

# **Overseas Synthetics Limited**

**21st  
Annual Report**

**2012- 2013**

# Overseas Synthetics Limited

## 21st Annual Report

### Board of Directors

Mr. Rohit H. Patel	Managing Director
Mr. Kamal R. Aggarwal	Director
Mr. Naresh V. Goyal	Director
Mr. Anirudh C. Sonpal	Director
Mr. Surendra U. Tamboli	Director
Mr. Suresh Prasad Roy	Director
Mr. Mayur V. Shah	Director

### Auditors:

M/s. Shah Mehta & Bakshi  
Chartered Accountants,  
Vadodara.

### Registered Office:

Block No. 355, Manjusar Kumpad Road,  
Village: Manjusar, Taluka: Savli,  
District: Vadodara - 391775.

### Registrar and share transfer agents:

MCS Limited  
Unit: Overseas Synthetics Limited  
Neelam Apartment, 88, Sampatrao Colony,  
Above Chhappan Bhog, Alkapuri,  
Vadodara: 390007.

### Bankers:

Indian Overseas Bank  
Mehta Pole, Vadodara - 390006.

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# NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of OVERSEAS SYNTHETICS LIMITED will be held on Tuesday, 24th September, 2013, at 11.00 a.m. at its Registered Office situated at Block No 355, Manjusar Kumpad Road, Village - Manjusar, Taluka - Savli, District - Vadodara - 391775, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2013, Balance Sheet as on that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Suresh Prasad Roy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Surendra Tamboli, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

## NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 18th September, 2013 to Tuesday, 24th September, 2013 [Both days inclusive]**.
3. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
4. All documents referred to in the notice are open for inspection at the Registered Office of the Company between 11.00 a.m. and 5.00 p.m. on any working day except Saturdays and holidays upto the date of Annual General Meeting.
5. All the work related to share registry in terms of both physical and electronic are being conducted by Company's R & T Agents - M/s. MCS Limited, Neelam Apartment, 88 Sampatrao Colony, B/h Standard Chartered Bank, Alkapuri, Vadodara-390007. Tel.: 0265-2339397, Fax: 0265-2341639, Email: mcsitdbaroda@yahoo.com. The shareholders are requested to send their communication to the aforesaid address in future.
6. **Re-appointment of Directors:**  
At the ensuing Annual General Meeting Mr. Surendra Tamboli and Mr. Suresh Prasad Roy, retire by rotation and being eligible offer themselves for re-appointment.  
As required under Clause 49 of the Listing Agreement, the details pertaining to the Directors seeking reappointment are furnished in the statement of Corporate Governance.
7. Shareholders are requested to furnish their e-mail id particulars to the Company at the Company's dedicated mail id: [overseassltd@gmail.com](mailto:overseassltd@gmail.com) this will assist the Company in redressing of Shareholder's grievances expeditiously.
8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholder through an electronic mode. An amendment to the Listing Agreement with the Stock Exchanges permit companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their e-mail address for receiving electronic communications.

Place: Vadodara  
Date: 13/08/2013

Regd. Office:  
Block No. 355, Manjusar Kumpad Road,  
Village: Manjusar, Taluka: Savli,  
District: Vadodara - 391775

For and on behalf of the Board  
For Overseas Synthetics Limited

Sd/-  
Rohit H. Patel  
Managing Director

## DIRECTORS' REPORT

To,

The Members,

The Directors are pleased to present the Twenty First Annual Report and the Audited Accounts of the Company for the year ended on 31st March, 2013.

### 1. FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	31.03.2013	31.03.2012
Operating Revenue	Nil	Nil
Others	Nil	8.62
Total Income	Nil	8.62
Expenditure	9.85	6.16
Profit /Loss before Exceptional & Extraordinary items & Tax	(9.85)	2.46
Exceptional Items	94.82	185.03
Finance Charges	Nil	Nil
Depreciation	Nil	Nil
Profit /Loss before Tax	84.97	187.49
Provisions and write offs	Nil	Nil
Provision for tax (current)	Nil	Nil
Fringe Benefit Tax	Nil	Nil
Deferred Tax Added back/written off	Nil	Nil
Profit / (Loss) after tax	84.97	187.49
Excess (short) provision of earlier year written off / back (net)	Nil	Nil
Balance brought forward from previous year	(736.00)	(923.49)
Loss carried to Balance Sheet	(651.03)	(736.00)

During the year under review, the Company did not carry out any operational activity. The exceptional items of Rs. 94.82 Lacs refers to profit arisen on sale of immovable property of the Company including its factory, land and building situated at Nutan Estate, Vasta Devdi Road, Madhav Baugh, Katargam, Surat. The said assets were actually sold in the immediate previous year i.e. 2011-12 (A.Y. 2012-13) for Rs. 211 Lacs and the resultant profit was offered for tax in A.Y. 2012-13. Subsequently in the current year the transaction got revoked as the party could not pay the contracted amount of Rs. 211 Lacs. The amount paid against the sale by the purchaser amounting to Rs. 8 Lacs was refunded. Further during the Financial Year 2012-13 the Company has again sold the said assets situated at Surat for Rs. 306 Lacs and the resultant profit amounting to Rs. 90.82 Lacs after adjusting the profit of F.Y. 2011-12 is now accounted in the current previous year i.e. F.Y. 2012-13. The execution of sale deed for the aforesaid disposal of immovable properties in favour of the buyer have been executed.

### 2. DIVIDEND

In view of carried forward losses, your Directors do not recommend any dividend on the equity share capital.

### 3. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### a) Industry Structure:

As on date, the Company does not carry out any operational activity and hence, it does not fall under any particular industry.

#### b) Opportunities and Threats:

In absence of any business activity, your Directors are unable to comment on opportunities and threats which otherwise your Company would have been subject to.

#### c) Outlook:

With the change in Promoters, the management of the Company have also been changed. It is expected that with the kind of expertise and versatile knowledge at their disposal, the new Promoters would restructure the Company with suitable means and would recommence the operations in the Company at the earliest.

**d) Risks and Concerns:**

Your Company is subject to external risks like increasing interest rates, liquidity crunch, inflationary pressure, plunging capital market, slowdown in Indian and global economy etc. Apart from external risks, the recommencement of business activity in the Company largely depends on various approvals, procedures and sanctions, which may get delayed.

**e) Adequacy of Internal Control:**

The Company has an adequate internal control system commensurate with its present size.

