



SYNTHIKO FOILS LIMITED

**30TH
ANNUAL REPORT
2014-2015**

Synthiko Foils Limited

Board of Directors:

Mr. Ramesh Dadhia (DIN 00726044)	:	Chairman and Managing Director & CFO
Mr. Bhavesh Dadhia (DIN 00726076)	:	Whole Time Director & CEO
Mr. Dilip D. Punjabi (DIN 00725991)	:	Independent Non-Executive Director
Mrs. Sheetal Bhavesh Dadhia (07144050)	:	Women Non-Executive Director(w.e.f 30 03 2015)

Auditors:

M/s. Arvind & Company
Chartered Accountants, Mumbai

Bankers:

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

Registered Office:

84/1, 84/2, Jamsar Road,
Jawhar, Thane-401603
Email: foilslimited@rediffmail.com
Tele: 022 2864 0863
Telefax: 02520- 222360

Registrar and Share Transfer Agent:

Purva Shareregistry India Pvt Ltd
9, Shiv Shakti Industrial Estate,
Sitaram Mills Compound, J.R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel (E),
Mumbai – 400013
Tele: 022-2301 6761 / 2301 8261
Telefax: 022-2301 2517

Listing of equity shares:

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

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NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Synthiko Foils Limited will be held on Wednesday the 30th September, 2015 at 2 pm at the registered office of the company situated at 84/1, 84/2, Jamsar Road, Jawhar, Dist. Thane- 401603 to transact the following business:

Ordinary business:

1. To receive, consider and adopt the audited accounts for the year ended **March 31st, 2015** along with notes thereon as on that date and the reports of Directors and Auditors thereon.
2. To reappoint Mr. Bhavesh Dadhia, Director who retires by rotation and eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Arvind & Company, Chartered Accountants (Firm Registration No. 100569W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors".

Special Business:

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

"RESOLVED THAT Pursuant to Provision of Section 161 of the Companies Act, 2013 read with Companies (Appointment of Qualification of Directors) Rules, 2014 and other applicable provisions if any, Mrs Sheetal Bhavesh Dadhia having (DIN 07144050) be and is hereby appointed as an Additional Independent Director on the Board of the Company who shall hold office upto the date of the ensuing Annual General Meeting of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14, 15 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board

Sd/-

Ramesh Dadhia

Managing Director

& CFO

Date: August 14, 2015

Place: Jawhar

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/herself and such proxy need not be a member of the company. The proxies, in order to be effective must be duly stamped and signed and should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of

the Company provided that such person shall not act as a proxy for any other person.

2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Wednesday, September 23, 2015 to Wednesday, September 30, 2015** (both days inclusive).
4. Explanatory statement under section 102 of the Companies Act, 2013 which sets out details relating to Special Business is annexed hereto.
5. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report, for admission to the meeting hall and also requested to bring copies of Annual Report.
6. Directors Report, Auditors Report, Financial Statements with notes to Accounts and other details with respect to year ended on 31st March 2015 are attached to this notice and members are hereby requested by the Board to give necessary approvals.
7. Corporate members are required to produce to the Company a duly certified copy of the Board Resolution, pursuant to section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
8. 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.
9. Members holding shares in physical form are requested to intimate to the Company's Registrar and Share Transfer Agent, Purva Shareregistry India Pvt. Ltd., 9, Shiv Shakti Industrial Estate, Sitaram Mills Compound, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (E), Mumbai - 400013, the following:
 - a) Change in their address, if any, along with the pin code.
 - b) Request for consolidation of shareholdings in one account if share certificates are held in multiple accounts or joint accounts in identical order of names.
10. Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
11. Electronic copy of the Notice of the 30th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Nomination Form, Attendance Slip and Proxy Form is being sent in the permitted mode.
12. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Thane for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: foillimited@rediffmail.com
13. Voting through electronic mean

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below.

The business specified in this notice will be transacted through Electronic Voting System and Company is providing facility for voting by electronic means.

Procedure / instructions for e-voting are as under:

I. In case of members receiving e-mail:

- a. Open e-mail
- b. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

- c. Now click on “Shareholders” tab
- d. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- e. 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.
(Members user ID is provided at the back covering page of the Annual Report with name and address.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. 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.
- h. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. Members holding shares in physical form will then reach directly 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Select “EVSN” (E-Voting Event Number) of Synthiko Foils Limited which is **150831082** .Now you are ready for e-voting as cast Vote page opens.
- m. 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.
- n. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- o. 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.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (b) to sl. no.(r) above to cast vote.**

Other Instructions:

- The voting period begins on 26th September, 2015 (9 am IST) and ends on 29th September, 2015 (5.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
 - The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23rd September, 2014.
 - Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
 - The scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - The results of the e-voting along with the scrutinizers report shall be placed in the Company's website www.synthikofoilsltd.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
 - Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Corporate office of the Company not later than 29th September, 2015 (5.00 pm IST)
 - Ballot Form received after 29th September 2015 will be treated invalid.
 - A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 14.** All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The Members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.

