

**49<sup>th</sup>**  
**Annual Report**  
**2018-19**

**PREMIER SYNTHETICS LIMITED**



## CORPORATE INFORMATION

### Board of Directors

Mr. Gautamchand Kewalchand Surana	Managing Director
Mr. Sanjaykumar Vinodbhai Majethia	Executive Director
Mr. Sunny Sunil Singhi	Non - Executive Director
Mr. Sachin Kanwarlal Kansal	Independent Director
Mr. Jayesh Rajmal Jain	Independent Director
Ms. Anusha Maheshwary	Independent Director

### Company Secretary

Mr. Vinod Rana

### Chief Financial Officer

Mr. Kartik Jain

### Statutory Auditor

#### Loonia & Associates

Chartered Accountant  
218, Ground Floor, New Cloth Market,  
Near Raipur Gate,  
Ahmedabad - 380002

### Secretarial Auditor

#### K. Jatin & Co.

Practicing Company Secretary  
307, Abhijyot Square,  
B/H. Divya Bhaskar Press,  
S. G. Highway,  
Ahmedabad - 380051

### Bankers:

Indian Overseas Bank Limited  
Yes Bank Limited  
ICICI Bank Limited

### Plant / Factory:

**Plot No. 835 - 837,**  
Nr. Rakanpur Chowkdi,  
Rakanpur, Ta. Kalol,  
Dist. Gandhinagar-382721

### Registered Office:

Surana House, B/h. Klassic Chambers,  
Swastik X Road, Opp. Narnarayan Complex,  
Navrangpura, Ahmedabad - 380009  
Tel No. 079-26431558, Fax No. 079-26430946  
Email: [premiersynthetics@gmail.com](mailto:premiersynthetics@gmail.com)  
Website: [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com)  
CIN: L99999GJ1970PLC100829

### Registrar & Transfer Agent:

**Skyline Financial Services Private Limited**  
D-153-A, 1st Floor, Okhla Industrial Area,  
Phase - 1, New Delhi - 110020  
Tel. No. 011-40450193-97  
Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)  
Website: [www.skylinerta.com](http://www.skylinerta.com)

<b>INDEX</b>		
<b>CONTENTS</b>		<b>PAGE NO.</b>
<b>1</b>	Notice	03
<b>2</b>	Board'S Report	09
<b>3</b>	Annexure to Board's Report	
	Certificate of Non-Disqualification of Directors	18
	Ratio of the remuneration of each Director to the median employee's remuneration	19
	Management Discussion and Analysis Report	20
	Secretarial Audit Report (MR-3)	23
	Extract of Annual Return (MGT-9)	25
<b>4</b>	Independent Auditor's Report on Financial Statements	33
<b>5</b>	Balance Sheet	40
<b>6</b>	Profit & Loss Account	41
<b>7</b>	Cash Flow Statement	42
<b>8</b>	Notes to the Financial Statements	43
<b>9</b>	Attendance Slip & Proxy Form	63

## NOTICE

NOTICE is hereby given that the FORTY-NINETH ANNUAL GENERAL MEETING of the Company will be held on Monday, 30th September, 2019, at 04:00 P.M. at the registered office of the Company at Surana House, Behind Klassic Chambers, Swastik X Rd, Opp. Narnarayan Complex, Navrangpura Ahmedabad-380009, Gujarat to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Non-convertible Non-Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Sanjaykumar Vinodbhai Majethia (DIN: 06555488), who retires by rotation and being eligible, offers himself for re-appointment.

**By order of the Board of Directors**  
For, **Premier Synthetics Limited**

**Place: Ahmedabad**  
**Date: 13th August, 2019**

**Vinod Rana**  
**Company Secretary**

### NOTES:

1. The relevant details of the Directors seeking re-appointment under item No 3 above as required by Regulation 26 (4) and 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed hereto.
2. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received by the Company, at its Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority letter, as applicable.
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 person or shareholder. A Proxy holder shall prove his identity at the time of attending the meeting.
4. Corporate Members are requested to send to the Registered Office of 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 Annual General Meeting (AGM) by not less than 48 (Forty-eight) hours before commencement of the AGM.
5. Dividend on Non-convertible Non-Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2019, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Tuesday 01st October, 2019 to those Non-convertible Non-Cumulative Redeemable Preference Shares members whose names appear on the Register of Members as on 21st September, 2019.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday 21st September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of Annual General Meeting (AGM).

7. The Register of Directors and Key Managerial Personnel and their share holding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
9. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Members are requested to dematerialize their physical shareholding at the earliest. Your Company has dematerialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE940N01012.
12. A route map showing directions to reach the venue of the 49th Annual General Meeting (AGM) is given along with this Annual Report as per the requirement of the Secretarial Standards-2 on General Meeting.
13. Electronic copy of the 49th Annual Report for the 2018-19 and Notice of the 49th 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) / Registrar and Transfer Agents for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the 49th Annual Report and Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent in the permitted mode.

#### **VOTING THROUGH ELECTRONIC MEANS:**

The instructions for shareholders voting electronically are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), The Premier Synthetics Limited ("the Company") is pleased to offer e-voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Forty Ninth Annual General Meeting ("AGM") scheduled to be held on Monday, September 30th, 2019 at 04.00 P.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

The voting period begins at 09.00 A.M. IST on Friday September 27, 2019 and ends at 5.00 p.m. IST on Sunday September 29, 2019. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is Saturday September 21, 2019), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on Sunday September 29, 2019. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders / Members
- (iii) 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.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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)</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Premier Synthetics Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a 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.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xviii) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.
- (xxi) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (xxii) The Company has appointed Mr. Jatin Kapadia, Practising Company Secretaries, as the scrutinizer for conducting the e-voting process as well as the Ballot process at the Annual General Meeting (AGM) in a fair and transparent manner and submits a report thereon.
- (xxiii) The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting (AGM), first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Annual General Meeting (AGM), a consolidated scrutinizer’s report of the total votes cast to the Chairman of the Annual General Meeting (AGM) who shall countersign the same and declare the results of the voting forthwith.
- (xxiv) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com) and shall also be communicated to the BSE Limited, on which shares of the Company are listed.

**By order of the Board of Directors**  
For, **Premier Synthetics Limited**

**Place: Ahmedabad**  
**Date: 13th August, 2019**

**Vinod Rana**  
**Company Secretary**



## ANNEXURE TO ITEM NO. 3 OF THE NOTICE

### Details of Director seeking re-appointment at the 49th Annual General Meeting

[In pursuance of Regulation 36(3) of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)]

<b>Name of the Director</b>	<b>Sanjaykumar Vinodbhai Majethia</b>
DIN	06555488
Date of Birth	29/07/1972
Nationality	Indian
Date of first appointment in the current designation	10/02/2016
Qualification	S. Y. B. Com
Experience	Sanjay V. Majethia have the business experience in Trading and Industry of more than 10 years.
Shareholding in the Company: Number of Equity Share Number of Non-convertible Non-Cumulative Redeemable Preference Shares	5,84,650 NIL
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	Nil
No. of Meeting of the Board attended during the year	All
Directorships* of other Companies (Excluding Premier Synthetics Limited)	Majethia Papers Private Limited Unique Mercantile India Limited
Membership/Chairmanship of Committee of other Companies (Excluding Premier Synthetics Limited)	Nil
Inter-se relationships between: •Directors •Key Managerial Personnel	Not Applicable Not Applicable

\* Directorship includes all the companies incorporated in India.

**By order of the Board of Directors**  
For, **Premier Synthetics Limited**

**Place: Ahmedabad**  
**Date: 13th August, 2019**

**Vinod Rana**  
**Company Secretary**

## ROUTE MAP TO THE VENUE OF AGM



📍 **PREMIER SYNTHETICS LIMITED**  
 Surana House, B/h. Classic Chambers,  
 Near Swastik X Road,  
 Opp. Narnarayan Complex,  
 Navrangpura, Ahmedabad - 380009

☎ **(079) 2643 0946, 2643 1558**

✉ **premiersynthetics@gmail.com**

🌐 **www.premiersyntheticsltd.com**

## BOARD'S REPORT

Dear Members,

The Board of Directors are pleased to present the 49th Annual Report of the Company for the financial year ended March 31, 2019.

### FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2019 is summarized below:

(Amount Rs. in Lakhs)

Particulars	(Amount Rs. in Lakhs)	Year Ended 31st March, 2018
Gross Revenue	4727.40	4723.68
Profit before Interest, Depreciation & tax	279.48	193.51
Less : Interest	8.02	13.37
Less : Depreciation	64.12	63.83
Profit before exceptional items and tax	207.33	116.31
Less : Exceptional Items	-	0.00
Profit before Tax	207.33	116.31
Less : Provision for Tax	-	0.00
Less: Provision for Dividend	0.11	0.11
Profit after tax & dividend	207.22	116.20
Add : Profit/(Loss) brought forward from previous year	(3125.60)	(3241.80)
Balance carried to Balance Sheet	(2918.38)	(3125.60)

### PERFORMANCE OF THE COMPANY AND PROSPECTS FOR THE CURRENT YEAR

During the year under review, the Company recorded gross revenue of Rs. 4727.40 Lakhs compared to Rs. 4723.68 Lakhs in the previous year. The Company is engaged in manufacturing of Cotton yarn.

The Company made profit before exceptional item and tax of Rs. 207.33 lakhs as compared to Rs. 116.31 lakhs in the previous year. After Exceptional items, the Net Profit after tax of the Company for the year stood at Rs. 207.33 lakhs against net profit of Rs. 116.31 lakhs in the previous year, an increase of 78.26 % over the previous year.

In order to improve the performance, your Directors are considering the various plans to modernize and expand the manufacturing capacity of the Company during the year.

However, your Directors are expecting to achieve better results in coming years.

### DIVIDEND

During the year under review, the Directors have recommended payment of 0.01% on Non-Cumulative Non-convertible Redeemable Preference Shares of the face value of Rs. 100 (Rupees one hundred only) each as dividend for the financial year 2018-19, for approval of shareholders at the ensuing Annual General Meeting of the Company.

Directors have not recommended any dividend for equity shares of the Company.

### JOINT VENTURE, ASSOCIATE & SUBSIDIARIES

The Company does not have Joint Venture, Associate and Subsidiaries as per rule 6 of the Companies (Accounts) Rules, 2014. Hence, no reporting of the same in Form AOC-1 has been made.

### FINANCE AND ACCOUNTS

During the year under review, the Rating Agency CARE Ratings Limited maintained the "B" rating for the Company's Non Cumulative Non Convertible Redeemable Preference shares.

As mandated by the Ministry of Corporate Affairs, the financial statements for the year ended on March 31, 2019 has been prepared in accordance with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014. The estimates and judgments relating to the Financial Statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2019.

#### **EVENT SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENT**

There were no material changes and commitments affecting the financial position of the Company subsequent to the end of the financial year.

#### **KEY MANAGERIAL PERSONNEL**

Sr. No.	Name of the Person	Designation
1.	Shri Gautamchand Surana	Managing Director
2.	Shri Kartik Jain	Chief Financial Officer
3.	Shri Vinod Rana	Company Secretary

#### **Evaluation of Board of Directors**

Pursuant to the provisions of the Companies Act, 2013, as amended from time to time and Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The various criteria considered for evaluation of Whole Time / Executive Directors included qualification, experience, knowledge, commitment, integrity, leadership, engagement, transparency, analysis, decision making, governance etc. The Board commended the valuable contributions and the guidance provided by each Director in achieving the desired levels of growth. This is in addition to evaluation of Non- Independent Directors and the Board as a whole by the Independent Directors in their separate meeting being held every year.