**f) Human Resource Development:**

Your Company would continue to have cordial and harmonious relations with its employees.

**g) Discussion on financial performance with respect to operational performance:**

There is no revenue from operations. The exceptional income of Rs. 94.82 refers to profit arisen on disposal of immovable properties of the Company at Surat.

#### **4. DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Surendra Tamboli and Mr. Suresh Prasad Roy, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

#### **5. PUBLIC DEPOSITS**

The Company has neither accepted nor renewed any Public Deposits during the year under review. As on date the Company does not hold any fixed deposit from public.

#### **6. AUDITORS**

The tenure of M/s. Shah Mehta & Bakshi, Chartered Accountants, Vadodara, the retiring Auditors expires at the conclusion of the ensuing Annual General Meeting and being eligible offers themselves for reappointment as Auditors.

#### **7. OBSERVATION OF AUDITORS**

In the Annexure to the Independent Auditor's Report for the year ended 31.03.2013, in para number I (c), VII, VIII, and X, the Auditor's have expressed their observations. Your Directors would like to furnish their explanations to the said observations as under:

**With regard to para no I (C) :**

During the year under review the company has sold all its assets situated at Surat. However the new Promoters / Director's intend to recommence the business activity of the Company and hence they have sought your approval to insert enabling clauses /activities in the main object of the Company by altering the Memorandum of Association and accordingly you have approved the alteration of the Main Object clause of Memorandum of Association through Postal Ballot notice dated September 15, 2012.

The new Promoters / Director's have commendable experience in manufacturing fine and other chemicals, laboratory and industrial glassware, and construction and development. It is expected that they would put the company into its right perspective and toward this measure have also paid advance of Rs. 277 Lacs for the purchase of assets to carry out the manufacturing of Chemical products. With the kind of expertise and versatile knowledge at their disposal, they would restructure the Company with suitable means and would recommence the operations in the Company at the earliest.

**With regard to para no VII:**

Considering the present status of the Company, it was not required to appoint any formal internal auditors. However, the Company does have an adequate internal control system commensurate with its current operations.

**With regard to para no VIII:**

The Company presently does not have any business operations, as and when the Company recommences its business operations all the cost records as may be applicable to the Company will be maintained.

**With regard to para no X:**

Regarding accumulated losses which exceeds more than 50% of Company's networth, kindly refer the explanation as furnished herein above.

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

Since the Company has stopped manufacturing activity for last several years, the statement with respect to conservation of energy, technology absorption is not applicable to the Company.

The Company has neither earned nor used any foreign exchange during the year under review.

**9. PARTICULARS OF EMPLOYEES**

The Company did not have any employee falling within the scope of sub-section [2A] of Section 217 of the Companies Act, 1956.

**10. CORPORATE GOVERNANCE**

The report on Corporate Governance pursuant to Clause 49 of the Listing Agreement with BSE along with the certificate of M/s. Shah Mehta & Bakshi, Auditor's, forms part of this report and attached to this report.

**11. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the Companies (Amendment) Act, 2000, the Directors state that:

- a. In the preparation of the Annual Accounts for the year ended on 31st March, 2013, the applicable Accounting Standards have been followed;
- b. Accounting Policies have been consistently applied. The judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2013 and the profit and loss of the Company for the accounting year ended on that date;
- c. Proper and sufficient care for maintenance of adequate accounting records has been taken in accordance with the provisions of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis.

**12. ACKNOWLEDGEMENT**

Your Directors acknowledges the support received from all Government Authorities, Business Associates, Bankers, Shareholders and other business constituents.

Your Directors also wish to place on record their appreciation for the continued co-operation made by employees during the year.

**For and on behalf of the Board  
For Overseas Synthetics Limited**

**Place: Vadodara**

**Date: 13/08/2013**

**Regd. Office:**

**Block No. 355, Manjusar Kumpad Road,**

**Village: Manjusar, Taluka: Savli,**

**District: Vadodara - 391775**

**Sd/-  
Rohit H. Patel  
Managing Director**

## CORPORATE GOVERNANCE REPORT

In accordance with Clause 49 of the Listing Agreement of Bombay Stock Exchange Limited (BSE), the report containing the details of corporate governance systems and processes at Overseas Synthetics Limited is as under:

### 1. Company's Philosophy on code of Governance

The Company firmly believes that the implementation of code on corporate governance would go a long way in attainment of the highest levels of transparency, accountability and equity in all facets of operations and interactions with all its stakeholders including shareholders, employees, government and lenders as well as enhancement of the value of stakeholders.

### 2. Board of Directors

The Company presently has Seven Directors, consisting of:

#### Non-executive Directors:

1. Mr. Rohit H. Patel - Managing Director (Erstwhile Promoter Group)
2. Mr. Kamal R. Aggarwal - Promoter Group
3. Mr. Naresh V. Goyal - Promoter Group
4. Mr. Anirudh C. Sonpal - Independent Director
5. Mr. Surendra U. Tamboli - Independent Director
6. Mr. Suresh Prasad Roy - Independent Director
7. Mr. Mayur V. Shah - Independent Director

The Company does not have any nominee Director appointed by Financial Institutions.

During the year, seven Board Meetings were held on 05.05.2012, 14.07.2012, 13.08.2012, 15.09.2012, 25.09.2012, 03.11.2012 and 13.02.2013, respectively.

The attendance of the Directors at the Board meeting held during the year and the last AGM, as also number of other Directorship / Membership of committees of other Companies are as under:

Name of Director	Attendance at Board Meeting	Attendance at last AGM	In other companies		
			Directorship	Committee member	Committee Chairmanship
Mr. Rohit H. Patel	7 (100%)	Yes	NIL	NIL	NIL
Mr. Kamal R. Aggarwal	2 (100%)	Yes	3	NIL	NIL
Mr. Naresh V. Goyal	2 (100%)	Yes	5	NIL	NIL
Mr. Surendra U. Tamboli	6 (86%)	Yes	1	2	NIL
Mr. Anirudh C. Sonpal	2(29%)	No	1	2	NIL
Mr. Suresh Prasad Roy	6 (86%)	No	NIL	NIL	NIL
Mr. Mayur V. Shah	5 (71%)	Yes	NIL	NIL	NIL

#### Board Procedure:

The relevant information is placed at the Board Meeting, ensuring good corporate governance. The minutes of committees are also placed before the Board. The agenda notice for the Board Meeting is sent in advance to all Directors.