For and on behalf of the Board

Place: Jawhar

Date: August 14, 2015

**Sd/-
Ramesh Dadhia
Chairman & Managing Director**

Explanatory statement pursuant to section 102 of the companies act, 2013

Item no 3.

M/s. Arvind & Company, Chartered Accountants (Firm Registration No. 100569W), were appointed as the statutory auditors of the company for the period three years at the Annual General Meeting (AGM) of the company held on 30th September 2014

As per the provisions of section 139(1) of the Act, their appointment for the above tenure is subject to ratification by the members at every AGM

Accordingly, ratification of the members is being sought for the proposal contained in the resolution set out at Item No 3 of the Notice

None of the Directors or Key Managerial Personnel (KMP) or relative of Directors and KMP is concerned or interested in the Resolution at Item No 3 of accompanying Notice.

Item No 4

The company has appointed Mrs Sheetal Bhavesh Dadhia (07144050) as an Additional Director of the Company w.e.f 30th March 2015. She holds office until the ensuing annual general meeting under section 161(1) of the Companies Act 2013, The Company has received a notice from member in writing under section 160 of the Companies Act, proposing his candidature for the office of Director

The Board recommends the passing of the ordinary resolution as set out in the item no 4 of the notice for the appointment of Mrs. Sheetal Bhavesh Dadhia (07144050) liable to retire by rotation

Except Mrs Sheetal Bhavesh Dadhia, being an appointee Bhavesh Dadhia and Ramesh Dadhia, none of the directors of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item no 4

Item No 5

The Company had previously adopted its Articles of Association ("AOA") under the Companies Act, 1956, which contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The Board of Directors accordingly commends the resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors, key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 5 of this notice.

For and on behalf of the Board

Place: Jawhar

Date: August 14, 2015

Sd/-

Ramesh Dadhia

Chairman & Managing Director

DIRECTORS' REPORT

To,
The Members of
Synthiko Foils Limited.

Your Directors have pleasure in presenting the 30th Annual Report together with the Audited Financial Statements on standalone basis for the year ended on 31st March, 2015.

1. FINANCIAL RESULTS:

(Standalone basis)
(Figures in Rs.)

Particulars	For the year ended on 31 st March, 2015	For the year ended on 31 st March, 2014
Total Income	21,20,43,985	18,68,40,418
Profit before Depreciation and Tax	73,27,093	61,45,760
Less : Depreciation	20,80,658	17,25,842
Tax Expenses	7,73,049	13,92,963
Net Profit for the year	44,73,386	30,26,955
Add. Profit & Loss A/c Bal of Previous year	NIL	NIL
Appropriations:		
Proposed Dividend	NIL	NIL
Dividend Distribution Tax – on Proposed Dividend	N.A.	N.A.
Transfer to General Reserve	NIL	NIL
Balance c/fd to Balance Sheet as at 31.03.2015.	44,73,386	30,26,955

2. STATEMENT OF COMPANY'S AFFAIRS:

The year 2014-2015 was optimistic year for the company's operations with rising trends. The revenue from the operation reached to during the year the net income from operations increased marginally from last year's revenue Rs. 18, 42, 02,998 to 20, 69, 41,194. The profit after tax reported was Rs. 44, 73,386 increased by 47% from the figures of the last year's Profit after Tax of Rs. 30, 26,955.

3. DIVIDEND:

In the view of the financial position of the company, The Board directors do not recommended any dividend for the Financial Year ended on 31st March, 2015.

4. TRANSFER TO RESERVES:

The Company has not transferred an amount to any reserve.

5. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The relations between Company and its employees being cordial and no instance of any Industrial Dispute reported during the year 2014-15. During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The required disclosures with respect to Remuneration and other details of employees are available at the registered office of the company during working hours:

6. SUBSIDIARY COMPANY:

Since the Company has no subsidiary, provisions of Section 129(3) of the act does not apply to the Company.

7. DEPOSITS:

During the Financial Year 2014-15 The Company has not accepted any public deposit covered under Section 76 of the Companies Act, 2013.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS/OUTGO:

The particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/outgo are set out in **Annexure – I** to this Report

9. BOARD OF DIRECTORS:

During the year 2014-15 **Mrs Sheetal Bhavesh Dadhia (Holding DIN-07144050)** is appointed as an Additional Director/Woman Director of the Company w.e.f. 30th March 2015 Subject to approval of Shareholder in 30th Annual General Meeting.

At the ensuing 30th Annual General Meeting of the Company the Directors **Mr. Bhavesh Ramesh Dadhia (Having DIN 00726076)** is liable to retire by rotation and being eligible offers themselves for re-appointment. Board recommends their re-appointment to the members for consideration in the ensuing 30th Annual General Meeting.

10. EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return in Form MGT - 9 pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management and Administration), Rules 2014 are as per **Annexure - II** to this Report.

11. NUMBER OF MEETINGS OF THE BOARD:

Five Board Meetings were held during the year 2014-15 pursuant to Section 173 (1) of Companies Act, 2013 on 31st May, 2014, 14th August, 2014, 13th November, 2014 and 14th February, 2015 and 30th March 2015. The further details regarding Board Meetings are given in the Board of Directors Section of Corporate Governance Report annexed to this Report.

12. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (C) of the Companies Act, 2013 your Directors state that:

- (a) in the preparation of Annual Accounts for the year ended on 31st March, 2015, the applicable accounting standards have been followed and there are not material departures from the same.,
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements 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 on 31st March, 2015 and the profit and loss of the Company for that period.,
- (c) the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.,
- (d) the Directors have prepared Accounts on 'going concern' basis., and
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively.
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. COMMENTS ON AUDIT REPORTS:

There are no qualification, reservation or adverse remark or disclaimer made by **M/s Arvind & Co** Chartered Accountants and by **M/s. HS Associates**, Company Secretary in Practice in his secretarial audit report for the year ended on 31st March, 2015.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

As on 31st March, 2015 there was no outstanding balance or transactions with respect to the Mutual Fund Investments. Also the Company has not given loans or Guarantees covered under Section 186 of Companies Act, 2013.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year 2014-15 the Contract or Arrangements entered into by the Company with related parties were approved by the Audit Committee pursuant to subsection (iv) (4) of Section 177 of Companies Act, 2013 and by the Board of Directors pursuant to Section 188 (1) of Companies Act, 2013.

The related party transactions were at arm's length basis and were in the ordinary course of business of the Company. The other details with respect to related party transactions in Form AOC - 2 are set out in **Annexure - IV** to this Report. The policy on Related Party Transactions is available on Company's website- www.synthikofoils.com

16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

17. EVALUATION OF BOARD:

The performance of Board, its Committees and Individual Directors were reviewed during the year pursuant to subsection (p) (3) of Section 134 of Companies Act, 2013.

On Account of one independent director on the board the company is in process of to appoint another independent

director for the year 2015-2016. Also the performance of Committees of the Board were reviewed by the same and forthwith the evaluated performance of Board, Individual Directors and Committees were found to be satisfactory as during the year 2014-15.

18. CORPORATE GOVERNANCE REPORT & MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:

As the Corporate Governance of listing Agreement is voluntary adopted by company on the view of good corporate practices and for the same Report on Corporate Governance is also prepared along with necessary certificates and Statement of Management Discussion and Analysis are annexed to this report as Annexure – III.

19. STATUTORY AUDITORS:

The Statutory Auditors of the Company M/s Arvind & Company (Membership No: 36700) hold office until the conclusion of forthcoming 30th Annual General Meeting of the Company and are eligible for re-appointment. The Board has received necessary Certificate from Statutory Auditors and the Audit Committee has recommended their re-appointment. Hence the Board hereby recommend to the members the re-appointment of Statutory Auditors till the conclusion of 32nd Annual General Meeting of the Company subject to the ratification of appointment by the members at respective Annual General Meetings.

20. INTERNAL AUDITORS:

As per section 138 of the Companies Act, 2013. The Company has appointed Mr. Santosh Shah as the internal auditors for the financial year to 2015-2016 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

21. SECRETARIAL AUDITOR REPORT:

The Secretarial Audit Report of M/s HS Associates, Company Secretaries for the year ended on 31st March, 2015 states that the Composition of Board of directors of the company is in process of reconstitution in view to comply with. The Board has re-appointed HS Associates, Company Secretaries as the Secretarial Auditors of the Company for the Secretarial Audit of the financial year ended on 31st March, 2016.

22. COMMITTEES OF THE BOARD:

The Board has constituted necessary Committees pursuant to the provisions of required applicable laws and acts, rules framed there under and Listing Agreement with Stock Exchanges. The required Committees of the Board are being duly constituted by taking necessary efforts as on view of good corporate practice. The details about Committees and Schedules of Meetings are being provided as an part of annual report and such Committees are appointed by abiding the required meetings among the Board of Directors of the Company.

23. WHISTLE BLOWER:

The Board of Directors have set up the Whistle Blower Policy i.e. Vigil Mechanism for Directors and Employees of the Company to report concerns about unethical behaviour, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Website: www.synthikofoilsltd.com.

24. INTERNAL FINANCIAL CONTROLS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2015 and the Internal Financial Controls are operating effectively.

25. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints, redressal for the benefits of its employees. There were no complaints filed against any of the employees of the Company under this Act.

26. ACKNOWLEDGEMENTS:

The Board of Directors hereby express thanks to all the Shareholders, Customers, Suppliers, Associates, Employees and various Authorities for extending their valued support and patronage to the Company.

For and on behalf of the Board

**Date: 14/08/2015
Mumbai**

**Ramesh Dadhia
(DIN 00726044)
Managing Director**