

SYNTHIKO FOILS LIMITED

BOARD OF DIRECTORS:

Mr. Ramesh Dadhia	:	Chairman & Managing 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 (E)
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.

SHARE TRANSFER AGENT:

Purva Sharegistry India PvtLtd
9, Shiv Shakti Industrial Estate,
Sitaram Mills Compound, J.R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel (E),
Mumbai - 400013

LISTING OF EQUITY SHARES:

The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001.

25TH ANNUAL GENERAL MEETING

Date : 30th September, 2010
Day : Thursday
Time : 11.00 a.m.
Place : 84/1, 84/2, Jamsar Road,
Jawhar, Thane-401603.

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE **25th ANNUAL GENERAL MEETING** OF THE MEMBERS OF **SYNTHIKO FOILS LIMITED** WILL BE HELD ON **THURSDAY THE 30TH SEPTEMBER, 2010** 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 FOLOWING BUSINESS.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts for the year ended **31st March, 2010** 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. Dilip D. Punjabi 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 Annul General Meeting and to fix their remuneration.

**On behalf of the Board
For Synthiko Foils Limited**

Sd/-

**Ramesh Dadhia
Managing Director**

Place: Thane

Dated: 31st August, 2010

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 Thursday the 23rd September, 2010 to Thursday 30th September, 2010 (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.

**On behalf of the Board
For Synthiko Foils Limited**

Sd/-

**Ramesh Dadhia
Managing Director**

**Place: Thane
Dated: 31st August, 2010**

DIRECTORS' REPORT

To,
The Members,
SYNTHIKO FOILS LIMITED.

Your Directors have great pleasure in presenting **25th Annual Report** along with the Audited Balance Sheet and Profit & Loss Account, for the year ended **31st March, 2010.**

1. FINANCIAL RESULTS

Particulars	Year ended on 31-03-2010	Year ended on 31-03-2009
Total Income	8,74,58,669	8,16,01,423
Depreciation	10,74,986	10,32,808
Net Profit/(Loss) before Tax	22,83,617	15,00,685
Less: Provision for Taxation	3,75,000	2,65,000
Provision for FBT	NIL	35,000
(Excess)/Short provision of FBT	82,760	(17,414)
Earlier year TDS w/off	---	---
Interim & Final Dividend	---	---
Dividend Tax paid	---	---
Net Profit/(Loss) after Tax	18,18,203	12,18,098
Balance b/f from Previous Year	31,18,729	19,00,631
Balance available for Appropriation	---	---
Balance c/f to Balance Sheet	49,36,932	3,118,730

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. Dilip D. Punjabi, Director who is retiring by rotation but being eligible offer himself for re-appointment.

4. CORPORATE GOVERNANCE

The Board had implemented Corporate Governance Code in pursuance of Clause 49 of Listing Agreement during the year. The report on Corporate Governance is annexed hereto forming part of this report. The requisite certificate from HS Associates, Practicing Company Secretary, on implementation of requirements of the Corporate Governance is also annexed herewith forming part of this report (**Annexure-1**).

5. AUDITORS

M/s. Arvind & Co., Chartered Accountants, Mumbai Auditor of the Company, retires at the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment.

6. COMPLIANCE CERTIFICATE

Compliance Certificate as required under Section 383A of the Companies Act, 1956 prepared and issued by HS Associates, Company Secretaries in Practice, is annexed hereto (**Annexure-2**).

7. DIRECTORS RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent 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 of the financial year and of the Profit or Loss of the Company for that period.
- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.

8. DEPOSITS

During the year under review, the Company has neither accepted nor invited any Public deposits and hence the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 are not attracted and the information relating thereto is nil.

9. PARTICULARS OF EMPLOYEES

There were no employees who were in receipt of the remuneration in excess of the limits as set out in terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

10. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES ACT, 1956 READ WITH DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS RULES, 1988.