#### Code of Conduct:

The Board of Directors has adopted code of conduct for the Directors and Senior Management of the Company. A declaration recording compliance of the said code for the year ended 31st March, 2013 is contained in this report.

### 3. Audit Committee :

As per the Clause 49 of the Listing Agreement, the Board of Directors had constituted "Audit Committee".

The Audit Committee presently comprises of three independent Directors. The members of the committee are:

Name of Director	Designation	No. of Meetings Attended
Mr. Anirudh C. Sonpal	Chairman (Independent Director)	1
Mr. Surendra U. Tamboli	Member (Independent Director)	4
Mr. Suresh Prasad Roy	Member (Independent Director)	4

Four meeting of the Audit Committee were held on 14.07.2012, 13.08.2012, 03.11.2012 and 13.02.2013 during the year 2012-13.

Necessary quorum was present at the meeting.

The Audit Committee shall begin to perform the following function:

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and removal of Statutory Auditors, fixation of audit fees and approval for payment of any other services.
3. Reviewing the quarterly and annual financial statement before submission to the Board.
4. Reviewing with the statutory auditors the adequacy of internal control systems.
5. Discussing with statutory auditors before the audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any area of concern.

### 4. Remuneration Committee :

The Board of Directors had also constituted "Remuneration Committee".

The details of composition of the committee are as follows:

Name of Director	Designation
Mr. Suresh Prasad Roy	Chairman (Independent Director)
Mr. Anirudh C. Sonpal	Member (Independent Director)
Mr. Surendra U. Tamboli	Member (Independent Director)

In absence of business activity, Mr. Rohit H. Patel, Managing Director of the Company is not drawing any remuneration.

Remuneration Policy for Non Executive Directors:

Remuneration by way of sitting fees has been paid to the non executive directors for attending the meetings of the Board and Committees.

No remuneration is paid to the Non-executive / Independent Directors.

Details of shares held by Non-Executive Directors in the Company as on 31st March, 2013:

1. Mr. Kamal R. Aggarwal 920111 Shares
2. Mr. Naresh V. Goyal 920111 Shares
3. Mr. Rohit H. Patel 0
4. Mr. Anirudh C. Sonpal 0
5. Mr. Surendra U. Tamboli 0
6. Mr. Suresh Prasad Roy 0
7. Mr. Mayur V. Shah 0



## Details of Directors seeking re-appointment at the forth coming Annual General Meeting.

Name of Director	Mr. Surendra Tamboli	Mr. Suresh Prasad Roy
Date of Birth	09.10.1954	02.08.1940
Date of Appointment	20.12.2011	20.12.2011
Expertise in Specific Functional Area	Corporate Law	Corporate Law
Qualifications	Company Secretary, LLB.	Company Secretary & Cost and Work Accountant
Directors in other public limited companies	Jord Engineers India Limited.	NIL
Other positions	NIL	NIL
Membership of committees in other public limited companies	Member of Audit & Remuneration Committee of Jord Engineers India Limited.	NIL
Shares held in the Company	NIL	NIL

### 8. Shareholders and Investors Grievance Committee :

The Board of Directors had also constituted "Shareholders and Investors Grievance Committee". The Committee comprises of three Directors of which all of them are independent. Mr. Yogesh Parmar is the Compliance Officer of the Company. Five meeting of the Committee were held on 14.07.2012, 13.08.2012, 13.09.2012, 03.11.2012 and 13.02.2013 during the year 2012-13.

The Committee, inter alia, started overseeing and reviewing all matters connected with the shares and looks into shareholders complaints.

Two letters / complaints were received by the Company during the financial year which were replied to the satisfaction of shareholders / investors. No investor complaints were outstanding as on 31st March, 2013 and no requests for transfer of shares were pending for approval.

The composition of the committee and the details of the meeting attended by the Members thereof are as follows:

Name of Director	Designation	No. of Meetings Attended
Mr. Surendra U. Tamboli	Chairman (Independent Director)	5
Mr. Anirudh C. Sonpal	Member (Independent Director)	2
Mr. Suresh Prasad Roy	Member (Independent Director)	5

### 9. General Body Meetings :

The details of Annual General Meeting (AGM) held in the last three years are as under:

Details of last 3 AGMs	20th AGM	19th AGM	18th AGM
Day, Date and Time	Tuesday, 30th October, 2012 at 10.00 a.m.	Thursday, 23rd August, 2011 at 9.30 a.m.	Thursday, 30th September, 2010 at 11.00 a.m.
Venue	Registered Office at Nutan Estate, Vasta Devdi Road, Madhav Baugh Lane, Katargam Surat - 395004.	Registered Office at Nutan Estate, Vasta Devdi Road, Madhav Baugh Lane, Katargam Surat - 395004.	Registered Office at Nutan Estate, Vasta Devdi Road, Madhav Baugh Lane, Katargam Surat - 395004.

Details of last 3 AGMs	20th AGM	19th AGM	18th AGM
Special Resolutions Passed	3 1.) Special Resolution was passed in respect of keeping of Register of Members / Debenture holders together with Index of Members, Register of transfer and other related books, records & documents with M/s. MCS Limited the Registrar and Share Transfer Agent of the Company.	Nil	Nil
Special Resolutions Passed by Postal Ballot	2 2.) Special Resolution was passed for alteration of the Main Object Clause of Memorandum of Association. 3.) Another Special Resolution was passed for change in the Registered office of the Company From Surat to Vadodara.	Nil	Nil
Person who conducted the postal Ballot exercise	Mr. Hemang Mehta. Practicing Company Secretary	None	None

**Details of voting pattern for Special Resolutions passed through Postal Ballot in the last AGM:**

Sr. No.	Particulars	Number of Members voted	Number of Shares voted	% to total Shares voted
A.	Total Postal Ballot received	36	5062619	100
i)	Total Postal Ballots - Valid	34	5062319	99.99
ii)	Total Postal Ballots - Invalid	2	300	0.01

Sr. No.	Particulars	Number of Members whose votes are valid	Number of Shares voted validly	% to total number of Shares which are voted validly
B.	Out of the above total Postal Ballots validly voted	34	5062319	100
i)	Postal Ballots / votes - in favour of the resolution	32	5061619	99.99
ii)	Postal Ballots / votes - against the resolution	2	700	0.01

No special resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

## 10. Disclosures :

There were some materially significant transactions with the related parties. viz. Promoters, Directors and their relatives in the ordinary course of business but those transaction does not conflict with the Company's interest at large. The transactions with related parties are disclosed in Note Number (12) to the Audited Accounts in the Annual Report 2012-13.

The Company follows Accounting Standards issued by the Central Government and in the preparation of financial statements; the Company has not adopted a treatment different from those prescribed in Accounting Standards.

No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.

It is confirmed that no personnel has been denied access to the Audit Committee.

The Company had complied with all the mandatory and non mandatory requirement of clause 49.

## 11. Means of Communication :

The quarterly, half yearly and yearly financial results are sent to the BSE after the Board approves the same and the said results are also getting published in English newspaper namely 'Business Standard' and Gujarati newspaper namely 'Loksatta'. The financial results are also displayed on the website of the Company i.e. [www.overseassynthetics.com](http://www.overseassynthetics.com).

The Company's Website also contains a separate dedicated section where shareholders information is available. Annual Reports, Quarterly Results, Shareholding Patterns, Corporate announcements are also available on the website in a user friendly and downloadable form.

There have been no news releases or presentation to the institutional investors or analysts.

The Management Discussion and Analysis Report forms part of this Annual Report.

## 12. General Shareholder Information :

(a)	Date, Time and Venue of 21st AGM	:	21st Annual General Meeting will be held on Tuesday, 24th September, 2013 at 11.00 a.m. at Block No. 355, Manjusar Kumpad Road, Village : Manjusar, Taluka : Savli, District : Vadodara : 391775.										
(b)	Financial calendar	:	<table border="1"><tr><td>i.</td><td>April 2013 to March 2014</td></tr><tr><td>ii.</td><td>First Quarter, 2013 results on or before 15th August, 2013</td></tr><tr><td>iii.</td><td>Second Quarter / Half yearly, 2013 results on or before 15th November, 2013.</td></tr><tr><td>iv.</td><td>Third Quarter, 2013 results on or before 15th February, 2014.</td></tr><tr><td>v.</td><td>Audited Results for the Fourth Quarter / Year ending 31st March, 2014 on or before 30th May, 2014.</td></tr></table>	i.	April 2013 to March 2014	ii.	First Quarter, 2013 results on or before 15th August, 2013	iii.	Second Quarter / Half yearly, 2013 results on or before 15th November, 2013.	iv.	Third Quarter, 2013 results on or before 15th February, 2014.	v.	Audited Results for the Fourth Quarter / Year ending 31st March, 2014 on or before 30th May, 2014.
i.	April 2013 to March 2014												
ii.	First Quarter, 2013 results on or before 15th August, 2013												
iii.	Second Quarter / Half yearly, 2013 results on or before 15th November, 2013.												
iv.	Third Quarter, 2013 results on or before 15th February, 2014.												
v.	Audited Results for the Fourth Quarter / Year ending 31st March, 2014 on or before 30th May, 2014.												
(c)	Date of Book closure	:	18th September, 2013 to 24th September, 2013 (both days inclusive)										
(d)	Dividend Payment date	:	NIL, Not Applicable.										
(e)	Listing on Stock Exchange.	:	The Company has paid Listing Fees for the period 1st April, 2013 to 31st March, 2014 to BSE. The Company has also filed Application for revocation of suspension with BSE and has submitted various compliance documents to them as required under the Listing Agreement.										
(f)	(i) Stock Code – Physical (ii) Demat ISIN Number for NSDL & CDSL	:	514330 For CDSL - INE 670O01013. For NSDL - Under Process.										
(g)	Market price Date : High, Low during each month in last Financial year	:	As such the Scrip of the Company has been under suspension at BSE, the furnishing of information on market price of the shares could not possible.										
(h)	Stock Performance in comparison to Broad-based indices such as BSE Sensex, BSE 200, Nifty 50.	:	N.A.										

(i)	Registrar and Transfer Agents	:	M/s. MCS Limited, Neelam Apartment, 88 Sampatrao Colony, Alkapuri, Baroda. PIN 390007, Ph. Nos. 2339397, 2341639.
(j)	Share Transfer System	:	All the transfer and transmission requests are processed on fortnightly basis by M/s. MCS Limited, being the Registrar & Transfer Agent (RTA). To facilitate prompt services, the RTA is also authorized to approve the transfers and dispatch the share certificates within stipulated time frame.

### DISTRIBUTION OF HOLDING AS ON 31.03.2013

No of equity shares held	Share holders Numbers	Share holders % to total	No. of Shares	Share amount in Rs.	Share amount % to total
Upto 500	2487	88.50	455911	4559110	6.41
501-1000	170	6.04	143754	1437540	2.02
1001-2000	77	2.74	138314	1383140	1.94
2001-3000	17	0.60	43527	435270	0.61
3001-4000	4	0.14	14013	140130	0.19
4001-5000	20	0.71	95438	954380	1.34
5001-10000	13	0.46	108788	1087880	1.53
10001-50000	8	0.28	277893	2778930	3.91
50001 -100000	3	0.10	224776	2247760	3.16
100001 and above	11	0.39	5602293	56022930	78.85
Total	2810	100	7104707	71047070	100

(k) Categories of shareholders as on 31/03/2013		
Category	No. of Shares	% of Shareholding
Directors, Relatives, Promoters and company owned and controlled by the Promoters	4258293	59.94
Financial Institution	0	0
NRIs	553900	7.80
Other Companies / Bodies Corporate	202098	2.84
General Public	2090416	29.42

(l)	Dematerialization of Shares and Liquidity	:	With effect from 19th March 2013, the Company's Equity shares are admitted in Dematerialized Form through Central Depository Services India Limited. Around 59.94% of Company's equity shares are held in demat form. Our Company is in the process of obtaining NSDL connectivity for which necessary application has already been made.
(m)	Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity.	:	The company has not issued any GDRs / ADRs / Warrants or any convertible instruments
(n)	Plant Locations	:	The Company was engaged in the activities of manufacturing of fabrics polyester yarns and fabrics which have been stopped since the year 2005-06. The trading activity in textile items was continued till the year 2009-10. From the financial year 2010-11 and onwards, the Company has stopped all operational activity. It does not have any plant / manufacturing unit as on date.

(o)	Address for correspondence	:	<p><b>1. R &amp; T Agent</b></p> <p>MCS Limited  Unit : Overseas Synthetics Limited  Neelam Appt., 88, Sampatrao Colony, Above Chhapan Bhog,  Alkapuri, Vadodara - 390007.  Telephone Nos. : (0265) 2339397,  FAX No.: (0265) 2341639</p> <p><b>2. Registered Office</b></p> <p>Compliance Officer  Overseas Synthetics Limited  Block No. 355, Manjusar Kumpad Road, Village: Manjusar,  Taluka: Savli, District: Vadodara: 391775.  Telephone Nos. : (0265) 2561195.  Fax No. : (0265) 2563493.</p>
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## B. NON-MANDATORY REQUIREMENTS

a.	Chairman of the Board Whether Chairman of the Board is entitled to maintain Chairman's office at the Company's expense and also allowed reimbursement of expense incurred in performance of his duties	:	No.
b.	Remuneration Committee	:	Please refer to Sr. No. 4 of this Report
c.	Shareholder Rights - the quarterly / half - yearly declaration of financial performance including summary of the significant events in last six months should be sent to each household of Shareholders	:	As the Company's quarterly / half yearly results are being published in English newspapers having circulation all over India and in a Gujarati newspaper (having a circulation in Vadodara) the same are not sent to the shareholders of the Company.
d.	Audit Qualification	:	The financial statements of the Company are qualified for the year ended March 31, 2013. The qualification / observations of the Auditors have been adequately dealt and replied in Director's Report.
e.	Training of Board Members	:	All the Directors have adequate exposure in corporate matters and have expertise in their areas of specialization. Hence, not considered necessary.

### 11. Code of Conduct:

This is to confirm that in accordance with Clause 49 of the Listing Agreement entered into with the Stock Exchange, the Company has adopted code of conduct for its Board Members and it has obtained affirmation as to compliance of the same from all the Board Members for the financial year ended 31st March, 2013.

**For and on behalf of the Board  
For Overseas Synthetics Limited**

Place: Vadodara  
Date: 13/08/2013

Sd/-  
Rohit H. Patel  
Managing Director

Regd. Office:  
Block No. 355, Manjusar Kumpad Road,  
Village: Manjusar, Taluka: Savli,  
District: Vadodara - 391775

## CERTIFICATE ON CLAUSE 49 COMPLIANCE

To,

**The Members**

**Overseas Synthetics Limited**

We have examined the compliance of conditions of Corporate Governance by M/s. Overseas Synthetics Limited for the financial year ended 31st March, 2013 as stipulated in amended clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has commenced with the compliance of the conditions of Corporate Governance as stipulated in the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholder's / Investor's Grievance Committee.

We further state that such compliances is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place : Vadodara**

**Date : 13.08.2013**

**For Shah Mehta & Bakshi  
Chartered Accountants**

**Sd/-  
V. K. Bakshi  
Partner  
Membership No 39054**

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## CEO AND CFO CERTIFICATION

To,

**The Board of Directors**

**Overseas Synthetics Limited**

I, Rohit H. Patel, Managing Director of Overseas Synthetics Limited (the Company), hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2013 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) I, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit committee
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Overseas Synthetics Limited**

**Sd/-  
Managing Director**

**Date: 29.05.2013**

**Place: Vadodara**



2nd Floor, Prasanna House, Associated Society,  
Nr.Akota Stadlum, Akota, Vadodara - 390020

Phone: +91-265-2331060, 2337727, 2355435  
Fax: + 91-265-2343227 Cell : +91-91732-02343  
Email: office@smb-ca.com



## Independent Auditor's Report

### To the Members of Overseas Synthetics Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of Overseas Synthetics Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance Forming an Opinion and Reporting on Financial Statements SA 700 (Revised) of internal control 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 (as amended) ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For SHAH MEHTA AND BAKSHI**  
**Chartered Accountants**  
F R No. 103824W

**(V K Bakshi)**  
**Partner**  
M. No. 039054  
Vadodara, Dated: 29th May, 2013



## Annexure to the Independent Auditors Report

### Re: Overseas Synthetics Limited

As required by the Order issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we further report that:

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets. However, no fixed assets exist as on the balance sheet date.
  - (b) This clause relating to physically verification of the fixed assets is not applicable since, no fixed assets exist as on the balance sheet date.
  - (c) ***The company has sold all its fixed assets as at balance sheet date, however, as per the information and explanation give to us the company has plan to go in for manufacturing of chemicals, as evidenced from the change in object clause of the company. Also an advance of Rs. 277 lacs has been given for the purchase of assets to carry out the manufacturing of chemical business. In view of this and as per the explanation given to us by the management we are of the opinion that the company has the definite plan to carry out the manufacturing activity of chemicals.***
- II. As the company has not carried out any commercial activities, this clause relating to physical verification of stock or maintenance of inventory records, in our opinion, does not arise.
- III. (a) The company has not granted loan to parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (b) The Company has taken unsecured loan from parties covered in the register under section 301 of the Companies Act, 1956 wherein the balance payable at the end of the year is Rs.8,11,236 ( Maximum Balance During the year is Rs. 8,11,236 )
  - (c) In our Opinion, the terms & conditions of these interest free loans are not prima facie prejudicial to the interest of company. The company is regular in repaying the principal amount as stipulated.
- IV. In our opinion and according to information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to the fixed assets. There are no transactions of the purchase of inventory or with regards to the sale of goods & services. During the course of audit, we have not observed any continuing failure to correct major weakness in internal control system.
- V. In our opinion and according to information and explanations given to us, the transactions made in pursuance contract and arrangement entered in registered maintained under section 301 of the Companies Act, 1956 relating to sale of assets during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- VI. In our opinion and according to information and explanations given to us, the company has not accepted deposits from the public within the meaning of section 58A and 58AA of the Companies Act, 1956.
- VII. ***In our opinion, the Company does not have an internal audit system.***
- VIII. ***In our opinion, the Company has not maintained cost records as prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956. However, there are no transactions of purchase or sales during the year under consideration.***
- IX. (a) The company has been regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Excise Duty, Custom Duty, Cess and any other statutory dues. However, no statutory dues were payable beyond the due date under respective statutes as at the balance sheet date.
  - (b) According to information and explanations given to us, no undisputed amount payable in respect of Income Tax and other statutory dues in arrears as at 31.03.2013 for the period of more than six months from the date they become payable.
- X. ***The Company has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. However, the company has not incurred cash losses in current and previous financial year.***
- XI. The clause relating to default in repayment of dues in respect of loans from a financial institution or bank or debenture holders, as the company does not have such liabilities.

