

SYNTEL TELECOM LIMITED

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of SYNTEL TELECOM LTD will be held on Monday, the 28th September, 2015 at 11.30 a.m. at the Registered office of the Company at Arvind Mills Premises, Naroda Road, Ahmedabad – 380 025 to transact the following Business :


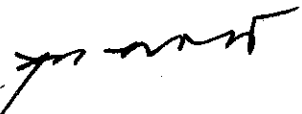

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and Profit & Loss Accounts for the period ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Vipen Malhotra (holding DIN 02658059), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/S Sorab S. Engineer & Co., Chartered Accountants (ICAI Registration No.110417W) as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board to fix their remuneration.

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND A PROXY NEED NOT BE A MEMBER.

Registered Office,
Arvind Ltd Premises,
Naroda Road,
Ahmedabad – 380 025.

BY ORDER OF THE BOARD


Jagdish G. Dalal / 
(Directors) 

Date: 11th May, 2015
Place: Ahmedabad

**SYNTEL TELECOM LIMITED
DIRECTORS' REPORT**

Dear Shareholders,

Your Directors are pleased to present their Annual Report along with the audited accounts for the year ended on 31st March, 2015.

1. FINANCIAL RESULTS

During the year under review, the company has made a profit of Rs. 18.02 lacs and the same is carried to the Balance sheet.

2. DIVIDEND

In view of the accumulated losses, your directors do not recommend any dividend on equity shares for the year 2014-15.

3. SHARE CAPITAL

The paid up equity capital as on March 31, 2015 was Rs.5 Lacs. The company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

4. FINANCE

Cash and cash equivalents as at March 31, 2015 was Rs. 20.94 Lacs. The company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under check through continuous monitoring.

5. DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans, given any guarantee or provided any security or made any investments during the financial year under Section 186 of Companies Act, 2013.

7. SUBSIDIARIES AND JOINT VENTURES

The Company does not have any subsidiaries/joint ventures within the meaning of the Companies Act, 2013.

8. DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vipen Malhotra retires by rotation at the forthcoming annual general meeting and being eligible, offers himself for reappointment.

9. NUMBER OF MEETINGS OF THE BOARD

During the year, four Board Meetings were convened and held.

10. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

11. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

12. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

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

Information in accordance with the provisions of section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 regarding conservation of energy and technology absorption are not given as the Company has not undertaken any manufacturing activity.

There were no foreign exchange earnings or outgo during the period under review.

14. AUDITORS

The Company's Auditors M/s Sorab S Engineer and Co, Chartered Accountants, retire at the conclusion of forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. You are requested to appoint Auditors and to fix their remuneration.

15. EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure-A".


16. PARTICULARS OF EMPLOYEES

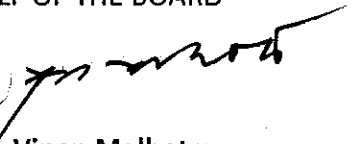

The Company does not have any employee covered under the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

17. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation, the Company has received from its bankers and various Government agencies. Your Directors also wish to thank all the employees for their co-operation.

FOR AND ON BEHALF OF THE BOARD


Jagdish G. Dalal


Vipen Malhotra
(Directors) 

Date: 11th May, 2015
Place: Ahmedabad

**Annexure – A to the Directors' Report
FORM NO. MGT 9**

EXTRACT OF ANNUAL RETURN

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

I. REGISTRATION & OTHER DETAILS:

I	CIN	U30006GJ1985PLC008289
ii	Registration Date	26.11.1985
iii	Name of the Company	Syntel Telecom Limited
iv	Category / Sub-category of the Company	Company Limited by Shares
V	Address of Registered office and contact details	Arvind Mills Premises, Naroda Road, Ahmedabad - 380025, Gujarat, India. Contact: +91 79 30138000 Fax : +91-79-30138668
Vi	Whether listed Company	Unlisted Public Company
Vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	N.A.

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.

Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Video Conferencing Equipments	64202	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sr. No	Name & Address of the Company	CIN/GLN/LLPIN	HOLDING / SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Arvind Limited	L17119GJ1931PLC000093	Holding	100%	2(46)

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year
	Physical	Total	% of total shares	Physical	Total	% of total shares	
Promoter:							
Body Corporate	500000	500000	100	500000	500000	100	500000
Total	500000	500000	100	500000	500000	100	500000

SHARE HOLDING OF PROMOTERS

Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year
	No. of Shares	% of shares of the Company	% of shares pledged encumbered to total shares	No. of Shares	% of shares of the Company	% of shares pledged encumbered to total shares	
Arvind Limited	500000	100	NIL	500000	100	NIL	NIL

CHANGE IN PROMOTER'S SHAREHOLDING:

There is no change in promoter's shareholding during the year.

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

This is not applicable as Syntel Telecom Limited is wholly owned subsidiary of Arvind Limited.

Shareholding of Directors & KMP:

No Directors & KMP are holding any shares in the company.

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount		100,00,000		
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		100,00,000		
Change in Indebtedness during the financial year				
Additions		1,16,520		
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount		100,00,000		
ii) Interest due but not paid		1,16,520		
iii) Interest accrued but not due				
Total (i+ii+iii)		101,16,520		

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961	N.A	N.A	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961						
2	Stock option						
3	Sweat Equity						
4	Commission						
	as % of profit						
	others (specify)						
5	Others, please specify						
	Total (A)						
	Ceiling as per the Act						

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount	
1	Independent Directors	N.A	N.A	N.A	N.A	N.A
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify					
	Total (1)					
	Other Non-Executive Directors					
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify.					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act.					

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sl. No.	Particulars of Remuneration		Key Managerial Personnel				Total
			CEO	Company Secretary	CFO	Total	
1	Gross Salary						
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	N.A	N.A	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961						
2	Stock Option						
3	Sweat Equity						
4	Commission						
	as % of profit						
	others, specify						
5	Others, please specify						
	Total						

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

During the financial year, there is no imposition of any Penalty or Punishment or Compounding fees by any authorities (RD/NCLT/Court) on the Company or its Directors or other Officers under any Sections of the Companies Act, 2013.