A. Power & Fuel consumption

Sr. No.	Particulars	Current year	Previous year
1.	Electricity		
a)	Purchased		
	Unit	94541	68771
	Total Amount	645649	Rs.4,14,610/-
	Rate/Unit	6.83	6.02

b)	Own Generation		
(i)	Through diesel generator		
	Units	15585.33	28829.72
	Units per ltr. of diesel oil	559560.06	Rs. 10,77,118/-
	Cost/unit	35.90	37.36
(ii)	Through fuel		
	Units	34382	54,609
	Units per ltr. Of fuel oil/ gas	11,14,439	Rs. 15,76,019/-
	Cost/unit	32.41	28.26

B) Foreign Exchange Earnings And Outgo

The details of the foreign exchange transaction are given below:

(Rupees in Lacs)		
Particulars	2009-2010	2008-2009
Total Foreign Exchange Earned	38.83	107.42
Total Foreign Exchange Used	360.89	408.16

11. SUBSIDIARIES

Since the Company has no subsidiaries, hence provision of Section 212 of the Companies Act, 1956 is not applicable.

12. LISTING

The Company's shares were listed at the Bombay Stock Exchange, Mumbai however the trading in the shares were suspended w.e.f.18th February, 2002 due to non compliances of certain clauses of listing agreement. However, the Company has taken all necessary steps to comply with the necessary compliances and is in the process of revocation of suspension.

13. ACKNOWLEDGEMENTS

Your Company and its Directors wish to sincerely thank all the customers and commercial banks for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the Company. Your Directors sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

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

Sd/-

**RAMESH DADHIA
CHAIRMAN&DIRECTOR**

Place: Thane

DATED: 31st August, 2010

CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

The company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

2. Board of Directors:

The Board of the Company comprises of Four Directors out of which Two Directors are Executive Promoter Directors and other two Directors are Independent Non-Executive Directors. There are no nominees or Institutional Directors in the Company.

During the financial year 2009-2010 there were in total 6 (Six) board meetings held on 30th April 2009, 31st July 2009, 31st August 2009, 31st October 2009, 30th January 2010 and 17th February, 2010 . The time gap between the two meetings was not more than four months.

The composition of the Directors and their attendance at the Board Meetings during the financial year 2009-10 and at the last Annual General Meeting as also number of other directorships/ membership of committees is as follows:

Name of Director	Designation	Attendance at last AGM	No of Meetings Attended	No. of Outside Directorship held	Total No. of Membership chairmanship of committees across all Companies	
					Member	Chairman
Mr. Ramesh Dadhia	Chairman & Managing Director	Yes	6	Nil	---	---
Mr. Bhavesh Dadhia	Whole Time Director	Yes	6	Nil	3	---
Mr. Sunil Bang	Independent Non-Executive Director	Yes	6	Nil	---	3
Mr. Dilip Punjabi	Independent Non-Executive Director	Yes	6	Nil	3	---

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 VI (IA) of the Listing Agreement)

Name of the Director	:	Mr. Dilip D. Punjabi
Age	:	60
Qualification	:	B.Com
Expertise in specific functional areas	:	Experience of 34years at Corporate level in the filed of Management & Logistics.
Directorship in other Indian Public Limited Company & other firms	:	Nil
Shareholding	:	Nil

3. Committees of the Board:

a. Audit Committee

Pursuant to clause 49 of the Listing Agreement, an Audit Committee comprising of 3 Non Executive Independent Directors out of which two Directors are Independent.

The following Directors are the members of the Audit Committee:

1. Mr. Sunil Kumar Bang	Chairman & Independent Non Executive Director
2. Mr. Dilip Punjabi	Member & Independent Non Executive Director
3. Mr. Bhavesh Dadhia	Member & Whole Time Director

The attendance at the audit committee meeting was as under:

Name of Director	No. of Committee meetings held	No. of Committee meetings attended
Mr. Sunil Kumar Bang - Chairman Independent Non Executive Director	5	5
Mr. Dilip Punjabi - Member and Independent Non Ex. Director	5	5
Mr. Bhavesh Dadhia - Member & Whole Time Director	5	5

The Statutory Auditors attended the meeting of the Committee as invitee.