- XII. According to information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provision of clause 4(xii) of the Order is not applicable to company.
- XIII. In our opinion, the company is not a chit fund, nidhi or mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Order are not applicable to the company.
- XIV. In our opinion and according to information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Therefore, the provisions of clause 4 (xiv) of the Order is not applicable to the company.
- XV. As per information and explanations given to us and as the records examined by us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore, the provisions of clause 4 (xv) of the Order is not applicable to the company.
- XVI. The provision of clause 4(xvi) of the Order is not applicable to the company in view of the no new term loans has been taken by the company during the year.
- XVII. According to information and explanations given to us and on overall examination of the balance sheet of the company, we report that no funds have been raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term asset except the working capital term loan.
- XVIII. The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act. Therefore, the provisions of clause 4 (xviii) of the Order is not applicable to the company.
- XIX. The company has not issued any debentures. Therefore, the provisions of clause 4 (xix) of the Order is not applicable to the company.
- XX. The company has not raised money by public issue during the year covered under audit. Therefore, the provisions of clause 4 (xx) of the Order is not applicable to the company.
- XXI. As per information and explanations given to us, no fraud on or by the company has been noticed or reported during the year under report.

**For SHAH MEHTA AND BAKSHI**  
**Chartered Accountants**  
F R No. 103824W

**Sd/-**  
**(V K Bakshi)**  
**Partner**  
M. No. 039054  
Vadodara, Dated: 29th May, 2013

**OVERSEAS SYNTHETICS LTD**  
**Balance Sheet as at 31st March, 2013**

Particulars	Note No.	As at 31-Mar-2013	As at 31-Mar-2012
<b>EQUITY AND LIABILITIES</b>			
Shareholder's Funds			
Share Capital	1	71,047,070	71,047,070
Reserves and Surplus	2	(42,131,928)	(50,628,555)
Non-Current Liabilities			
Long Term Liability	3	811,236	-
Current Liabilities			
Trade Payables		20,666	23,596
Other Current Liabilities	4	292500	292,500
Short Term Provisions	5	41001	1,106
<b>TOTAL</b>		<b>30,080,545</b>	<b>20,735,717</b>
<b>ASSETS</b>			
Non-Current Assets			
Fixed Assets			
Tangible Assets (CWIP)		27,700,000	-
Non Current Investments		-	-
Long Term Loans and Advances	6	273,921	19,722
Current Assets			
Trade receivables		40,500	40,500
Cash and Cash equivalents	7	2,066,124	369,574
Short Term loans & Advances		-	20,305,921
<b>TOTAL</b>		<b>30,080,545</b>	<b>20,735,717</b>
Notes forming part of the financial statement	1-17		

**As per our report of the even date  
For Shah Mehta & Bakshi  
Chartered Accountants  
(Registration No. 103824W)**

**For & on behalf of the board of Directors  
Overseas Synthetics Limited**

**Sd/-  
(V K Bakshi)  
Partner  
(Membership No. 39054)**

**Sd/-  
(Managing Director)**

**Sd/-  
(Director)**

**Vadodara Dated : 29th May, 2013**

# OVERSEAS SYNTHETICS LTD

Statement of Profit and Loss for the year ended on 31st March, 2013

Particulars	Note No.	Current Year	Previous Year
<b>INCOMES</b>			
Revenue from operations		-	-
Other Income	8	-	861,691
Total Revenues		-	861,691
<b>EXPENDITURES</b>			
Employee Benefit Expense	9	132,500	216,450
Finance Costs	10	1,738	767
Depreciation and amortization expense		-	14,271
Operation and other Expense	11	850,642	384,633
Total Expenses		984,880	616,121
Profit before prior period items, Extra-ordinary items and Exceptional items		(984,880)	245,570
Exceptional items		9,481,507	18,503,124
Profit before tax		8,496,627	18,748,694
- Tax Expense:		-	-
Profit after tax		8,496,627	18,748,694
Earning per equity share:			
- Basic		1.20	2.64
- Dilluted		1.20	2.64
Notes forming part of the financial statement	1-17		

As per our report of the even date  
For Shah Mehta & Bakshi  
Chartered Accountants  
(Registration No. 103824W)

Sd/-  
(V K Bakshi)  
Partner  
(Membership No. 39054)

For & on behalf of the board of Directors  
Overseas Synthetics Limited

Sd/-  
(Managing Director)

Sd/-  
(Director)

Vadodara Dated : 29th May, 2013

## Significant Accounting Policies

### A Basis of Preparation of Financial Statements

The Financial statements and books of accounts are prepared under historical cost convention and accrual basis (unless otherwise specified) and in accordance with generally accepted accounting principles in India, the accounting standard issued by The Institute of Chartered Accountants of India and in accordance with the requirement of Companies Act, 1956.

### B Fixed Assets

Fixed Assets are stated at cost, net of CENVAT credit, if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct costs are capitalized until the assets are ready for use and include financing costs relating to any borrowing attributable to acquisition.

### C Depreciation

Depreciation on fixed assets has been provided on Written Down Value method as per the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on additions to the Fixed Assets is provided on pro-rata basis from the date of its use.

### D Employee Benefits

The benefits like salaries, wages, bonus, leave salary ex-gratia are recognised in the period in which employee renders the specified services

### E Borrowing Costs

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. A Qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing cost are charged to Profit & Loss Account.

### F Provision for Current and Deferred tax

- i) Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.
- ii) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### G Prior Period Adjustments

All identifiable items of income and expenditure pertaining to prior period are accounted through "Prior Period Adjustments Account"

### H Provision, Contingent Liabilities and Contingent Assets

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**OVERSEAS SYNTHETICS LTD (Financial Year 12-13)**

**Notes on financial statements for the year ended on 31 March 2013**

<b>1 SHARE CAPITAL</b>	<b>As at 31-Mar-2013</b>	<b>As at 31-Mar-2012</b>
Authorised Share Capital		
9,000,000 Equity Shares of Rs.10/- each	90,000,000	90,000,000
(31 March 2011: 90,00,000 Equity Shares of Rs 10/- each)	90,000,000	90,000,000
Issued, Suscribed and fully Paid up Share Capital		
7,104,707 Equity Shares of Rs.10/- each fully paid up	71,047,070	71,047,070
<b>Total</b>	<b>71,047,070</b>	<b>71,047,070</b>

**1.1 Reconciliation of number of shares**

<b>Equity Shares</b>	<b>31-Mar-2013</b>		<b>31-Mar-2012</b>	
	<b>No. of Shares</b>	<b>Amount</b>	<b>No. of Shares</b>	<b>Amount</b>
Opening Balance	7,104,707	71,047,070	7,104,707	71,047,070
Changes during the year	-	-	-	-
Closing Balance	7,104,707	71,047,070	7,104,707	71,047,070

**1.2 Terms / Rights attached to equity shares**

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**1.3 Details of shareholders holding more than 5% shares in the company**

<b>Name of the Shareholder</b>	<b>31-Mar-2013</b>	
	<b>No. of shares</b>	<b>%</b>
Nareshkumar V Goyal	920,111	12.95%
Kamalkumar R Aggarwal	920,111	12.95%
Navdeep N Goyal	656,020	9.23%
Shubharangana N Goyal	556,026	7.83%
Sanjay N Kriplani	550,400	7.75%
Minal K Aggarwal	1,206,025	16.98%
	<b>4,808,693</b>	<b>67.68%</b>

<b>Name of the Shareholder</b>	<b>31-Mar-2012</b>	
	<b>No. of shares</b>	<b>%</b>
Dinkarbhai H Patel	744,927	10.48%
Geetaben R Patel	853,163	12.01%
Haribhai R Patel	860,770	12.12%
Mehul H Patel	856,522	12.06%
Sanjay N Kriplani	550,400	7.75%
Rohit H Patel	864,594	12.17%
	<b>4,730,376</b>	<b>66.58%</b>

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal beneficial ownerships of shares.

**OVERSEAS SYNTHETICS LTD (Financial Year 12-13)**

<b>2 RESERVES AND SURPLUS</b>	<b>As at 31-Mar-2013</b>	<b>As at 31-Mar-2012</b>
Amalgamation Reserve	21,247,971	21,247,971
Capital Reserve	1,082,500	1,082,500
General Reserve	641,320	641,320
	<b>22,971,791</b>	<b>22,971,791</b>
Profit and loss account		
Opening balance	(73,600,346)	(92,349,040)
Profit for the year	8,496,627	18,748,694
Closing Balance	(65,103,719)	(73,600,346)
<b>Total</b>	<b>(42,131,928)</b>	<b>(50,628,555)</b>
<b>3 LONG TERM LIABILITY</b>		
Unsecured Loan from Director Kamal Agrawal / Naresh Goyal	811,236	-
<b>Total</b>	<b>811,236</b>	<b>-</b>
<b>4 OTHER CURRENT LIABILITIES</b>		
Advance from Customer	36,000	36,000
Rent Payable (Pranav H Desai)	256,500	256,500
<b>Total</b>	<b>2,92,500</b>	<b>292,500</b>
<b>5 SHORT TERM PROVISIONS</b>		
Statutory Liabilities		
Tax Deducted at Source	3,147	-
Provision For Expenses	37,854	1,106
<b>Total</b>	<b>41,001</b>	<b>1,106</b>
<b>6 LONG TERM LOANS &amp; ADVANCES</b>		
Unsecured and Considered Good		
Security Deposits	6,000	6,000
Secured and Considered Good		
Advance Income Tax & T.D.S	267,921	13,722
<b>Total</b>	<b>273,921</b>	<b>19,722</b>
<b>7 CASH AND CASH EQUIVALENTS</b>		
Cash on hand	209,569	192,849
Balance with schedule bank in current account		
Indian Overseas Bank	1,591,509	8,821
The Surat Peo.Co.Op.Bank	265,046	-
State Bank of India	-	167,904
<b>Total</b>	<b>2,066,124</b>	<b>369,574</b>

**OVERSEAS SYNTHETICS LTD (Financial Year 12-13)**

	As at 31-Mar-2013	As at 31-Mar-2012
<b>8 OTHER INCOME</b>		
Dividend Income	-	3,590
Interest Income	-	10,567
Sundry Balance written back	-	658,559
Other non-operating income (net of expense directly attributable to such income)	-	188,975
<b>Total</b>	<b>-</b>	<b>861,691</b>
<b>8.1 Other non-operating income</b>		
Factory Rent	-	328,500
Loss on sale of Shares	-	(140,713)
Speculation profit	-	1,188
<b>Total</b>	<b>-</b>	<b>188,975</b>
<b>9 EMPLOYEE BENEFIT EXPENSE</b>		
Salary of Staff	132,500	216,450
<b>Total</b>	<b>132,500</b>	<b>216,450</b>
<b>10 FINANCIAL COST</b>		
Interest Expense	-	767
Bank Charges	1,738	-
<b>Total</b>	<b>1,738</b>	<b>767</b>
<b>11 OPERATION AND OTHER EXPENSE</b>		
Power and Fuel Charges	115,329	135,020
Audit Fees	33,708	23,596
Legal & Professional Charges	376,971	-
Rent to Building	-	18,000
Miscellaneous Expenses	324,634	208,017
<b>Total</b>	<b>850,642</b>	<b>384,633</b>
<b>11.1 Payment to Auditors</b>		
Statutory & Tax Audit Fees	30,000	21,000
Service Tax thereon	3,708	2,596
	<b>33,708</b>	<b>23,596</b>

**12 Related Party Disclosure**

Disclosures as required by Accounting Standard 18 are given below:

Nature of Relationship	Name of Related Party
Key Management Personnel	Kamal Agrawal Nareshkumar Goyal Rohit H Patel
Relatives of Key Management Personnel	Geetaben R Patel



## OVERSEAS SYNTHETICS LTD (Financial Year 12-13)

The following transaction were carried out with the Related Parties in Ordinary course of business.

(Rs. in Lacs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Others	Total
<b>(A) Transactions</b>				
Sale of Assets	77.13	41.51	0.00	118.64
Loan Accepted	8.11	0.00	0.00	8.11
<b>(B) Balances at the year end</b>				
Unsecured Loans Payable	8.11	0.00	0.00	8.11

**Note :** Related Party relationship is as identified by the Company and relied upon by the Auditor.

- 13 Balances of Debtors, Creditors and Loans & Advances are subject to confirmation & reconciliation if any.
- 14 Previous year figures have been recast / restated to confirm to the classification of the current period.
- 15 Since the company has substantial carried forward losses and unabsorbed depreciation and also in the absence of virtual certainty of having taxable income in the future, no Deferred Tax provision has been recognized as envisaged in AS -22 on Accounting Taxes on Income issued by the Institute of Chartered Accountants of India.
- 16 No Provision for taxes have been made in view of the carried forward losses.
- 17 During the year under consideration, the company has sold the assets situated at surat for Rs. 3.06 Cr. The said asset was actually sold in the immediate previous year i.e. 2011-12 (AY 2012-13) for Rs. 2.11 Cr and resultant profit was offered for tax in AY 2012-13. Subsequently in the current year the transaction got revoked as the party could not pay the contracted amount of Rs. 2.11 Cr. The amount paid against the sale by the purchaser amounting to Rs. 8 Lacs was refunded and the resultant profit amounting to Rs. 90.82 Lacs after adjusting the profit of FY 2011-12 is now accounted in the current previous year i.e. FY 2012-13

**Signature to policies & notes  
As per our report of the even date  
For Shah Mehta & Bakshi  
Chartered Accountants  
(Registration No. 103824W)**

**For & on behalf of the board of Directors  
Overseas Synthetics Limited**

**Sd/-  
(Managing Director)**

**Sd/-  
(Director)**

**Sd/-  
(V K Bakshi)  
Partner  
(Membership No. 39054)**

**Vadodara Dated : 29th May, 2013**

**OVERSEAS SYNTHETICS LTD (Financial Year 12-13)**

	As at 31-Mar-2013	As at 31-Mar-2012
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) Before Tax & extraordinary items	8,496,627	18,748,694
Adjustments For :		
Add Depreciation	-	14,271
Loss on sale of Shares	-	140,713
Finance Charges	1,738	767
Less Dividend & Other Income	-	(14,157)
Speculative Profit	-	(1,188)
Loss / (Profit) on sales of Discarded Assets	(9,481,507)	(18,503,124)
Operating Profit Before Working Capital Changes	(983,142)	385,976
Adjustments For :		
(Increase) / Decrease In Inventories	-	-
Increase / (Decrease) Receivables & Other assets	(20,051,722)	18,659,394
Increase (Decrease) in Trade And Other Payables	36,965	(2,577,647)
Cash Flow before extraordinary items	20,088,687	21,237,041
Cash Generated from Operations	19,105,545	20,851,065
Tax Paid	-	-
<b>Net Cash From Operating Activities</b>	<b>19,105,545</b>	<b>(20,851,065)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale (Purchase) of Fixed Assets	(27,700,000)	-
Proceeds from Sale of Fixed Assets	9,481,507	21,601,800
Sale (Purchase) of Investment	-	428,827
Interest & Dividend Received	-	14,157
<b>Net Cash flow / use In Investing Activities</b>	<b>(18,218,493)</b>	<b>22,044,784</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Finance Charges	(1,738)	(767)
Share Application Money Pending Allotment	-	(922,061)
Increase (Decrease) in Secured Loan	-	-
Increase (Decrease) in Unsecured Loan	811,236	(227,358)
<b>Net Cash From / (In) Financing Activities</b>	<b>809,498</b>	<b>(1,150,186)</b>
<b>D Net Increase In Cash And Cash Equivalents ( A + B + C )</b>	<b>1,696,550</b>	<b>43,533</b>
<b>E Opening Cash And Cash Equivalents</b>	<b>369,574</b>	<b>326,041</b>
<b>F Closing Cash And Cash Equivalents (D+E)</b>	<b>2,066,124</b>	<b>369,574</b>

For & on behalf of the board of Directors  
Overseas Synthetics Limited

Sd/-  
(Managing Director)

Sd/-  
(Director)

Vadodara Dated : 29th May, 2013

We have reviewed the attached Cash Flow Statement of Overseas Synthetics Ltd For the year ended on 31st March 2013

The Preparation of the Cash Flow Statement is the responsibility of the Company . Our responsibility is to express our opinion on the Cash Flow Statement based on our review.

In our opinion the said Cash Flow Statement which is derived from financial statement of the company for that year read together with the notes thereon is in accordance with the requirement for cash flow Statements prescribed by the Security and Exchange Board of India.

**For Shah Mehta & Bakshi**  
**Chartered Accountants**  
**(Registration No. 103824W)**

Sd/-  
**(V K Bakshi)**  
**Partner**  
**(Membership No. 39054)**

Vadodara Dated : 29th May, 2013

**OVERSEAS SYNTHETICS LIMITED**

**Registered Office:**

Block No 355, Manjusr Kumpad Road, Village: Manjusr, Taluka: Savli, District: Vadodara – 391775

**ATTENDANCE SLIP**

**To be handed over at the entrance of the Meeting Hall**

Full Name of the Member attending .....

Full Name of the first joint holder .....

(To be filled in if first joint-holder does not attend the meeting)

Name of Proxy .....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 21st Annual General Meeting of the Company to be held on Tuesday, 24th September, 2013 at Block No. 355, Manjusr Kumpad Road, Village : Manjusr, Taluka : Savli, District : Vadodara - 391775.

Ledger Folio / Client ID No. ....

No of Shares held .....

.....  
Member's / Proxy's Signature  
(To be signed at the time of handing over the slip)

**Note: Members are requested to bring their copies of the Annual Report to the Meeting.  
As per the policy of the Company no gifts will be given at the Annual General Meeting.**

**OVERSEAS SYNTHETICS LIMITED**

**Registered Office:**

Block No 355, Manjusr Kumpad Road, Village: Manjusr, Taluka: Savli, District: Vadodara – 391775

**PROXY**

I/We .....

Of .....

In the District of .....

Being a member / members of Overseas Synthetics Limited, hereby appoint .....

Of .....

In the district of ..... or failing him .....

In the District of ..... as my / our proxy to vote for me / us on my / our behalf at the Twenty First Annual General Meeting of the Company to be held on 24th September, 2013 and at any adjournment thereof.

Signed this ..... day of ..... 2013.

Ledger Folio / Client ID No. ....

No of Shares Held .....

Please affix  
Re. 1.00  
Revenue  
Stamp

(Signature of Member)

**Note: Proxy must be deposited the Registered Office of the Company not less than 48 Hours before the commencement of the meeting.**

BOOK-POST

POSTAL  
STAMP

If undelivered, please return to:  
M/s. MCS Limited,  
Registrar and Share Transfer Agents  
Unit: Overseas Synthetics Limited  
Neelam Apartment, 88 Sampatrao Colony,  
Alkapuri, Vadodara - 390007,  
Ph. No. 2339397, 2341639