#### **Declaration of Independent Directors:**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under the provisions of the Companies Act, 2013 read with the Schedules and Rules made there under as well as Regulation 16 of Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

#### **Familiarization Programme to Independent Directors**

The Company provides suitable familiarization programme to Independent Directors to help them familiarize themselves with the nature of the industry in which the company operates and the business model of the company in addition to regular presentation on expansion plans and their updates, business operations and financial statements. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, Listing Regulations about their roles, rights and responsibilities as Directors of the company. There is a regular interaction of Directors with the Key Managerial Personnel of the Company.

#### **Retirement by rotation and subsequent re-appointment:**

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sanjay Majethia (Executive Director), is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible have offered himself for re-appointment.

#### **Certificate of Non-Disqualification of Directors**

Your Company has also received a Certificate from the Practicing Company Secretary regarding Non - Disqualification of Directors. The same is forming part of this report and marked as "Annexure-I"

**Number of meetings of the Board:**

8 (Eight) meetings of the Board of Directors were held during the financial year.

**Remuneration of directors, key managerial personnel and particulars of employee:**

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification (s) or re-enactment(s) thereof for the time being in force).

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of Directors/employees of the Company is set out in the "Annexure II" to this report.

However, as per the provisions of Section 136 of the Act, the report and accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the registered office of the Company during business hours on working days of the Company up to date of ensuing Annual General Meeting. If any member is interested in obtaining copy thereof, such member may write to the Company Secretary in this regard.

**Nomination and Remuneration Policy:**

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued there under and the Listing Regulations.

The said policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Executive, Non-Executive and Independent Directors on the Board of Directors of the Company and person in the Senior Management of the Company, their remuneration including determination of qualifications, positive attributes, independence of Directors and other matters are provided under sub-section (3) of Section 178 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force.)

**Performance Evaluation:**

The Directors carried out the annual performance evaluation of the Board, Committees of Board and individual Directors along with assessing the quality, quantity and timeliness of the flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluations of the Independent Directors were carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134(3)(C) and 134(5) of the Act, your directors confirm, to the best of their knowledge and belief:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- (b) they 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 profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### DETAILS OF MEETING OF THE BOARD AND ITS COMMITTEES

##### Board Meetings:

The Board of Directors met Eight (8) times during the financial year 2018-19, and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013. The details of which are given below:

Sr. No.	Date of Meeting	Attendance of Directors
1.	28/05/2018	All directors were present
2.	14/08/2018	All directors were present
3.	22/09/2018	All directors were present
4.	10/10/2018	All directors were present
5.	05/11/2018	All directors were present
6.	14/11/2018	All directors were present
7.	12/02/2019	All directors were present
8.	30/03/2019	All directors were present

The maximum gap between two Board Meetings held during the year was not more than 120 days.

Board Meetings are held at the Registered Office of the Company. The Agenda along with the Notes are sent in advance to all the Directors.

The Forty Eighth Annual General Meeting was held on September 28, 2018 at the Registered Office of the Company.

Pursuant to requirements of Regulation 26 of the Listing Regulations, none of the Company's Director is a member of more than 10 committees or Chairman of more than 5 committees across all Public companies in which he is a Director.

##### Independent Directors Meeting:

During the year under review, the Independent Directors met on March 30, 2019, inter alia to discuss over all operations, Business Strategy and Medium / Long term plans.

All the Independent Directors were present at the meeting. Pursuant to the requirements of the Listing Regulations and Schedule IV of the Companies Act, 2013 on Code of Conduct of the Independent Directors, the Independent Directors had reviewed and evaluated the performance of Non-Independent Directors and the Board as a whole and the same was found satisfactory.

##### Committees' Meetings:

The Audit Committee met four (4) times during the financial year 2018-19, and the details of the meeting are as follows:

Sr. No.	Date of Meeting	Attendance of Directors
1.	28/05/2018	Chairman & all other Members were present
2.	14/08/2018	Chairman & all other Members were present
3.	14/11/2018	Chairman & all other Members were present
4.	12/02/2019	Chairman & all other Members were present

The Nomination & Remuneration Committee met Two (2) times during the financial year 2018-19, and the details of the meeting are as follows:

Sr. No.	Date of Meeting	Attendance of Directors
1.	10/10/2018	Chairman & all other Members were present
2.	12/02/2019	Chairman & all other Members were present

The Stakeholder Relationship Committee and Investor Grievance Committee met Three (3) times during the financial year 2018-19, and the details of the meeting are as follows:

Sr. No.	Date of Meeting	Attendance of Directors
1.	16/07/2018	Chairman & all other Members were present
2.	08/10/2018	Chairman & all other Members were present
3.	07/01/2019	Chairman & all other Members were present

### Committees' Composition:

The compositions of Audit Committee, Stakeholder Relationship Committee & Nomination & Remuneration Committee are as follows:

#### Audit Committee:

The Composition of the Audit Committee is in alignment with the provisions of Section 177 of the Companies Act, 2013 read with Rules issued there under and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Chairman/Member
Mr. Sachin Kansal	Chairman
Mr. Jayesh Jain	Member
Mr. Sunny Sunil Singhi	Member

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company. The Board of Directors has appointed M/s. PGT & Associates, Chartered Accountants, as Internal Auditors to conduct the internal audit of the various areas of operations and records of the Company. The periodical reports of the said internal auditors were regularly placed before the Audit Committee along with the comments of the management.

#### Nomination and Remuneration Committee Composition:

The Composition of Nomination and Remuneration Committee is as follows:

Name	Chairman/Member
Mr. Jayesh Jain	Chairman
Mr. Sachin Kansal	Member
Mr. Gautamchand Surana	Member

In view of the amended provisions of Section 178 of the Companies Act, 2013, the performance of Board, its committees and each Director (excluding the director being evaluated) has been evaluated by the Board on the basis of engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders etc.

#### Stakeholders and Investor Grievance Committee:

The Company has constituted the Stakeholders Relationship and Investors' Grievance Committee in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. The Composition of the said Committee is as follows:

Name	Chairman/Member
Mr. Sachin Kansal	Chairman
Miss. Anusha Maheshwary	Member
Mr. Sunny Sunil Singhi	Member

#### **CHANGE IN NATURE OF BUSINESS:**

During the year under review, your Company has not changed its nature of business.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

As required under Regulation 34 read with Schedule V (B) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, report on "Management Discussion and Analysis" is attached and forms a part of this Report as "Annexure III".

#### **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, since the equity paid up share capital of the Company and net worth is below the threshold limits prescribed under SEBI (LODR) Regulations, 2015 Corporate Governance provision is not applicable to the Company for the year under review.

#### **AUDITORS**

##### **Statutory Auditor:**

M/s. Loonia & Associates, Chartered Accountants (Firm Registration No. 130883W), were appointed as Statutory Auditors of the Company at the 46th Annual General Meeting (AGM) till the conclusion of the 51st Annual General Meeting (AGM).

M/s. Loonia & Associates have confirmed their eligibility and qualification under Section 139, 141 and other applicable provisions of the Companies Act 2013 and Rules issued thereunder (including and statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended March 31, 2019 on the financial statements of the Company is a part of this Annual Report. The Auditors' Report for the financial year ended March 31, 2019 does not contain any qualification, reservation, or adverse remark.

##### **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. K. Jatin & Co. Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Secretarial Audit Report in the form "MR-3" is annexed herewith as "Annexure IV". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

##### **Internal Auditors:**

The Board has appointed M/s. PGT & Associates, Chartered Accountant, Ahmedabad as an internal Auditor of the Company for F.Y. 2018-19.

#### **PUBLIC DEPOSITS:**

In terms of Section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014, your Company has not accepted any public deposits or no amount of principal or interest was outstanding as on date of the Balance sheet during the financial year 2018-19.

#### **EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return of the Company as on Financial Year ended on March 31st, 2019 pursuant to the sub - section (3) of Section 92 of the Companies Act, 2013 and forming part of the report, in Form MGT-9 is enclosed as "Annexure V" to this Report and is also posted on the website of the Company i.e. [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com)



## **RELATED PARTY TRANSACTIONS**

All the related party transactions that were entered into during the financial year in the ordinary course of business and the prices were at arm's length basis. Hence, the provisions of Section 188(1) of the Companies Act, 2013 are not attracted. Further no materially significant related party transactions were entered by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. Hence reporting in AOC-2 is not made. All related party transactions are placed before the Audit Committee and Board of Directors for their review.

## **LOANS, GUARANTEE AND INVESTMENTS**

The particulars of loans, guarantee or investment made under Section 186 of the Companies Act, 2013 are given in the Notes forming part of the Financial Statements for the year ended March 31, 2019.

## **RISK MANAGEMENT**

Your Company has a well-defined Risk Management System in place, as a part of good governance practice. The risks are identified at various departmental levels and suitable mitigation measures are thereafter adopted. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. These are further subjected to a quarterly review. The framework has different risk models which help in identifying risk trends, exposure and potential impact analysis at a Company level as also separately for business segments. Risk management forms an integral part of the Company's planning cycle. At present the Company has not identified any element of risk which may be of threat to the existence of the Company.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility and therefore The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct or ethics. The policy has been posted in the website of the Company i.e. [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com). It is heartening to note that no untoward or fraud case was reported.

## **HUMAN RESOURCES AND POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

Your Company is committed to provide and promote a safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. However the Company does not have female employee as mentioned in the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and therefore the Internal Complaints Committees (ICC) cannot be constituted due to the lack of number of female employees.

## **SECRETARIAL STANDARDS OF ICSI**

The Company is in compliance with the Secretarial Standard on Meetings of the Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has not developed and implemented any Corporate Social Responsibility initiative as the provisions of Section 135 of Companies Act, 2013 are not applicable to the Company.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The Information under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended on 31st March, 2019 is given below and forms the part of the Board's Report.

### **A. CONSERVATION OF ENERGY:**

- Step taken or impact on conservation of energy.  
The Company has continued its efforts to improve energy efficiency with more vigour and depth. Some of the measures taken by the Company in this direction as its textile unit located in Rakanpur-Santej, Gandhinagar are as under:
  1. Installation of LED Lights in the premises.
  2. Re-arrangement of production process and to use the latest machinery with minimum power consumption/usage.

- **The steps taken by the company for utilizing alternate source of energy.**

The Company has planned to appoint qualified engineer to examine and suggest for alternate source of energy in production processes and if possible using the same for all working operations of the Company.

- **The Capital investment on energy conservation equipment.**

During the year under review, Company has not incurred any capital expenditure on energy conservation equipment.

#### **B. TECHNOLOGY ABSORPTION:**

- **Efforts, in brief, made towards technology absorption, adaptation & innovation:**

The Company is taking necessary steps to replace certain existing equipment's by installing new equipments having better technology. In addition to this, the company has installed plant for re-processing for its waste material.

- **Benefit derived as a result of above efforts:**

The benefits of technology upgraded equipments will be visible in future working.

- **Technology Imported:**

The Company has imported machinery spare parts to maintain the products quality and life of machine.

- **Expenditure incurred on Research and Development:**

During the year under review, Company has not incurred any Expenditure on Research and Development.

#### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

(Amount Rs. in Lakhs)

Particulars	2018-19	2017-18
Foreign Exchange Earned	Nil	Nil
Foreign Exchange Used	16.61	27.41

#### **INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Company has an Internal Audit Department, which monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee and to the Managing Director of the Company. Based on the report of internal audit function, corrective actions are taken in the respective areas and thereby strengthen the controls.

During the year under review, no reportable material weaknesses in the design or operation were observed.

#### **SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATOR / COURTS / TRIBUNAL:**

There are no significant / material orders passed by the Regulator / Courts / Tribunal impacting the going concern status of your Company and its operations in future.

#### **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

During the years under review, no shares were held in demat suspense account or unclaimed suspense account of the Company.

#### **FRAUD REPORTED BY AUDITORS**

There were no frauds reported by the Statutory Auditors under the provisions of Section 143 (12) of the Companies Act, 2013 and rules made there under.

#### **INSURANCE**

The Company has taken all the necessary steps to insure its properties and insurable interest, as deemed

appropriate and as required under the various legislative enactments. There were no major incidents or accidents to warrant insurance claims during the year under review.

## GREEN INITIATIVE

Your Directors would like to draw your attention to Section 20 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time, which permits paperless compliances and also service of notice / documents (including annual report) through electronic mode to its members. To support this green initiative of the Central Government in full measure, we hereby once again appeal to all those members who have not registered their e-mail addresses so far are requested to register their e-mail address in respect of electronic holdings with their concerned depository participants and / or with the Company.

## ANNEXURES

The lists of annexure forming part of the Board Report are as follows:

Name of the Annexure	Annexure No.
Certificate of Non-Disqualification of Directors	I
Ratio of the remuneration of each director to the median employee's remuneration	II
Management Discussion and Analysis Report	III
Secretarial Audit Report (MR-3)	IV
Extract of Annual Return (MGT-9)	V

## ACKNOWLEDGMENT

Your Directors acknowledge with thanks the financial assistance extended by the Bankers providing the required bank facilities to the company. Your Directors also wish to place on record their appreciation of the contributions made by the employees at all levels for the performance of your company.

**Place: Ahmedabad**  
**Date: 13/08/2019**

**By order of the Board**

**Gautamchand Surana**  
**Managing Director**  
**DIN: 00955362**

**ANNEXURE - I****CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

**To,  
The Members of  
Premier Synthetics Limited  
(CIN: L99999GJ1970PLC100829)**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Premier Synthetics Limited having CIN L99999GJ1970PLC100829 and having registered office at Surana House, B/h. Klassic Chamber, Opp. Narnarayan Complex, Near Swastik X Road, Navrangpura, Ahmedabad - 380009 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ahmedabad  
Date: 13/08/2019**

**Jatin Kapandia  
ACS No.: 26725  
CP No.: 12043**

## ANNEXURE - II

### Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and remuneration) Rules, 2014

- (i) The ratio of the remuneration of Directors and Key Managerial Personnel to the median remuneration of the employees of the Company for the financial year 2018-19:

Sl. No.	Name of Director and KMP	Designation	Ratio of the remuneration of each Director/KMP to median remuneration of employees	% increase in Remuneration
1	Sanjaykumar Majethia	Whole-Time Director	-	-
2	Gautamchand Surana	Non-Executive Director	-	-
3	Sunny Singhi	Non-Executive Director	-	-
4	Sachin Kansal	Independent Director	-	-
5	Jayesh Jain	Independent Director	-	-
6	Anusha Maheshwary	Independent Director	-	-
7	Kartik Jain	Chief Financial Officer	3.68	72 %
8	Deepakkumar Chaubisa*	Company Secretary	0.96	N.A.
9	Vinod Rana**	Company Secretary	-	N.A.

- None of the Directors took any remuneration / sitting fees in the F. Y. 2018-19.
- \*Mr. Deepak Chaubisa was resigned from the post of Company Secretary on 21/09/2018.
- \*\*Mr. Vinod Rana joined the Company as a Company Secretary with effect from 10th October, 2018 and therefore % increase is not applicable.

(ii) **The percentage decrease in the median remuneration of the employees of the Company for the Financial Year 2018-19: -15.89 %**

(iii) **The number of permanent employees on the rolls of the Company: 75**

(iv) **Average percentage increase already made in the salaries of employees other than the key managerial personnel in financial year 2018-19 and its comparison with the percentage increase in the managerial remuneration:**

(Amount Rs. in Lakhs)

Remuneration paid to employees (excluding managerial personnel) for the FY 2017-18	Remuneration paid to employees (excluding managerial personnel) for the FY 2018-19	(%) Change in remuneration paid to employees (excluding managerial personnel)	Remuneration paid to managerial personnel for the FY 2017-18	Remuneration paid to managerial personnel for the FY 2018-19	(%) change in remuneration paid to managerial personnel
7273554	10469872	43.94	-	-	-

(I) **Affirmation that the remuneration is as per the remuneration policy of the Company**

The remuneration is as per the Remuneration Policy of the Company

Place: Ahmedabad  
Date: 13/08/2019

By order of the Board

Gautamchand Surana  
Managing Director  
DIN: 00955362

## ANNEXURE - III

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2018-19

**(a) Business Scenario**

Financial Year 2018-19 was a year of average performance for Premier Synthetics Limited. The Company would like to maintain its performance in future. India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. At present, cotton textile industry is largest organized modern industry of India. There has been a phenomenal growth of this industry during the last four decades. About 16 per cent of the industrial capital and over 20 per cent of the industrial labour of the country is engaged in this industry.

There are at present 1,719 textile big mills in the country, out of which 188 mills are in public sector, 147 in cooperative sector and 1,384 in private sector. About three-fourths were spinning mills and the remaining one-fourth composite mills. Apart from the mill sector, there are several thousand small factories comprising 5 to 10 looms.

The Indian textiles industry, currently estimated at around US\$ 108 billion, is expected to reach US\$ 223 billion by 2021. The industry is the second largest employer after agriculture, providing employment to over 45 million people directly and 60 million people indirectly. The Indian Textile Industry contributes approximately 5 per cent to India's Gross Domestic Product (GDP), and 14 per cent to overall Index of Industrial Production (IIP).

**Opportunities and Threats****Opportunities**

- Government has undertaken a number of steps to improve Ease of Doing Business in India, to function as single window for obtaining government clearances. The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 seaports resulting in faster clearance of import and export cargo.
- India is the third largest producer of cotton with the largest area under cotton cultivation in the world. It has an edge in low cost cotton sourcing compared to other countries.
- Average wage rates in India are 50-60 per cent lower than that in developed countries, thus enabling India to benefit from global outsourcing trends in labour intensive businesses such as garments and home textiles.
- Design and fashion capabilities are key strengths that will enable Indian players to strengthen their relationships with global retailers and score over their Chinese competitors.
- Production facilities are available across the textile value chain, from spinning to garments manufacturing. The industry is investing in technology and increasing its capacities which should prove a major asset in the years to come.
- India has gathered experience in terms of working with global brands and this should benefit Indian vendors.

**Threats**

- **Obsolete machinery**-In India most of the cotton textile mills are working with old and obsolete machinery. According to one estimate in India over 60 % of the spindles are more than 25 years old. The automatic looms account for only 18 % of the total number of looms in the country against the world average of 62 % and 100 % in the United States. Obsolete machinery leads to low output and poor quality of goods as a result of which Indian textile goods are not able to face competition in the international market.
- **Low productivity of labour**- On an average, an Indian factory worker only handles 380 spindles and 2 looms as compared to 1,500-2,000 spindles and 30 looms in Japan and USA. Also, industrial relations are not very good in the country. Strikes, layoffs, retrenchments are the common features of many cotton mills in the country.
- **Competition in foreign market**-The Indian cotton textile goods is facing stiff competition in foreign markets from China, Taiwan, South Korea and Japan whose goods are cheaper and better in quality. It is really paradoxical that in a country where wages are low and cotton is internally available, production costs should be so high.
- **Competition from the decentralized sector**- An important factor for the growing sickness of the mill sector is the growth of the decentralized sector. Being a small-scale sector, the Government allowed excise concessions and other privileges. This accompanied with low wages have led to the low cost of production in the decentralized sector.

## (b) Outlook and Future Prospects

Traditionally Indian textile and apparel manufacturing industries have been cotton focused. Even today, cotton has more than a 60 per cent share compared to 40 per cent share globally. But this scenario is changing fast. Manufacturers, as well as brands, are increasingly looking towards other fibre options, mainly polyester. With the increase in the 'Value Retailing' format in the domestic market and rising demand for synthetic fibre - based products from global brands and retailers, demand for polyester is set to grow.

The Indian textile industry is now going through a consolidation phase. There are now 30 companies with a turnover of more than \$200 million, and many of them are registering double-digit growth. There are another 100 companies which are seen as stars of the future. We believe that it is these companies that could attract a host of leading edge, international textile and apparel companies into successful joint ventures. A more experienced and commercially enhanced system can be created in order to successfully compete against other Asian nations and drive India's textile industry forward to reach new heights

Seeing the future potential, Indian textile companies have already lined up investments for future capacity expansion. These companies have announced significant investments in areas like home textiles, denim and garmenting.

The textile industry is expected to attract investment of about \$120 billion by 2024-25. Exports are also expected to rise from the current \$39 billion to \$300 billion by 2024-25. The action plan notes that attracting the required investment entails ready availability of developed land with adequate infrastructure, skilled manpower and easy connectivity to ports, along with creation of new mega textile parks, lowering the cost of production and logistics, and encouraging new entrants through start-ups as well as FDI.

## (c) Risks & Concerns

India's textile industry grapples with domestic issues including outdated technology, inflexible labor laws, infrastructure bottlenecks, and a fragmented nature of the industry. The textiles sector primarily dominated by the unorganized and small players, had taken a major hit with demonetization and the implementation of the goods and services tax (GST). In today's business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Timely and effective risk management is of prime importance to our continued success.

## (d) Subsidiaries/Joint Ventures

The Company does not have subsidiaries, associates and joint venture companies.

## (e) Human Resources

Talented and skilled manpower is an important enabler for a Company to grow and maintain competitiveness. Human resources are considered as most important and valuable assets of your Company. Focus was kept on acquisition, retention and development of necessary skilled manpower keeping in view our current operations requirement as well as the future business expansion and growth plans. The Company continues to conduct employee trainings across several functions pertaining to technical, behavioral, general health safety and environment. A regular employee performance evaluation system is in place to evaluate the individual performance as well as determining their development needs and future potential.

Your Company has complied with all the regulations pertaining to Factory, Labour and other applicable laws and very cordial industrial relations are maintained with the employees. It considers manpower as its assets and that people had been driving force for growth and expansion of the Company.

## (f) Financial Results:

(Amount Rs. in Lakhs)

Particulars	For the year ended	For the year ended 31st March, 2018
Gross Revenue	4727.40	4723.68
Profit before Interest, Depreciation & tax	279.48	193.51
Less : Interest	8.02	13.37
Less : Depreciation	64.12	63.83
Profit before exceptional items and tax	207.33	116.31
Add : Exceptional Items	-	0.00

(Amount Rs. in Lakhs)

Particulars	For the year ended	For the year ended 31st March, 2018
Profit before Tax	207.33	116.31
Less : Provision for Tax	-	0.00
Less : Provision for Dividend	0.11	0.11
Profit after tax and dividend	207.22	116.20
Add : Profit/(Loss) brought forward from previous year	(3125.60)	(3241.80)
Balance Carried Forward to Next Year	(2918.38)	(3125.60)

**(a) Segment -Wise or product wise performance**

The Company operates in only single segments. Hence segment wise performance is not applicable.

**(b) Internal Control Systems and their adequacy**

The Company has in place, adequate internal control systems and procedures covering all the financial and operating functions. These have been designed to provide adequate assurance to the management regarding compliance with the accounting standards by maintenance of appropriate accounting records, monitoring the economy and efficiency of operations, protecting the assets of the Company from losses and ensuring the reliability of financial and operational information through proper compliance with the statutory enactments and its rules and regulations. Some of the significant features of the internal control systems and procedures are as follows:

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit department reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate. The internal audit department is manned by highly qualified and experienced personnel and reports directly to the Audit Committee of the Board. The Audit Committee regularly reviews the audit findings as well as information Security Assurance Services is also provided by independent external professionals. Based on their recommendations, the Company has implemented a number of control measures both in operational and accounting related areas, apart from security related measures.

**(c) Cautionary Statement**

Certain statements in the Management Discussion & Analysis describing the Company's objectives, projection, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other identical factors.

Forward-looking statements are based on certain assumptions and expectations of future events. These statements are subject to certain risks and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The actual result may be different from those expressed or implied since the company's operations are affected by the many external and internal factors, which are beyond the control of the management. Hence the company assumes no responsibility in respect of forward-looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

Company follows all mandatory Accounting Standards.

Place: Ahmedabad  
Date: 13/08/2019

For, Premier Synthetics Limited

Gautamchand Surana  
Managing Director



**ANNEXURE - IV  
FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31st March, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
The Members,  
Premier Synthetics Limited  
(CIN: L99999GJ1970PLC100829)**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Premier Synthetics Limited (hereinafter referred to as “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 (hereinafter referred to as “Audit Period”) complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of External Commercial Borrowing, Foreign Direct Investment and Overseas Direct Investment;  
**(Not applicable to the Company during Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during Audit Period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during Audit Period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during Audit Period)** and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during Audit Period)**

**I report that**, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has also complied with the following laws applicable specifically to the Company:

- i. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- ii. Environment Protection Act, 1986 and other environmental laws
- iii. Indian Contract Act, 1872
- iv. Income Tax Act, 1961 and Indirect Tax Laws
- v. The Goods and Service Tax Act, 2017
- vi. Indian Stamp Act, 1999
- vii. Industrial Dispute Act, 1947
- viii. Minimum Wages Act, 1948
- ix. Negotiable Instruments Act, 1881
- x. Payment of Bonus Act, 1965
- xi. Payment of Gratuity Act, 1972
- xii. Payment of Wages Act, 1936 and other applicable labour laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**I further report that**, during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above.

**I further report that-**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meeting are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Ahmedabad**  
**Date: 13/08/2019**

**Jatin Kapandia**  
**ACS No.: 26725**  
**CP No.: 12043**

**ANNEXURE - V  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2019**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**FORM NO. MGT - 9**

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L99999GJ1970PLC100829
2	Registration Date	09/10/1970
3	Name of the Company	PREMIER SYNTHETICS LIMITED
4	Category	PUBLIC COMPANY LIMITED BY SHARES
5	Sub-category of the Company	INDIAN NON-GOVERNMENT COMPANY
6	Address of the Registered office & contact details	Surana House, Behind Klassic Chambers, Swastik X Rd, Opp. Narnarayan Complex, Navrangpura Ahmedabad-380009, Gujarat. Tel. No.: 079-26431558/ 079-26430946 Email: premiersynthetics@gmail.com
7	Whether listed company	YES
8	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153a, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020. Tel No. : 011 - 64732681 Fax : 011 - 26812682 Email : info@skylinerta.com Website: www.skylinerta.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	TEXTILE	17111	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associateheld	% of shares held	Applicable Section
1			Nil		

**IV. SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)****(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2346100	-	2346100	51.08%	2206100	-	2206100	48.03%	-3.05%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>2346100</b>	<b>-</b>	<b>2346100</b>	<b>51.08%</b>	<b>2206100</b>	<b>-</b>	<b>2206100</b>	<b>48.03%</b>	<b>-3.05%</b>
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A) = A(1) + A(2)</b>	<b>2346100</b>	<b>-</b>	<b>2346100</b>	<b>51.08%</b>	<b>2206100</b>	<b>-</b>	<b>2206100</b>	<b>48.03%</b>	<b>-3.05%</b>
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	34475	121900	156375	3.4%	34475	121900	156375	3.40%	0%
b) Banks / FI	27600	1300	28900	0.63%	27600	1300	28900	0.63%	0%
c) Central Govt	-	-	-	0.00%	-	-	-	-	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	-	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	-	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	-	0.00%
g) FIs	-	-	-	0.00%	-	-	-	-	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	-	0.00%
i) Others (Foreign Portfolio Investore)	-	-	-	0.00%	-	-	-	-	0.00%
<b>Sub-total (B)(1):-</b>	<b>62075</b>	<b>123200</b>	<b>185275</b>	<b>4.03%</b>	<b>62075</b>	<b>123200</b>	<b>185275</b>	<b>4.03%</b>	<b>0%</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1840	49650	51490	1.12%	84479	47550	132029	2.87%	1.75%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	79399	76228	155627	3.39%	1024919	70197	1095116	23.84%	20.45%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1829060	21415	1850475	40.29%	949098	10375	959473	20.89%	-19.4%
c) Others (specify)									
Non Resident Indians	2	2	2	0.00%	4091	0	4091	0.09%	0.09%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	4399	-	4399	0.1%	0.1%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Hindu Undivided Family	4231		4231	0.09%	6717	0	6717	0.15%	0.06%
<b>Sub-total (B)(2):-</b>	<b>1914532</b>	<b>147293</b>	<b>2061825</b>	<b>44.89%</b>	<b>2073703</b>	<b>128122</b>	<b>2201825</b>	<b>47.94%</b>	
<b>Total Public (B) = B(1) + B(2)</b>	<b>1976607</b>	<b>270493</b>	<b>2247100</b>	<b>48.92%</b>	<b>2135778</b>	<b>251322</b>	<b>2387100</b>	<b>51.97%</b>	
C. Shares held by									
Custodian				0.00%				0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>4322707</b>	<b>270493</b>	<b>4593200</b>	<b>100.00%</b>	<b>4341878</b>	<b>251322</b>	<b>4593200</b>	<b>100.00%</b>	

## (ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares <sup>1</sup>	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares <sup>1</sup>	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Gautamchand Surana	1059870	23.07%	-	1059870	23.07%	-	-
2	Sanjaykumar Majethia	584650	12.73%	-	584650	12.73%	-	-
3	Rajiv Bansal	467720	10.18%	-	327720	7.13%	-	-3.05
4	Vikram Sanghvi	233860	5.09%	-	233860	5.09%	-	-

### Note:

- The reduction in holding of 1,40,000 shares was duly informed by Mr. Rajiv Bansal (Promoter No. 3) and required disclosure has also been filed under Regulation 7(2) of Prohibition of Insider Regulation, 2015 and SEBI (SAST) Regulation, 2018.

SR. No.	Name & Type of Transaction	Shareholding as on 31/03/2018		Transactions during the year - 2018 - 19		Cumulative Shareholding as on 31/03/2019	
		No. of Shares Held	% of Total Shares of the Company	Date Of Transaction	No. of Shares	No. of Shares Held	% of Total Shares of the Company
1	Gautamchand Kewalchand Surana	1059870	23.07	-	-	1059870	23.07
	Balance					1059870	23.07
2	Sanjaykumar Vinodbhai Majethia	584650	12.73	-	-	584650	12.73
	Balance					584650	12.73
3	Rajiv Giriraj Bansal	467720	10.18	-	-	467720	10.18
	Sale			07-07-18	-60000	407720	8.88
	Sale			20-07-18	-60000	347720	7.57
	Sale			27-07-18	-20000	327720	7.13
	Balance					327720	7.13
4	Vikram Sanghvi	233860	5.09	-	-	233860	5.09
	Balance					233860	5.09

**Note:**

- The reduction in holding of 1,40,000 shares was duly informed by Mr. Rajiv Bansal (Promoter No. 3) and required disclosure has also been filed under Regulation 7(2) of Prohibition of Insider Regulation, 2015 and SEBI (SAST) Regulation, 2018

**(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on March 31, 2019:**

Sr. No		Shareholding as on 31/03/2018		Transactions during the year - 2018 - 19		Cumulative Shareholding as on 31/03/2019	
		No. of shares held	% of total Shares of the company	Date of Transaction	No. of shares	No. of shares held	% of total Shares of the company
1	SUNNY SUNIL SINGHI	524600	11.42			524600	11.42
	Sale			07-07-18	-19000	505600	11.01
	Sale			13-07-18	-80000	425600	9.27
	Sale			20-07-18	-61000	364600	7.94
	Sale			27-07-18	-40000	324600	7.07
	Balance					324600	7.07
2	SHRADHA HANSKUMAR AGARWAL	220000	4.79			220000	4.79
	Sale			24-08-18	-35616	184384	4.01
	Sale			31-08-18	-77677	106707	2.32
	Sale			07-09-18	-106707	0	0.00
	Balance					0	0

# Premier Synthetics Limited

Sr. No		Shareholding as on 31/03/2018		Transactions during the year - 2018 - 19		Cumulative Shareholding as on 31/03/2019	
		No. of shares held	% of total Shares of the company	Date of Transaction	No. of shares	No. of shares held	% of total Shares of the company
3	PURVI KRISHAN PANSHARI	151250	3.29			151250	3.29
	Balance					151250	3.29
4	URMILA BARDIA	90945	1.98			90945	1.98
	Sale			20-04-18		90845	1.98
	Sale			01-06-18	-100	90645	1.97
	Sale			08-06-18	-200	90640	1.97
	Sale			15-06-18	-5	90639	1.97
	Sale			29-06-18	-1	90539	1.97
	Sale			07-07-18	-100	90239	1.96
	Sale			20-07-18	-300	89914	1.96
	Sale			27-07-18	-325	89379	1.95
	Sale			03-08-18	-535	88879	1.94
	Balance				-500	88879	1.94
5	MEENA RAHUL KOTHARI	85049	1.85			85049	1.85
	Sale			31-08-18	-53194	31855	0.69
	Sale			07-09-18	-31855	0	0.00
	Balance					0	0
6	BHARGAV SHRIKANT HASURKAR	82877	1.80			82877	1.80
	Balance					82877	1.8
7	MADHUDEVI BHAVESHBHAI KOTHA	76000	1.65			76000	1.65
	Sale			31-08-18	-61300	14700	0.32
	Sale			07-09-18	-14700	0	0.00
	Balance					0	0
8	DEEPA DIVYESH VORA	64011	1.39			64011	1.39
	Balance					64011	1.39
9	PARASDEVI LAXMILAL MOGRA	34500	0.75			34500	0.75
	Sale			08-06-18	-10	34490	0.75
	Sale			15-06-18	-10	34480	0.75
	Sale			22-06-18	-58	34422	0.75
	Sale			29-06-18	-422	34000	0.74
	Balance					34000	0.74
10	RAKHIBEN SAHITYA	30000	0.65			30000	0.65
	Balance					30000	0.65

**(v) Shareholding of Directors and Key Managerial Personnel:**

	For each of the Directors and Key Managerial Personnel	Beginning of the Year		End of the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Gautamchand Surana	1059870	23.07	1059870	23.07
2	Sanjay Majethia	584650	12.73	584650	12.73
3	Sunny Sunil Singhi	524600	11.42	324600	7.07

The following Directors and KMP did not hold any Shares during Financial Year 2018-19

Jayesh Jain - Independent Director

Vinod Rana\* - KMP

Sachin Kansal - Independent Director

Kartik Jain - KMP

Anusha Maheshwary - Independent Director

\*Mr. Vinod Rana has appointed as a Company Secretary cum Compliance Officer of the Company w. e. f. October 10th, 2018 in place of Mr. Deepak Chaubisa who resigned on September 21st, 2018.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. in Cr.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	7.62	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	7.62	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	2.00	0.26	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2.00	7.88	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	2.00	7.88	-	-



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	<b>Name</b>	<b>Gautamchand Surana</b>	
<b>(1)</b>	<b>Gross salary</b>	<b>0</b>	<b>0</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
<b>(2)</b>	<b>Stock Option</b>	-	-
<b>(3)</b>	<b>Sweat Equity</b>	-	-
<b>(4)</b>	<b>Commission</b>	-	-
	-as % of profit		
	- others, specify		
<b>(5)</b>	<b>Others, Bonus etc.</b>	<b>0</b>	<b>0</b>
	<b>Total (A)</b>	<b>0</b>	<b>0</b>
	<b>Ceiling as per the Act</b>		

Particulars of Remuneration	Independent Directors			Non-Executive Directors			Total Amount
	Mr. Jayesh Jain	Mr. Sachin Kansal	Miss. Anusha Maheshwary	Mr. Sunny Singhi	Mr. Sanjay Majethia	Mr. Gautamchand Surana	
Fee for attending board meetings	-	-	-	-	-	-	-
Committee meetings	-	-	-	-	-	-	-
Commission	-	-	-	-	-	-	-
Others, please specify	-	-	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Mr. Deepak Chaubisa <sup>1</sup>	Mr. Vinod Rana <sup>2</sup>	Mr. Kartik Jain	
	Name	Company Secretary	Company Secretary	Chief Financial Officer	
	Designation				
1	Gross salary	1,10,000	1,20,000	4,20,000	6,50,000
	(a)Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	00	00	00	00
	(b)Value of perquisites u/s 17(2) Income-tax Act, 1961	00	00	00	00
	(c)Profits in lieu of salary under section 17(3) Income- tax Act, 1961	00	00	00	00
2	Stock Option	0	0	0	0
	Sweat Equity Commission	0	0	0	0
	-as % of profit	0	0	0	0
	-others, specify Others,	0	0	0	0
	Bonus	0	0	0	0
		1,10,000	1,20,000	4,20,000	6,50,000

1. The salary of Mr. Deepak Chaubisa was Rs. 22,000/- p.m. from April 2018 to August 2018.
2. After resignation of Mr. Deepak Chaubisa in September, 2018, Mr. Vinod Rana has been appointed as a Company Secretary and his salary is Rs. 20,000/- per month from October 2018 to March 2019

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There was no Penalties/Punishments/Compounding of Offences for the year ended March 31, 2019

## Independent Auditors' Report

To

The Members of,

**PREMIER SYNTHETICS LIMITED**

Report on the Financial Statements

We have audited the accompanying Ind As Financial Statements of PREMIER SYNTHETICS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), and the Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis Report, Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. The above mentioned reports are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the above mentioned reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions as per the applicable laws and regulations.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other Comprehensive Income, cash flows and Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

## Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (iii) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.
  - (iv) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (v) On the basis of written representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
  - (vi) With respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B",
  - (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the company did not pay any remuneration to its directors during the year in terms of section 197 of the Act.

- (viii) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company does not have any pending litigations which would impact its financial position.
  - ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Loonia & Associates**  
Chartered Accountants  
(Registration No.130883W)

**Place: Ahmedabad**  
**Date: 28th May, 2019**

**Hitesh Loonia**  
**Proprietor**  
**Membership No. 135424**

**Annexure 'A' to the Independent Auditor's Report**

Referred to in paragraph 1 under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of PREMIER SYNTHETICS LIMITED for the year ended 31st March, 2019.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) In respect of its Property, plant and equipments:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipments.
  - (b) As explained to us, the management during the year has physically verified the Property, plant and equipments in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in Property, plant and equipments are held in the name of the Company.
- (ii) As explained to us, in our opinion, the management has physically verified inventories at reasonable intervals during the year and there was no material discrepancies noticed on such physical verification as compared to the book records.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and hence, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, investments, guarantees and security in terms of section 185 and 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, in respect of products of the Company. Accordingly, paragraph 3(vi) of the Order is not applicable
- (vii) In respect of statutory dues:
  - (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Services Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally deposited regularly with the appropriate authorities in India.

According to the information and explanation given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Services Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31 March, 2019 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us there are no disputed dues in respect of Sales Tax, Income Tax, Service Tax, Goods and Services Tax and Custom Duty except demand of Excise Duty of Rs.14.40 lacs for the financial years 2001 to 2004 raised by The Commissioner of Central Excise, Ahmedabad against which the Company is in appeal before the Central Excise and Service Tax Appellate Tribunal, Ahmedabad against which the Company has deposited a part amount of Rs. 3.60 lacs under protest.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

- (ix) According to information and the explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) During the course of our examination of the books and records of the Company carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company or by its officers or employees on it, has been noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company did not pay any managerial remuneration in terms of Section 197 of the Act read with Schedule V to the Act. Accordingly, paragraph 3(xi) of the Order is not applicable.
- (xii) In our opinion and according to information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to information and explanations given to us and based on our examination of the records of the Company, in our opinion, all the transactions entered with the related parties are in compliance with sections 177 and 188 of the Act and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year and hence reporting under paragraph 3(xiv) of the order is not applicable.
- (xv) According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with directors. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us and the records of the Company examined by us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause 3(xvi) of the Order is not applicable.

**For Loonia & Associates**  
Chartered Accountants  
(Registration No.130883W)

**Place: Ahmedabad**  
**Date: 28th May, 2019**

**Hitesh Loonia**  
**Proprietor**  
**Membership No. 135424**

**Annexure - B to the Independent Auditors' Report**

Referred to in paragraph 2(F) under the heading "Report on Other Legal And Regulatory Requirements" of Our Independent Audit Report of even date on the Financial Statements of PREMIER SYNTHETICS LIMITED for the year ended 31st March, 2019.

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Premier Synthetics Limited ("the Company") as of 31 March, 2019 in conjunction with our audit of the Ind As financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Loonia & Associates**  
Chartered Accountants  
(Registration No.130883W)

**Place: Ahmedabad**  
**Date: 28th May, 2019**

**Hitesh Loonia**  
**Proprietor**  
**Membership No. 135424**

**PREMIER SYNTHETICS LIMITED**  
**Balance Sheet as at 31st March, 2019**

	Particulars	Note No.		As At 31.03.2019		As At 31.03.2018
I	ASSETS			₹		₹
	Non-current Assets					
	a) Property, Plant & Equipment	2	248,723,415		248,145,344	
	b) Capital Work-in-Progress		-		-	
	c) Deferred tax assets (net)	3	57,500,000		57,500,000	
	d) Financial Assets:					
	(i) Loans	4	7,992,835		8,011,346	
	e) Other non-current assets	5	209,120		235,260	
	<b>Total Non-Current Assets</b>			314,425,370		313,891,950
	Current Assets					
	a) Inventories	6	42,387,296		46,264,020	
	b) Financial Assets:					
	(i) Trade Receivables	7	112,095,346		70,110,693	
	(ii) Cash and cash equivalents	8	403,669		1,059,259	
	(iii) Loans	9	10,625,814		12,193,047	
	<b>Total Current Assets</b>			165,512,125		129,627,019
	<b>Total Assets</b>			479,937,495		443,518,969
	EQUITY & LIABILITIES					
	Equity					
	a) Equity Share Capital	10	45,932,000		45,932,000	
	b) Other Equity	11	217,364,052		196,957,243	
	Total Equity			263,296,052		242,889,243
	Liabilities					
	<b>Non-current Liabilities</b>					
	a) Financial Liabilities:					
	(i) Borrowings	12	193,806,299		171,159,963	
	b) Provisions	13	2,259,024		7,423,181	
	<b>Total Non-Current Liabilities</b>			196,065,323		178,583,144
	Current Liabilities					
	a) Financial Liabilities:					
	(i) Trade payables		16,960,813		18,829,663	
	b) Other Current Liabilities	14	2,677,570		2,848,699	
	c) Provisions	15	937,737		368,220	
	<b>Total Current Liabilities</b>			20,576,120		22,046,582
	Total Liabilities			216,641,443		200,629,726
	Total Equity & Liabilities			479,937,495		443,518,969
	<b>Significant Accounting Policies</b>	1				
	<b>Notes forming part of the Financial Statements</b>	2-36				

As per our report of even date  
**For Loonia & Associates**  
Chartered Accountants  
Registration No. 130883W

**Hitesh Loonia**  
**Proprietor**  
**M No 135424**

**Place: Ahmedabad**  
**Date: 28th May, 2019**

For and on behalf of the Board

**Gautamchand Surana**  
**Managing Director**

**Kartik Jain**  
**Chief Financial Officer**

**Sanjaykumar Majethia**  
**Director**

**Vinod Rana**  
**Company Secretary**

## PREMIER SYNTHETICS LIMITED

### Statement of Profit and Loss for the Year ended 31st March,2019

(Amount in ₹)

	Particulars	Note No.	2018-19 ₹	2017-18 ₹
	<b>INCOME</b>			
(I)	Revenue from Operations	16	463,593,078	463,357,486
(II)	Other Income	17	9,147,217	9,010,352
(III)	<b>Total Income (I) + (II)</b>		<b>472,740,294</b>	472,367,838
(IV)	<b>EXPENSES</b>			
	Cost of Raw Material Consumed	18	345,046,343	355,868,135
	Changes in inventories of finished goods, work in progress and Stock-in-trade	19	13,405,299	(3,416,421)
	Employee benefits expenses	20	13,836,410	10,051,091
	Finance Costs	21	802,057	1,336,676
	Depreciation and amortization expenses		6,412,393	6,382,896
	Other expenses	22	72,504,531	90,514,260
	<b>Total Expenses (IV)</b>		<b>452,007,033</b>	460,736,637
(V)	Profit before Exceptional Items & Taxes		20,733,261	11,631,201
(VI)	Exceptional Items - (Net)		-	-
(VII)	Profit before tax (V)-(VI)		20,733,261	11,631,201
(VIII)	Tax Expenses :			
	(1) Current tax		-	-
	(2) Deferred tax		-	-
(IX)	<b>Profit for the Period (VII)-(VIII)</b>		<b>20,733,261</b>	11,631,201
(X)	Other Comprehensive Income		-	-
A(i)	items that will not be reclassified to profit or loss		-	-
(ii)	income tax relating to items that will not be reclassified to profit or loss		-	-
B(i)	items that will be reclassified to profit or loss		-	-
(ii)	income tax relating to items that will be reclassified to profit or loss		-	-
(XI)	<b>Total Comprehensive Income for the Period</b> [(IX)+(X)] (Comprising Profit and Other Comprehensive Income for the period)		<b>20,733,261</b>	11,631,201
(XII)	<b>Earning Per Equity Share(Nominal Value per Share: (₹ 10)</b>	23		
	1. Basic		4.51	2.60
	2. Diluted		4.51	2.60
	Significant Accounting Policies	1		
	Notes forming part of the Financial Statements	2-36		

**As per our report of even date  
For Loonia & Associates**

Chartered Accountants  
Registration No. 130883W

**Hitesh Loonia  
Proprietor (M No 135424)**

**Place: Ahmedabad  
Date: 28th May, 2019**

**For and on behalf of the Board**

**Gautamchand Surana  
Managing Director**

**Sanjaykumar Majethia  
Director**

**Kartik Jain  
Chief Financial Officer**

**Vinod Rana  
Company Secretary**

**PREMIER SYNTHETICS LIMITED****Cash Flow statement for the year ended 31st March 2019**

(Amount in ₹)

	March 31, 2019	March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit and Loss	20,733,261	11,631,201
<b>Adjusted for:</b>		
Depreciation	6,412,393	6,382,896
Fixed Assets Discarded	-	5,989,087
(Profit) Loss on Sale of Fixed Assets	-	19,786
Interest income earned	(459,715)	(1,078,773)
Finance Cost	802,057	1,336,676
<b>Operating Profit before working capital changes</b>	<b>27,487,996</b>	<b>24,280,873</b>
<b>Adjusted for:</b>		
Trade and other receivables	(40,372,770)	(55,959,531)
Inventories	3,876,724	(7,815,203)
Trade and others Payables	(6,634,619)	(11,718,783)
<b>Cash Generated from Operations</b>	<b>(15,642,669)</b>	<b>(51,212,644)</b>
<b>Adjusted for:</b>		
Direct Tax Refund (Net of Payment)	-	-
<b>Net Cash from Operating activities</b>	<b>(15,642,669)</b>	<b>51,212,644)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(7,305,464)	(11,175,606)
Sales of Fixed Assets	315,000	18,556
Net Cash Flow from Investing Activities	(6,990,464)	(11,157,050)
<b>C. Cash Flow from Financing activities:</b>		
Long term borrowings (Net)	22,646,336	(116,185,436)
Proceeds from Issue of Equity Shares including Securities Premium	-	25,650,000
Recovered against payments to secured lenders and structural changes in property, plant and equipments	(315,000)	151,962,731
Preference Dividend (Including Dividend Distribution Tax)	(11,452)	(11,434)
Finance Cost	(802,057)	(1,336,676)
Interest earned	459,715	1,078,773
<b>Net cash from Financing Activities</b>	<b>21,977,542</b>	<b>61,157,958</b>
<b>Net Increase/(Decrease) in cash</b>	<b>(655,591)</b>	<b>(1,211,736)</b>
<b>Opening Balance of Cash &amp; Cash equivalents</b>	<b>1,059,259</b>	<b>2,270,996</b>
<b>Closing Balance of Cash &amp; Cash equivalents</b>	<b>403,669</b>	<b>1,059,259</b>

The accompanying notes are an integral part of the financial statements

**As per our report of even date****For and on behalf of the Board****For Loonia & Associates**Chartered Accountants  
Registration No. 130883W**Gautamchand Surana**  
Managing Director**Sanjaykumar Majethia**  
Director**Hitesh Loonia**  
Proprietor (M No 135424)**Place: Ahmedabad**  
**Date: 28th May, 2019****Kartik Jain**  
Chief Financial Officer**Vinod Rana**  
Company Secretary49<sup>th</sup> Annual Report 2018-19

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

### COMPANY INFORMATION / OVERVIEW

Premier Synthetics Limited (the “Company”) is a public limited company domiciled in India. The Company was incorporated on 09 October 1970 under the provisions of the Company’s Act, 1956. The Company’s registered office is at Surana House, B/h. Klassic Chambers, Near Swastik Char Rasta, Navrangpura, Ahmedabad 380009. The shares of the company are listed on BSE Limited (BSE). The Company is engaged in the business of manufacturing of Cotton Yarn.

### “1” SIGNIFICANT ACCOUNTING POLICES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard require a change in accounting policy hitherto in use.

These Financial Statements are presented in Indian Rupees (₹), which is also the Company’s functional currency and all values are rounded to the nearest rupees, except when otherwise indicated.

The Company follows the mercantile system of accounting and recognizes incomes and expenditures on accrual basis. The accounts are prepared on historical cost basis, as a going concern, and are consistent with accounting principles generally accepted in India.

All the assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle. Based on the nature of the products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current / non-current classification of assets and liabilities

#### USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed below. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

##### (a) Property, Plant and Equipment

Freehold land, if any is carried at historical cost. All other items of Property, plant and equipment are shown at cost less accumulated depreciation and impairment, if any. The cost of an item of property, plant and equipment comprises its cost of acquisition inclusive of inward freight, duties and other non refundable taxes or levies and any cost directly attributable to the acquisition of those items.

Depreciation on Property, Plant & Equipment is charged on Straight Line Method. Depreciations are charged over the estimated useful lives of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis from/till the date they are put to commercial use.

**(b) Employee benefits:**

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**(c) Impairment of assets:**

Significant judgments is involved in determining the estimated future cash flows from the investment, property plant and equipment to determine its value in use to assess whether there is any impairment in its carrying amount as reflected in the financials.

**FOREIGN CURRENCY TRANSACTIONS****Initial Recognition:**

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

**Subsequent Recognition:**

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period. Exchange differences on reinstatement of all monetary items are recognised in the Statement of Profit and Loss.

**REVENUE RECOGNITION**

Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The Company is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. However, Goods and Services tax (GST) are not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

**Sale of Goods:**

Revenue from sales is recognised when the substantial risks and rewards of ownership of goods are transferred to the buyer and the collection of the resulting receivables is reasonably expected. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

**Other income:****Interest**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

**TAXATION**

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the relevant prevailing tax laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the Company re-assesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

## **PROPERTY, PLANT & EQUIPMENT**

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Property, plant and equipment except freehold land held for use in the production, supply or administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any.

Advances paid towards the acquisition of Property, Plant & Equipment outstanding at each reporting date is classified as Capital advances under Other Non -Current Assets and assets which are not ready for intended use as on the date of Balance sheet are disclosed as "Capital Work in Progress."

Depreciation on Property, Plant & Equipment is charged on Straight Line Method. Depreciations are charged over the estimated useful lives of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation in respect of additions to/and deletion from assets has been charged on pro-rata basis from/till the date they are put to commercial use.

## **BORROWING COST**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets (assets which require substantial period of time to get ready for its intended use) are capitalised as part of the cost of that asset. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

## **IMPAIRMENT OF ASSETS**

Property, Plant & Equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount, which is the higher of the asset's net selling price or its value in use.

## **INVENTORIES**

Inventories are valued at lower of cost and net realizable value. Cost of inventories comprises of purchase cost and other costs incurred in bringing the inventory to present location and condition which includes appropriate share of overheads. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

## CASH AND CASH EQUIVALENTS

Cash and cash equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balances, demand deposits with banks (other than deposits pledged with government authorities and margin money deposits) with an original maturity of three months or less.

## CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

**Provisions:** Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

**Contingent Liabilities :** Contingent liabilities are not provided for in the books but are disclosed by way of notes in the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**Contingent Assets:** Contingent Assets are neither recognized nor disclosed in the financial statements.

## EMPLOYEE BENEFITS

Staff benefits arising out of retirement/death comprising contributions to Provident Fund, Gratuity Scheme and other post separation benefits are accounted for on the basis of the schemes or by an independent actuarial valuation at the year-end as the case may be.

## EARNINGS PER SHARE (EPS)

The earnings considered in ascertaining the Company's earnings per share comprise the net profit after tax (and include post tax effect of any extraordinary items.) The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises of the weighted average shares considered for deriving basic earning per share, and also the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares.

## RELATED PARTY TRANSACTIONS

Related party transactions are transfer of resources or obligations between related parties, regardless of whether a price is charged. Parties are considered to be related, if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial or operating decisions. Parties are considered to be related if they are subject to common control or common significant influence.

## FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

## FINANCIAL ASSETS

### Initial recognition and measurement

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets



not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

## Subsequent measurement

### • Classification

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

#### • Financial assets at amortized cost

Financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income and impairment are recognized in the Statement of Profit and Loss.

#### • Financial assets at fair value through other comprehensive income (FVTOCI)

These assets are subsequently measured at fair value through other comprehensive income (OCI). Changes in fair values are recognized in OCI and on de-recognition, cumulative gain or loss previously recognized in OCI is reclassified to the Statement of Profit and Loss. Interest income calculated using EIR and impairment loss, if any, are recognized in the Statement of Profit and Loss.

#### • Financial assets at fair value through profit or loss (FVTPL)

These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognized in the Statement of Profit and Loss.

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing for financial assets.

## De-recognition

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised.

Any gain or loss on de-recognition is recognised in the Statement of Profit and Loss.

## Impairment of financial assets

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, lease receivable, trade receivable other contractual rights to receive cash or other financial assets. For trade receivable, the Company measures the loss allowance at an amount equal to life time expected credit losses. Further, for the measuring life time expected credit losses allowance for trade receivable the Company has used a practical expedient as permitted under Indian AS 109. This expected credit loss allowance is computed based on provisions, matrix which takes into account historical credit loss experience and adjusted for forward looking information.

## FINANCIAL LIABILITIES

### Initial recognition and measurement

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at amortized cost unless at initial recognition, they are classified as fair value through profit or loss. In case of trade payables they are initially recognize at fair value and subsequently, these liabilities are held at amortized cost, using the Effective interest method.

### Classification and subsequent measurement

Financial liabilities are classified as measured at amortized cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortized cost using the effective interest method. Interest expense is recognised in Statement of Profit and Loss. Any gain or loss on de-recognition is also recognised in the Statement of Profit and Loss.

**De-recognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on subsequently different terms, or the terms of an existing liability are subsequently modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of the new liability. The difference in the respective carrying amount is recognize in the Statement of Profit & Loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the assets and settle the liabilities simultaneously.

**"2" Property, Plant & Equipment**

Amount in ₹

Particulars	Freehold Land	Factory Building	Plant & Machinery	Electric Installation	Furniture & Fittings	Vehicles	Office Equipments	Computer	Air Conditioner	Total Tangible Assets	Capital Work In Progress
<b>Gross Carrying Amount as at March 31,2017</b>	153,185,086	77,624,700	414,634,708	20,153,948	2,177,760	248,682	474,371	54,190	82,507	672,408,864	2,322,763
Additions	-	270,600	12,736,045	46,000	-	-	37,000	156,986	251,738	13,498,369	-
Disposals	-	-	344,980,893	19,565,417	-	248,682	-	411,290	-	365,206,282	2,322,763
<b>Gross Carrying Amount as at March 31,2018</b>	153,185,086	77,895,300	82,389,860	634,531	2,177,760	-	511,371	286,886	334,245	317,415,039	-
Additions	-	-	7,285,933	-	-	-	-	-	19,531	7,305,464	-
Disposals	-	-	315,000	-	-	-	-	-	-	315,000	-
<b>Gross Carrying Amount as at March 31,2019</b>	153,185,086	77,895,300	89,360,793	634,531	2,177,760	-	511,371	286,886	353,776	324,405,503	-
Accumulated Depreciation/ Amortization and Impairment	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31,2017</b>	-	46,677,972	356,975,087	18,746,107	1,980,404	229,327	283,883	418,357	40,427	425,351,564	-
Depreciation for the year	-	2,594,925	3,677,721	28,501	19,444	1,579	22,972	30,075	7,679	6,382,896	-
Depreciation on Disposals	-	-	343,255,989	18,587,146	-	230,906	-	390,724	-	362,464,765	-
<b>Balance as at March 31,2018</b>	-	49,272,897	17,396,819	187,462	1,999,848	-	306,855	57,708	48,106	69,269,695	-
Depreciation for the year	-	2,601,704	3,677,721	30,140	19,444	-	19,146.00	46,504	17,734	6,412,393	-
Depreciation on Disposals	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at March 31,2019</b>	-	51,874,601	21,074,540	217,602	2,019,292	-	326,001	104,212	65,840	75,682,088	-
Net Carrying Amount	-	-	-	-	-	-	-	-	-	-	-
<b>As at March 31,2019</b>	153,185,086	26,020,699	68,286,253	416,929	158,468	-	185,370	182,674	287,936	248,723,415	-
<b>As at March 31,2018</b>	153,185,086	28,622,403	64,993,041	447,069	177,912	-	204,516	229,178	286,139	248,145,344	-

**"3" Deferred Tax Assests (Net)**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Deferred Tax Assests</b>				
On Unabsorbed Depreciation		57,500,000		57,500,000
		<b>57,500,000</b>		<b>57,500,000</b>

**"4" Non Current Loans**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Unsecured, considered good</b>				
Deposits with Govt. Authorities & Others		7,992,835		8,011,346
		<b>7,992,835</b>		<b>8,011,346</b>

**"5" Other Non Current Assets**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Preliminary Expenses to the extent not Written off</b>				
		209,120		235,260
		<b>209,120</b>		<b>235,260</b>

**"6" Inventories** (As taken, valued & certified by the Management, At lower of cost and net realisable value)

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
Raw- Materials		27,857,058		19,339,741
Work - in -progress		2,253,135		2,901,156
Finished Goods		3,742,153		16,951,006
Waste & Reprocessd Waste		2,906,140		2,222,770
Stores, Spare Parts & Packing Materials		5,628,810		4,849,347
		<b>42,387,296</b>		<b>46,264,020</b>
The above includes Goods in transit as under:				
Raw- Materials		620,688		

**"7" Trade Receivables**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Unsecured, considered good:</b>				
(i) Outstanding for a period exceeding 6 months from the date they are due for payment		-		3,414
(ii) Others		112,095,346		70,107,279
		<b>112,095,346</b>		<b>70,110,693</b>

## "8" Cash and cash equivalents

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Balances with Bank</b>				
- In Current Accounts	59,052		731,983	
Cash on hand	344,617		327,277	
		<b>403,669</b>		<b>1,059,259</b>

## "9" Current Loans

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Unsecured, considered good</b>				
Advances recoverable in cash or in kind for value to be received				
Security Deposit	-		5,012,500	
Others	10,625,814		7,180,547	
		<b>10,625,814</b>		<b>12,193,047</b>

## "10" Equity Share Capital

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised</b>				
Equity Shares of ₹ 10 each	10,000,000	100,000,000	10,000,000	100,000,000
<b>Issued,Subscribed &amp; Fully paid up</b>				
Equity Shares of Rs.10 each, fully paid	4,593,200	45,932,000	4,593,200	45,932,000
<b>(a) Reconciliation of Number of Shares</b>				
Balance as at the beginning of the Year	4,593,200	45,932,000	3,643,200	36,432,000
Issued During the Year	-	-	950,000	9,500,000
Balance as at the end of the Year	4,593,200	45,932,000	4,593,200	45,932,000
<b>(b) Details of Shareholder holding more than 5% of the share capital : Equity Shares</b>				
Gautamchand K. Surana	1,059,870	23.07	1,059,870	23.07
Vikram A. Sanghvi	233,860	5.09	233,860	5.09
Rajiv G. Bansal	327,720	7.13	467,720	10.18
Sanjay V. Majethia	584,650	12.73	584,650	12.73
Sunny Sunil Singhi	324,600	7.07	524,600	11.42
<b>(c) Rights, preferences and restrictions attached to shares :-</b>				
The Company has only one class of equity shares having par value of ₹ 10 each and the holder of the equity share is entitled to one vote per share. The dividend proposed by Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company in proportion to the number of equity shares held.				

**"11" Other Equity**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Securities Premium Account</b>				
Balance as per last Balance Sheet	48,360,000		32,210,000	
Add: Addition pursuant to issue of shares	-		16,150,000	
Balance as at the end of the year		<b>48,360,000</b>		<b>48,360,000</b>
<b>Revaluation Reserve</b>				
Balance as per last Balance Sheet	150,000,000		150,000,000	
Add: Addition	-		-	
Balance as at the end of the year		<b>150,000,000</b>		<b>150,000,000</b>
<b>Capital Reserve</b>				
Balance as per last Balance Sheet	311,157,550		159,194,819	
Add: Recovered against payments to secured lenders and structural changes in property, plant and equipments	(315,000)		151,962,731	
Balance as at the end of the year		<b>310,842,550</b>		<b>311,157,550</b>
<b>Retained Earnings</b>				
Balance as per last Balance Sheet	(312,560,307)		(324,180,075)	
Add: Profit for the year	20,733,261		11,631,201	
	(291,827,046)		(312,548,873)	
Less: Preference Dividend	(9,500)		(9,500)	
Dividend Distribution Tax	(1,952)		(1,934)	
	(11,452)		(11,434)	
Balance as at the end of the year		<b>(291,838,498)</b>		<b>(312,560,307)</b>
<b>Total</b>		<b>217,364,052</b>		<b>196,957,243</b>

**"12" Borrowings**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>(i) Preference Shares:</b>				
Authorised				
Non Cumulative Non Convertible Redeemable Preference Shares of ₹ 100 each	2,000,000	<b>2,000,000</b>	2,000,000	<b>200,000,000</b>
Issued,Subscribed & Fully paid up				
0.01% Non Cumulative Non Convertible Redeemable Preference Share of ₹ 100 each	950,000	<b>950,000</b>	950,000	<b>95,000,000</b>
<b>Details of Share holding more than 5% Shares:</b>				
<b>Cumulative Redeemable Preference Shares</b>	<b>No. of shares</b>	<b>% held</b>	<b>No. of shares</b>	<b>% held</b>
Gautamchand K. Surana	949,310	99.93	949,310	99.93
<b>(ii) Secured Borrowings:</b>				
Motgage Loan From Banks	19,984,936		-	
		<b>19,984,936</b>		<b>-</b>
Mortgage Loan- Secured by Personal Guarantee of directors and relatives and also secured by creating charge on immovable property of guarantors.				

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
<b>iii) Unsecured Borrowings:</b>				
Loan From Body Corporate	35,000,000		39,800,000	
Loan From Directors & their relatives	43,821,363	<b>78,821,363</b>	36,359,963	<b>76,159,963</b>
		<b>193,806,299</b>		<b>171,159,963</b>

**Terms of Repayment of Non Cumulative Non Convertible Redeemable Preference Shares are set out as below:**

Borrowings	Terms of Repayment
Non Cumulative Non Convertible Redeemable Preference Shares of ₹ 100/- each	Repayable in October 2035. Rate of interest 0.01% p.a.

## "13" Non Current Provisions

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
Provisions for employees benefits	2,259,024		7,423,181	
		<b>2,259,024</b>		<b>7,423,181</b>

## "14" Other Current Liabilities

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
Other Payables *		2,677,570		2,848,699
		<b>2,677,570</b>		<b>2,848,699</b>

\* Includes Statutory dues.

(a) There are no amounts due for payment to the Investor Education and Protection Fund as at the year end.

## "15" Current Provisions

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
(i) Provisions for Preference Dividend & Tax thereon	11,452		11,434	
(i) Provisions for employees benefits	926,285		356,786	
		<b>937,737</b>		<b>368,220</b>

## "16" Revenue from Operations

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
a) Sale of Products (Net)		463,593,078		463,357,486
		<b>463,593,078</b>		<b>463,357,486</b>

## "17" Other Income

	As At 31.03.2019 ₹		As At 31.03.2018 ₹	
a) Interest income		459,715		1,078,773
b) Other income		8,687,502		7,931,579
		<b>9,147,217</b>		<b>9,010,352</b>

**"18" Cost of Material Consumed**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
Opening Stock		21,304,306		17,504,271
Add: Purchase		353,795,455		359,668,170
		<b>375,099,761</b>		377,172,441
Less: Closing Stock		30,053,418		21,304,306
		<b>345,046,343</b>		355,868,135
<b>% of Consumption:</b>				
Imported		0.00%		0.00%
Indigenous		100.00%		100.00%

**"19" Changes in Inventories of Finished goods, Work-in-progress and Stock-in-trade**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Stock at the beginning of the year</b>				
Waste	258,205		-	
Finished Goods	16,951,006		12,890,401	
Work-in-progress	2,901,156		3,803,545	
<b>Total-A</b>		<b>20,110,367</b>		<b>16,693,946</b>
<b>Stock at the end of the year</b>				
Waste	709,780		258,205	
Finished Goods	3,742,153		16,951,006	
Work-in-progress	2,253,135		2,901,156	
<b>Total-B</b>		<b>6,705,068</b>		<b>20,110,367</b>
<b>(Increase) / Decrease in Stocks (A-B)</b>		<b>13,405,299</b>		<b>(3,416,421)</b>

**"20" Employees Benefits Expenses**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
(a) Salaries and Wages		11,119,872		7,757,554
(b) Contribution to Provident & Other Funds		429,785		322,131
(c) Employees Welfare & other Amenties		788,587		466,936
(d) Exgratia, Bonus and Gratuity		1,498,166		1,504,470
		<b>13,836,410</b>		<b>10,051,091</b>

**"21" Finance Cost**

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
Interest Expenses		680,420		795,788
Bank Charges & Commission		121,637		540,888
		<b>802,057</b>		<b>1,336,676</b>



## "22" Other Expenses

	As At 31.03.2019		As At 31.03.2018	
	₹		₹	
<b>Manufacturing Expenses</b>				
Hank Yarn Obligation	2,436,682		2,667,490	
Stores & Spares Consumed	5,290,065		13,101,586	
Testing Expenses	3,632		10,916	
Labour & Job Charges	-		1,226,115	
Power and Fuel Charges	41,487,743		44,852,745	
Repairs to Buildings	-		75,000	
Repairs to Plant & Machinery	744,105		812,610	
		<b>49,962,227</b>		<b>62,746,461</b>
<b>Sales &amp; Distribution Expenses</b>				
Packing Materials	10,128,306		11,038,959	
Sales Promotion & Advertisement Expenses	1,469,161		1,217,186	
Freight & Forwarding Charges	8,431,386		12,536,566	
		<b>20,028,853</b>		<b>24,792,711</b>
<b>Establishment Expenses</b>				
Rates & Taxes	162,930		447,345	
Postage & Telephone	32,778		51,385	
Printing & Stationery	75,727		26,651	
Travelling Expenses	-		10,000	
Legal & Professional Charges	304,623		598,528	
Annual Listing Fees	253,750		291,813	
Office & Others Expenses	-		6,450	
Other Repairs	28,080		214,280	
Sundry Expenses	237,234		254,908	
Loss on Sale of Fixed Assets	-		19,786	
Insurance Premium	395,131		289,119	
Security Charges	998,197		739,823	
Auditors' Remuneration (Refer Note 22.3 below)	25,000		25,000	
		<b>2,513,450</b>		<b>2,975,087</b>
		<b>72,504,531</b>		<b>90,514,260</b>

## "22.1" Value of Stores & Spares Consumed

	2018-19		2017-18	
	₹	% of Consumption	₹	% of Consumption
Indegenious	3,628,972	68.60	10,360,780	79.08
Imported	1,661,093	31.40	2,740,806	20.92
	<b>5,290,065</b>	<b>100.00</b>	<b>13,101,586</b>	<b>100.00</b>

**"22.2" Value of Imports on CIF Basic**

	As At 31.03.2019 ₹	As At 31.03.2018 ₹
Stores & Spares	1,661,093	2,740,806
	<b>1,661,093</b>	<b>2,740,806</b>

**"22.3" Payments to Auditors**

	As At 31.03.2019 ₹	As At 31.03.2018 ₹
Statutory Audit fees	25,000	25,000
Tax Audit fees	-	-
Taxation Matters	-	-
	<b>25,000</b>	<b>25,000</b>

**"22.4" Expenditure in Foreign Currency (Import)**

	As At 31.03.2019 ₹	As At 31.03.2018 ₹
Expenditure in Foreign Currency (Import)	16.61	27.41

**"23" Earning Per Equity Share**

	As At 31.03.2019 ₹	As At 31.03.2018 ₹
1. Net Profit/(Loss) after tax as per Statement of Profit and Loss attributable to Equity Shareholders	20,733,261	11,631,201
2. Weighted Average number of equity shares used as denominator for calculating EPS	4,593,200	4,468,269
3. Basic and Diluted Earning per Share	4.51	2.60
4. Face Value per equity share ( in ₹)	10.00	10.00

**"24" Earning in Foreign Exchange**

	As At 31.03.2019 ₹	As At 31.03.2018 ₹
Earning in Foreign Exchange	Nil	Nil

**"25" No Provision for taxtaion has been made in view of the brought forwarded losses****"26" Related Party Disclosures under IND AS 24****Related Parties/Nature of Relationship :****Key Managerial Persons**

Mr. Gautamchand K. Surana

Mr. Sanjay V. Majethia

Mr. Sachin K. Kansal

Mr. Sunny Singhi

Mr. Jayesh Rajmal Jain

Ms. Anusha Maheshwary

**Associates**

Sun Insulators Pvt. Ltd.

Nature of Transaction	Key Managerial Persons	Associates	Total
Loans and advances Accepted/(Repaid) (Net)	74.50	-	74.50
	<i>115.83</i>	<i>(785.83)</i>	<i>(670.00)</i>
Loans and advances Given/(Repaid) (Net)	-	-	-
	-	<i>(27.50)</i>	<i>(27.50)</i>
Reimbursement of Expenses	0.11	-	0.11
	-	-	-
Balances as at 31st March ,2019			
Loans & Advances Receipts	438.10	-	438.10
	363.60	-	363.60
Note : Figures in Italic represent Previous Year's amount			

## Disclosure in Respect of Material Related Party Transaction during the year

1. Reimbursement of Expenses includes - Gautamchand K Surana ₹ 0.11 Lacs ( 2018 - Nil)

### "27" Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Textile business is the Company's only business segment ,hence the disclosure of segment wise information as required by Ind AS 108 on "Segment Reporting" is not applicable .

### "28" Contingent Liabilities and Commitments

i) Demand of Excise duty of ₹ 14.40 lacs raised by The Commissioner of Central Excise, Ahmedabad for the years from 2001 to 2004 has been disputed and has not been provided in the books. The Company is in appeal against the same with the Central Excise and Service Tax Appellate Tribunal,Ahmedabad and has been legally advised that it will not have any liability .

However the company has deposited ₹ 3.60 lacs under protest with the respective Central Excise Authorities.

### "29" Financial Instruments

(Amt. in ₹)

Particular	Carrying Value		Fair Value	
	March 31,2019	March 31,2018	March 31,2019	March 31,2018
<b>Financial Assets</b>				
Amortised cost				
Trade receivables	112,095,346	70,110,693	112,095,346	70,110,693
Cash and cash equivalents	403,669	1,059,259	403,669	1,059,259
Loans and Advances ( Current )	10,625,814	12,193,047	10,625,814	12,193,047
Loans and Advances ( Non Current )	7,992,835	8,011,346	7,992,835	8,011,346
FVTOCI				
Investment in equity instruments	-	-	-	-
FVTPL				
Investment in equity instruments (Unquoted)	-	-	-	-
<b>Total Assests</b>	<b>131,117,664</b>	<b>91,374,345</b>	<b>131,117,664</b>	<b>91,374,345</b>

Particular	Carrying Value		Fair Value	
	March 31,2019	March 31,2018	March 31,2019	March 31,2018
<b>Financial Liabilities</b>				
Amortised cost				
Long Term Borrowings	193,806,299	171,159,963	193,806,299	171,159,963
Trade payables	16,960,813	18,829,663	16,960,813	18,829,663
<b>Total Liabilities</b>	<b>210,767,112</b>	<b>189,989,626</b>	<b>210,767,112</b>	<b>189,989,626</b>

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- i) Long-term fixed-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected losses of these receivables.
- ii) Fair values of the Company's interest-bearing borrowings and loans are determined by using DCF method using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at March 31, 2019 was assessed to be insignificant.
- iii) The fair values of the unquoted equity shares, if any have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

### "30" Fair Value Hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3- Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2019 and March 31, 2018.

Particular	Fair value measurement using				
	As at / Date of Valuation	Total	Level 1	Level 2	Level 3
<b>Financial Assets measured at fair value:</b>					
<b>FVTOCI financial assets designated at fair value:</b>					
Investment in equity instruments (quoted)	March 31,2019	-	-	-	-
	March 31,2018	-	-	-	-
<b>FVTPL financial assets designated at fair value:</b>					
Investment in equity instruments (unquoted)	March 31,2019	-	-	-	-
	March 31,2018	-	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the year.

### "31" Financial Risk Management

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, foreign currency risk and interest rate risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is foreign exchange risk. The Company uses foreign currency borrowings to mitigate foreign exchange related risk exposures.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

## Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counter parties, taking into account their financial position, past experience and other factors.

## Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to Bad debt is not significant. Also the Company does not enter into sales transaction with customers having credit loss history. There are no significant Credit risk with related parties of the Company. The Company is exposed to Credit risk in the event of non payment of customers. Credit risk concentration with respect to Trade Receivables is mitigated by the Company's large customer base. Adequate expected credit losses are recognised as per the assessment.

The history of Trade receivables shows an allowance for bad and doubtful debts of ₹ Nil ( Nil as at March 31,2018). The Company has made allowance of ₹ Nil ( Nil as at March 31,2018) against Trade receivable of ₹ 1120.95 lacs ( ₹ 701.11 Lacs as at March 31,2018).

## Bank Deposits

The company maintains its cash and cash equivalents and bank deposits with reputed and highly rated bank. Hence, there is no significant credit risk on such deposits.

## Investments

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The company does not expect any losses from non- performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

## Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk through credit limits with banks.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The working capital position of the Company is given below :

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Cash and Cash equivalents	403,669	1,059,259
<b>Total</b>	<b>403,669</b>	<b>1,059,259</b>

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2019 and March 31, 2018.

Particulars	As at	Less than 1 year	1-2 years	More than 2 years
Borrowings	March 31,2019	-	78,821,363	114,984,936
	March 31,2018	-	76,159,963	95,000,000
Trade Payables	March 31,2019	16,960,813	-	-
	March 31,2018	18,829,663	-	-
Other Financial Liabilities	March 31,2019	-	-	-
	March 31,2018	-	-	-

## Foreign Currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. Foreign Exchange risks arise from recognised assets and liabilities, when they are denominated in a currency other than functional currency of the company. To a limited extent, the company imports certain spare parts used in manufacturing and therefore is exposed to foreign exchange risks arising from various currency exposures., primarily with respect to Euro. Company's exposure to foreign currency risk is very limited and Company always ensures

that the such exposure is within the approved limit for which company does not require to hedge through derivatives and therefore foreign currency risk is negligible.

#### Foreign currency sensitivity analysis

As the Foreign Currency risk is negligible and therefore foreign currency sensitivity analysis would not affect the operations of the Company.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates and investments.

#### Interest rate sensitivity analysis

If interest rates had been 1% higher and all other variables were held constant, the company's profit for the year ended would have impacted in the following manner:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Increase / (decrease) in the Profit for the year	(72,000)	-

If interest rates were 1% lower, the company's profit would have increased by the equivalent amount as shown in the above table.

#### "32" Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The capital structure is as follows :

Particulars	March 31, 2019	March 31, 2018
Total equity attributable to the equity share holders of the company	263,296,052	242,889,243
As percentage of total capital	57.60%	58.66%
Current borrowings	-	-
Non-current borrowings	193,806,292	171,159,963
Total borrowings	193,806,292	171,159,963
As a percentage of total capital	42.40%	41.34%
Total capital (borrowings and equity)	457,102,344	414,049,206

The Company is predominantly debt financed which is evident from the capital structure table. "33" Balances of Sundry Debtors, Creditors, Loans and Advances and transactions are subject to their confirmation.

"34" Except otherwise mentioned herein, in the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business and the provision of all known liabilities are adequate and not in excess of the amount reasonably necessary.

#### "35" Event occurring after balance sheet date

The Board of Directors has recommended Preference dividend of Rs. 0.01 per share for the Financial Year 2018-19, which is subject to approval by the shareholders.

"36" Previous Year figures have been regrouped and recasted wherever necessary.

#### Signatures to schedules 1 to 36

**As per our report of even date  
For Loonia & Associates**  
Chartered Accountants  
Registration No. 130883W

**Hitesh Loonia  
Proprietor (M No 135424)**  
Place: Ahmedabad  
Date: 28th May, 2019

**For and on behalf of the Board**

**Gautamchand Surana  
Managing Director**

**Kartik Jain  
Chief Financial Officer**

**Sanjaykumar Majethia  
Director**

**Vinod Rana  
Company Secretary**







## PREMIER SYNTHETICS LIMITED

CIN: L99999GJ1970PLC100829

Surana House, Behind Klassic chambers, Swastik Cross Road, Opp. Narnarayan Complex,  
Navrangpura, Ahmedabad - 380009, Gujarat Email: premiersynthetics@gmail.com

### ATTENDANCE SLIP

For the 49th Annual General Meeting of the PREMIER SYNTHETICS LIMITED on Monday, September 30, 2019 at 04:00 P.M a the registered office of the Company i.e. Surana House, B/h. Klassic Chambers, Opp. Narnarayan Complex, Near Swastik X Road, Navrangpura, Ahmedabad - 380009.

(to be handed over at the Registration Counter at the venue of the Meeting)

Name and Registered Address of the Share Holder / Proxy (in Block Letters)	
Registered Folio No. / DP ID - Client ID No.	
No. of Shares	

I certify that I am a Member / Proxy / Authorised Representative for the Member of the Company (Stike off whichever is not applicable). I hereby record my presence at the 49th Annual General Meeting of the Company.

\_\_\_\_\_  
**Signature of the Member / Proxy**

## PREMIER SYNTHETICS LIMITED

CIN: L99999GJ1970PLC100829

Surana House, Behind Klassic chambers, Swastik Cross Road, Opp. Narnarayan Complex,  
Navrangpura, Ahmedabad - 380009, Gujarat Email: premiersynthetics@gmail.com

### PROXY FORM

**49th Annual General Meeting on Monday 30th September, 2019**

Name of the Member (s) \_\_\_\_\_

Registered Address \_\_\_\_\_

Email Address \_\_\_\_\_

Registered Folio No. / DP ID - Client ID No. \_\_\_\_\_

I/ We being the member holding \_\_\_\_\_ shares of the above named Company hereby appoint:-

I. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

II. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

III. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Monday 30th September, 2019 at the registered office of the Company at Surana House, B/h. Klassic Chamber, Opp. Narnarayan Complex, Near Swastik X Road, Navrangpura, Ahmedabad - 380009, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolution	Please mention No. of Shares (Optional)	
		For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2	To declare dividend on Non-convertible Non-Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2019.		
3	To appoint a Director in place of Mr. Sanjaykumar Vinodbhai Majethia (DIN: 06555488), who retires by rotation and being eligible, offers himself for re-appointment.		

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Share Holder: \_\_\_\_\_

Signature of 1st Proxy holder: \_\_\_\_\_

Signature of 2nd Proxy holder: \_\_\_\_\_

Signature of 3rd Proxy holder: \_\_\_\_\_

Affix Revenue Stamp ₹. 1
-----------------------------------

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



*If undelivered please return to :*

**PREMIER SYNTHETICS LIMITED**

L99999GJ1970PLC100829

Registered Office: Surana House, Behind Klassic Chambers, Swastik X Rd,Opp. Narnarayan Complex,  
Navrangpura Ahmedabad-380009, Gujarat.

Tel No.: (079) 26431558, Fax No.: (079) 26430946

E-mail: [premiersynthetics@gmail.com](mailto:premiersynthetics@gmail.com) Website: [www.premiersyntheticsltd.com](http://www.premiersyntheticsltd.com)