11.00 a.m.
Place : 84/1, 84/2, Jamsar Road,
Jawhar, Thane-401603.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SYNTHIKO FOILS LIMITED WILL BE HELD ON WEDNESDAY THE 30TH SEPTEMBER, 2009 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 84/1, 84/2, JAMSAR ROAD, JAWHAR – 401603, DIST. – THANE TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts for the year ended **31st March 2009** along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Bang who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as “the said Act”) the consent of the Company be and is hereby accorded to the appointment of Mr. Ramesh Dadhia as a Managing Director of the Company for a period of 5 (five) years with effect from 1st September, 2009 on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Ramesh Dadhia a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Managing Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Managing Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

RESOLVED FURTHER THAT the Board also authorised to vary/revise the said remuneration from time to time within the limits of the Act as prescribed during their tenure of appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this resolution.”

5. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as



“the said Act”) the consent of the Company be and is hereby accorded to the appointment of Mr. Bhavesh Dadhia as a Whole Time Director of the Company for a period of 5 (five) years with effect from 1st September, 2009 on the terms and conditions including remuneration as are set out in the agreement to be entered into between the Company and Mr. Bhavesh Dadhia a draft whereof is placed before this meeting, with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the terms of the said appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to the Managing Director by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Managing Director shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

RESOLVED FURTHER THAT the Board also authorised to vary/revise the said remuneration from time to time within the limits of the Act as prescribed during their tenure of appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient, to give effect to this resolution.”

**On behalf of the Board
For SYNTHIKO FOILS LIMITED**

Sd/-

**Place: Jawhar
Dated: 31.08.2009**

**RAMESH DADHIA
(CHAIRMAN & DIRECTOR)**

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 such proxy need not be a member of the company.**
2. **The proxies, in order to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.**
3. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Wednesday the 23rd September, 2009 to Wednesday the 30th September, 2009 (both days inclusive).
4. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
5. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
7. Members whose shareholding is in the electronic mode are requested to direct change of address notification and updation of Saving Bank Account details to their respective Depository Participants.



EXPLANATORY STATEMENT

As required by section 173(2) of the Companies Act, 1956

ITEM NO. 4:

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 31st August, 2009 Mr. Ramesh Dadhia was appointed as Managing Director of the Company for a period of 5 (Five) years with effect from 1st September, 2009. The remuneration payable to Mr. Ramesh Dadhia inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

1. Name of Director : Mr. Ramesh Dadhia
2. Age : 60 Years
3. Qualification : Graduate
4. Experience : 38 Years
5. No. of Directorships in other companies : Nil
6. Shareholding : 82,820 equity shares

Mr. Ramesh Dadhia will serve as Managing Director on the Board of the Company from 1st September, 2009.

The terms and conditions proposed to be entered into by the Company with Mr. Ramesh Dadhia, in respect of his appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. RAMESH DADHIA, MANAGING DIRECTOR:

I). TERMS & CONDITIONS

1. Name & Designation of Director : Mr. Ramesh Dadhia Managing Director.
2. Date of Appointment : 1st September, 2009
3. Period : 5 (five) years
4. Salary (p.m) : Rs. 25,000/- p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act.
5. Minimum Remuneration : In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Ramesh Dadhia by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the



remuneration payable to the Mr. Ramesh Dadhia shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

II). PERQUISITES

Mr. Ramesh Dadhia as a Managing Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) **Provident Fund:** Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- f) **Leave encashment:** Encashment of leave at the end of the tenure.

III). Salary and perquisites specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV). The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V). The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI). The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, or any amendment hereafter in that regard.



None of the Director of the company, except Mr. Ramesh Dadhia and Bhavesh Dadhia are considered to be interested or concerned in this resolution.

These Terms and Conditions of appointment may be treated as abstracts between the company and Mr. Ramesh Dadhia, Managing Director pursuant to section 302 of the Companies Act, 1956, respectively.

The copy of the Draft agreement is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

ITEM NO. 5:

As recommended by the Remuneration Committee and approved by the Board of Directors of the Company, at its meeting held on 31st August, 2009 Mr. Bhavesh Dadhia was appointed as Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st September, 2009. The remuneration payable to Mr. Bhavesh Dadhia inter alia, includes the payment of salary, perquisites and benefits and is subject to the approval of the members.

1. Name of Director : Mr. Bhavesh Dadhia
2. Age : 35 Years
3. Qualification : Graduate
4. Experience : 15 Years
5. No. of Directorships in other companies : Nil
6. Shareholding : 39,400 equity shares

Mr. Bhavesh Dadhia will serve as Whole Time Director on the Board of the Company from 1st September, 2009.

The terms and conditions proposed to be entered into by the Company with Mr. Bhavesh Dadhia, in respect of his appointment, inter alia, contains the following terms and conditions:

MAJOR TERMS OF REMUNERATION OF MR. BHAVESH DADHIA, WHOLE TIME DIRECTOR:

I) TERMS & CONDITIONS

1. Name & Designation of Director. : Mr. Bhavesh Dadhia Whole Time Director.
2. Date of Appointment : 1st September, 2009
3. Period : 5 (five) years
4. Salary (p.m) : Rs. 25,000/- p.m. with power to Board to vary from time to time within the limits of schedule XIII of the Companies Act.

5. Minimum Remuneration : In the absence or inadequacy of profits in any financial year, (a) subject to the approval of the Central Government, the remuneration payable to Mr. Bhavesh Dadhia by way of salary and perquisites shall not be reduced and (b) if the approval of the Central Government as stated in (a) is not received, the remuneration payable to the Mr. Bhavesh Dadhia shall be the maximum amount permitted as per Schedule XIII, as amended from time to time.

II). PERQUISITES

Mr. Bhavesh Dadhia as a Whole Time Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) **Provident Fund:** Contribution to provident Fund, Superannuation fund or annuity fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad India if they are not residing in India with the managerial person.
- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.
- f) **Leave encashment:** Encashment of leave at the end of the tenure.

III). Salary and perquisites specified herein shall be payable to the Whole Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

IV). The Whole Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V). The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.



VI). The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, or any amendment hereafter in that regard.

None of the Director of the company, except Mr. Bhavesh Dadhia and Mr. Ramesh Dadhia are considered to be interested or concerned in this resolution.

These Terms and Conditions of appointment may be treated as abstracts between the company and Mr. Bhavesh Dadhia, Whole Time Director pursuant to section 302 of the Companies Act, 1956, respectively.

The copy of the Draft agreement is open for inspection during office hours 10.00 a.m. to 12 noon till the date of Annual General Meeting.

**On behalf of the Board
For SYNTHIKO FOILS LIMITED**

Sd/-

**RAMESH DADHIA
(CHAIRMAN)**

**Place: Jawhar
Dated: 31.08.2009**

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DIRECTORS' REPORT

To,
The Members,
SYNTHIKO FOILS LIMITED.
Jawhar.

Your Directors have great pleasure in presenting **24th Annual Report** along with the Audited Balance Sheet and Profit & Loss Account, for the year ended **31st March, 2009**.

1. FINANCIAL RESULTS

(Rs. In '000)

Particulars	Year ended on 31-03-2009	Year ended on 31-03-2008
Total Income	81601.42	56259.73
Depreciation	1032.81	1014.95
Net Profit/(Loss) before Tax	1500.68	1538.82
Less: Provision for Taxation	265.00	200.00
Provision for FBT	35.00	30.00
(Excess)/Short provision of FBT	(17.41)	2.60
Earlier year TDS w/off	—	—
Interim & Final Dividend	—	—
Dividend Tax paid	—	—
Net Profit/(Loss) after Tax	1218.10	1311.43
Balance b/f from Previous Year	1900.63	589.20
Balance available for Appropriation	—	—
Balance c/f to Balance Sheet	3117.73	1900.63

2. DIVIDEND

In view of financial position of the Company, your Directors did not recommend any dividend for the year under review.

3. DIRECTORS

During the year Mr. Sunil Kimar Bang, Director who is retiring by rotation but being eligible offer himself for re-appointment.

Under review, Mr. Ramesh Dadhia was appointed as Managing Director and Mr. Bhavesh Dadhia was appointed as Whole Time Director w.e.f. 1st September, 2009 during the year.

Hence you are requested to appoint/re-appoint themselves in the forthcoming Annual General Meeting of the Company.