



Annexure - A
CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Kiran Syntex Limited aims at ensuring high ethical standards in all areas of its business operations to enhance its stake holder's value

In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by Kiran Syntex Limited with the provisions of Clause 49 are as under:

1. BOARD OF DIRECTORS:

As on 31.03.2011, The Company's Board consisted of two Promoter, Non Independent Directors and two non-executive, independent directors, who have rich experience in their fields.

The Board of the Company met 5 times during the last financial year on the following dates: —30.04.2010, 31.05.2010, 31.07.2010, 01.09.2010 and 31.03.2011

Code of conduct:

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent

The constitution of the Board as on 31.03.2011 and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Mahesh M Godiwala Chairman and Managing Director	Promoter Executive	Nil	5	Yes
Jigar M Godiwala Whole Time Director	Promoter Executive	Nil	5	Yes
Dhirajbhai G Patel Director	Independent Non Executive	Nil	5	Yes
Jitendra D Dina Director	Independent Non Executive	Nil	5	Yes

- Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of Kiran Syntex Limited as mentioned in this report.
- No Leave of absence was required to be given to directors since all directors have attended all meetings.

Notice of Board meeting is circulated/ sent to the members of the Board in advance. The Board discusses/ deliberates and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

Risk Mitigation Plan:

The Company has already adopted a risk mitigation plan, suitable to the Company. During the year there were no activities that required the assessment of risk.

2. AUDIT COMMITTEE:

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge functions as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an independent/non executive director, and of the other two members one is executive director and the other is non-executive / independent director.

During the relevant financial year, five Audit Committee Meetings were held on 30.04.2010, 31.05.2010, 31.07.2010, 01.09.2010 and 31.03.2011



The constitution of the Committee as on 31.03.2011 and the attendance of each member of the Committee is given below

Name of the Member	Category	No. of Meetings	Attendance (No)
Dhirajbhai G Patel, Chairman	Independent Non Executive	5	5
Jitendra D Dina, Member	Independent Non Executive	5	5
Jigar M Godiwala, Member	Promoter Executive	5	5

3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

Share Holder's Grievance Committee

Share Holders Grievance Committee consists of two independent Directors who have met on 30.04.2010, 31.05.2010, 31.07.2010, 01.09.2010 and 31.03.2011. As on 31.03.2011, Company has redressed all the complaints/ grievances within one month of the receipt of such grievances. But action is taken to make sure all the grievances are redressed.

The data for the year is as follows:

No of Complaints received from share holders/ Exchange during the year 4 unresolved complaints (including pertaining to the previous year(s): Nil

Majority of these complaints pertain to Non receipt of Annual Report which have been addressed by company

The constitution of the Committee as on today is as under:

Name of the Member	Category	No. of Meetings	Attendance (No)
Dhirajbhai G Patel, Chairman	Independent Non Executive	12	12
Jitendra D Dina, Member	Independent Non Executive	12	12

At present, Maheshbhai Godiwala, Chairman and Managing Director is the Compliance officer of the Company.

Share Transfer Committee

The same members of Share Holders Grievance Committee are the members of this committee also. The Committee has met five times on 30.04.2010, 31.05.2010, 31.07.2010, 01.09.2010 and 31.03.2011

4. REMUNERATION COMMITTEE

The remuneration of executive directors is fixed by the committee within the overall limit recommended for approval by Board of directors and the share holders at their meetings. The non executive directors are not paid any remuneration or sitting fees.

During the year Shri Maheshbhai M.Godiwala and Jigar M Godiwala have been paid remuneration of Rs.1,80,000.00 and Rs.1,20,000.00 each as Chairman and Managing Director and Whole Time Director respectively.

5. OTHER DETAILS/INFORMATIONS

The details of Annual General Meeting held in last 3 years are as under:

Year Ended	Venue	Date	Time
31.03.08	Registered office of Company	30.09.08	11.00 A.M
31.03.09	Registered office of Company	30.09.09	11.00 A.M
31.03.10	Registered office of Company	30.09.10	11.00 A.M

The Company has neither used Postal Ballot nor passed any special resolutions during these years, and there was no Extra Ordinary General Meetings of the members of the Company during the relevant period.

- Means of communication:**

The Company has been filings quarterly / half yearly / annual results of the company with the Stock Exchanges. The company does not have a web site. It also has not displayed in official news release and no presentations were made to institutional investors or to the analysts. We do not send half yearly financial reports to the share holders. The management Discussion and Analysis is a part of the Annual Report



- **Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

- **General Shareholder's information**

- a) AGM, date, time, and venue

Venue	Date	Time
Registered Office of Company	30.09.2011	11.00 a.m.

- b) Financial year ending 31.03.2011.

- c) Book closure date 15.09.2011 to 30.09.11 (both the days inclusive)

- d) Listing on stock exchanges.

The shares are listed in Bomay, Ahmedabad, Vadodra and Bangalore Stock Exchanges

All the dues regarding the Listing Fee have been paid to Bombay Stock Exchange

- e) Distribution schedule as on 31.03.2011

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (Percentage)
Upto – 500	1096	71.45	349300	8.22
501 – 1000	217	14.15	183500	4.32
1001 – 2000	92	6.00	145100	3.41
2001 – 3000	26	1.69	66400	1.56
3001 – 4000	17	1.11	63700	1.50
4001 – 5000	25	1.63	121500	2.86
5001 – 10000	5	0.32	36900	0.87
10001 and above	56	3.65	3283500	77.26
Total	1534	100%	4249900	100%

- f) **Share price movements:**

There was no trading of the scripts at the Stock Exchange(s) during the year. The data regarding the price movements are not available, and the management is unable to provide the statement showing the monthly high and low price of the script of the Company as required in the Listing Agreement.

- g) **Share Holding Pattern As On 31.03.2011**

Category	No. of shares	% of equity
Promoter Group	1599250	37.63
Resident Body Corporate	401200	9.44
Banks/FI/FII/MF/Trust	47400	1.11
NRI/OCB	137300	3.23

Share holdings of Independent Directors (name)	No. of Shares
Dhirajbhai G Patel	Nil
Jitendra D Dina	Nil



- h) Additional information: The company has been aggressively following up with stock exchange for resumption of trading in shares of company.
- a) Director retiring by rotation / reappointment: Shri Dhirajbhai Patel and Shri Jitendra Dina (The particulars have been given in notice of Annual General Meeting)
- b) The ISIN for the dematerialized share of the company is INE 293D01017
- c) Share transfer system: The share transfers are looked in by share transfer committee which meets every month. The share certificates received for transfer are returned within 30 days
- d) The Company has not proposed / declared any dividend during the year.
- e) Financial Year : 01.04.2011 to 31.03.2012

For the current financial year, following is the calendar (tentative and subject to change)

Financial reporting for 2011-2012:

- 1st Quarter On or before 31.07.2011
- 2nd Quarter On or before 31.10.2011
- 3rd Quarter On or before 31.01.2012
- Financial year closing: 31.03.2012 on or before 04.09.2012
- 4th Quarter On or before 30.04.2012

f) Plant Location : Not Applicable

g) Address for correspondence

- Regd Office: 1/324 Popat Street Nanpura Surat 395001
- E-mail id of the Company: Kiransyntex@yahoo.com
- E-mail id of the Compliance officer: kiransyntex@yahoo.com
- Telephone No: 0261 2463826
- Fax: 0261-2463826

Share Transfer Agents: The company has in-house share department at registered office of company.

h) Stock Code – 530443 (Bombay Stock Exchange)

i) Dematerialization of shares & liquidity: Bulk of the shares are in physical mode, as given below:

Sr. No	Particulars	No. of share holders	No. of shares	Percentage
1	Physical Shares	1534	4249900	100%
2	Electronic Shares	00	00	00%
Total		1534	4249900	100%

- j) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity Not Applicable
- k) Conversion date and likely impact on Equity Shares: Not Applicable
- l) The details of related parties' viz.; Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest related party transactions have been entered into by company
- m) Penalties or structures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review: Not Applicable
- n) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc. : Not Applicable since the trading in shares has been suspended and the share are not quoted in Bombay Stock Exchange

**On Behalf of the Board,
KIRAN SYNTEX LIMITED**

Place : Surat
Date : 27.08.2011

Jigar M. Godiwala
Whole Time Director