The Committee met Five times during the year 2009-2010 on 30th April 2009, 31st July 2009, 31st August 2009, 31st October 2009, 30th January 2010 as against the minimum requirement of four meetings.

Broad terms of reference of the Audit Committee are as per following:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors with auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing the finding of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Approval of Related party Transactions.

- Reviewing accounting treatment and confirmation of the fact that financial statement are giving true and fair view.

b. Remuneration Committee

Pursuant to clause 49 of Listing Agreement, a Remuneration Committee comprising of 3 Non Executive Directors is required to be constituted.

The said committee was constituted on 31st December, 2005 under Chairmanship of Mr. Sunil Kumar Bang. At present the Committee consists of two Independent non executive Directors and a promoter Director. The Board is in the process of reconstituting remuneration committee in compliance with Corporate Governance.

Following are the members of the Remuneration Committee.

1. Mr. Sunil Kumar Bang -Independent Non Executive Director.
2. Mr. Dilip Punjabi - Member and Independent Non Ex. Director.
3. Mr. Bhavesh Dadhia - Member & Whole Time Director

During the year only 1 (One) Remuneration Committee Meeting was held on 31st August, 2009

The Attendance at the Remuneration committee meeting was as under:

Director	No. of Committee meetings held	No. of Committee meetings attend
Mr. Sunil Kumar Bang - Independent Non Executive Director	1	1
Mr. Dilip Punjabi - Member and Independent Non Executive Director	1	1
Mr. Bhavesh Dadhia - Member & Whole Time Director	1	1

Disclosure on Remuneration of Directors

1. All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – the details are as under.
2. Details of fixed component and performance linked incentives, along with the performance criteria - NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable - NIL

Details of remuneration paid to Executive Directors for the year ended 31st March, 2010 are as follows:

Name	Salary	Commission	Perquisites	Retirement Benefits
Mr. Ramesh Dadhia	Rs.3,00,000 p.a.	N.A.	N.A.	N.A.
Mr. Bhavesh Dadhia	Rs.3,00,000 p.a.	N.A.	N.A.	N.A.

Following is the list of Non-Executive Directors and their shareholding in the Company.

Sr. No.	Name of the Non-Executive Directors	Number of Equity Shares	Non convertible Instruments
1.	Mr. Sunil Kumar Bang - Independent Non Executive Director	NIL	Nil
2.	Mr. Dilip Punjabi - Member and Independent Non Executive Director	NIL	Nil

c. Shareholders Committee

The Shareholder's committee presently comprises of 2 (Two) Non - Executive Independent Directors and 1 (One) Whole Time Director. The committee meets at frequent intervals to attain the shareholders and investors complaints like transfer of shares, non receipt of balance sheet, non receipt of declared dividends etc.

Following is a composition of Shareholders/Investors Grievance committee as on date of this report

1. Mr. Sunil Kumar Bang	Chairman and Independent Non Executive Director
2. Mr. Dilip Punjabi	Member and Independent Non Executive Director
3. Mr. Bhavesh Dadhia	Member and Whole Time Director

The Name and Designation of Compliance officer is as per following:

Mr. Bhavesh Dadhia, Whole Time Director.

During the year there were in total 5 (Five) Shareholders/Investors Grievance Committee Meeting were on 30th April 2009, 31st July 2009, 31st August 2009, 31st October 2009, 30th January 2010

The attendance at the shareholders/investors grievance committee meeting was as under:

Director	No. of Committee meetings held	No. of Committee meetings attended.
1. Mr. Sunil Kumar Bang - Chairman	5	5
2. Mr. Dilip Punjabi - Member	5	5
3. Mr. Bhavesh Dadhia - Member	5	5

Details of investors complaints received and resolved during the year 2009-2010

i. Number of Shareholders Complaints received: Nil

iii. Number of complaints resolved during the year: Nil

iii. Number not solved to the satisfaction of shareholders: Nil

iv. Number of pending complaints: Nil

4. General Body Meetings

Location and time, where last three AGMs held: