

SYNERGY INFRASTRUCTURES LIMITED

NOTICE

Notice is hereby given that the 19th Annual general meeting of SYNERGY INFRASTRUCTURE LIMITED is scheduled to be held on Monday, the 31st December, 2012 at 11.00 A.M at the registered office of the Company at ST-3, Press Complex, A. B. Road, Indore – 452001, MP to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 30th September, 2012 and Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Paras Ramniklal Doshi who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint M/s. Rajesh Shantilal Jain & Co., Chartered Accountants, Indore 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 of the Company on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Subhash Gurudeo Patle who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice under section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for office of director, be and is hereby appointed as a director of the Company.”

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

“RESOLVED THAT Mr. Mahendra Pratap Singh who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice under section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for office of director, be and is hereby appointed as a director of the Company.”

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED 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 book of the Company will remain closed from 24th December, 2012 to 31st December, 2012 (both days inclusive).
3. Corporate Members intending to send authorized representative(s) to attend the annual General meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the meeting.
4. A Member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
5. Members are requested to:
 - (i) Intimate to the Company's Registrar & Share Transfer Agent M/s. Purva Sharegistry (India) Pvt. Ltd., 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai 400 011, changes if any, in their registered address and their E-mail ID at an early date.
 - (ii) Quote their Registered Folio Numbers in their correspondence.
 - (iii) bring their copy of Annual Report and the Attendance Slip with them at the Annual General Meeting.
6. A brief note on Directors eligible for appointment and re-appointment is furnished in the Report on Corporate Governance.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF
THE COMPANIES ACT, 1956**

ITEM NO. 4

Mr. Subhash Gurudeo Patle has been appointed as an additional director of the Company with effect from 12th June, 2012 pursuant to section 260 of the Companies Act, 1956. In terms of section 260 of the Act, he can hold office upto the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing his candidature for the office of director pursuant to section 257 of the Act.

Accordingly, the Board recommends the resolution mentioned in Item No. 4 for approval of the members of the Company.

None of the Directors except Mr. Subhash Gurudeo Patle is considered to be interested or concerned in the resolution.

ITEM NO. 5

Mr. Mahendra Pratap Singh has been appointed as an additional director of the Company with effect from 12th June, 2012 pursuant to section 260 of the Companies Act, 1956. In terms of section 260 of the Act, he can hold office upto the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing his candidature for the office of director pursuant to section 257 of the Act.

Accordingly, the Board recommends the resolution mentioned in Item No. 5 for approval of the members of the Company.

None of the Directors except Mr. Mahendra Pratap Singh is considered to be interested or concerned in the resolution.

By order of the Board of Directors
For SYNERGY INFRASTRUCTURES LTD.

Place: Indore
Date: 30-10-2012

J. P. BAPNA
Chairman

DIRECTOR'S REPORT

To
The Members
SYNERGY INRASTRUCTURES LIMITED

Your Directors have pleasure in submitting their 18th Annual Report and Audited statement of accounts for the period ended on 30th September 2012.

FINANCIAL PERFORMANCE:

PARTICULARS	For the period ended on 30-09-2012	For the period ended on 30-09-2011
Income from Operations		
-From Sale of Shares	37,11,000	1,50,00,000
Building/flat's sale	3,51,52,224	16,84,000
Profit/(loss) before Depreciation & Tax	21,97,026	4,58,805
Depreciation		
Profit before Taxation	21,97,026	4,58,805
Less Provision For Taxation	----	----
Net Profit After Taxation	21,97,026	4,58,805
Previous Year Balance	82,45,813	77,87,008
Balance available for appropriation	1,04,42,839	82,45,813
Appropriation		
Balance carried to Balance Sheet	1,04,42,839	82,45,813

RESULT OF OPERATION:-

The company was continuing share trading business, commodities trading business and construction and it is giving good results.

RESERVES

During the year the company has not proposed to transfer any funds to the General Reserve.

DIVIDEND

The Board of Director recommends no dividend.

FIXED DEPOSITS: -

Your Company has not accepted any fixed deposit within the meaning of Companies (Acceptance of Fixed Deposit) Rule, 1975 under section 58A of the companies Act, 1956.

PARTICULARS OF EMPLOYEES: -

During the year under report, the Company had no employees covered under section 217(2A) of the companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

DIRECTORS RESPONSIBILITY STATEMENT: -

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, the board of directors of the company hereby confirm that.

1. In the preparation of the annual account, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of each financial year and profit or loss for the company under review.
3. The Directors have taken proper and sufficient care for maintenance of adequate records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and irregularities.
4. The Directors have arranged preparation of the accounts for the financial period ended 30-09-2012 on "going concern basis".

DIRECTORS:

Since the last report, the following changes took place in the Board of Directors & Committees.

- (i) Mr. Subhash Gurudeo Patle and Mr. Mahendra Pratap Singh have been appointed as an Additional Directors of the Company w.e.f. 12th June, 2012.
- (ii) Mr. Ghanshyam Soni and Ms. Pushpalata Soni, Directors of the Company had resigned w.e.f. 12th June, 2012.
- (iii) Mr. Paras Doshi has been appointed as members of Audit Committee and Shareholders' / Investors' Grievance Committee w.e.f. 12th June, 2012.
- (iv) Mr. Rameshkumar Mehta has been appointed as members of Audit Committee w.e.f. 12th June, 2012.

INDEPENDENT DIRECTORS COMMITTEE:

On 7th September, 2012, Board of Directors has constituted Committee of Independent Directors in order to give recommendation on the Open Offer to the shareholders of the Company. The following Directors are members of Independent Committee:

- i. Rameshkumar Premchand Mehta
- ii. Paras Ramniklal Doshi
- iii. Subhash Gurudeo Patle
- iv. Manendra Pratap Singh

SHARE PURCHASE AGREEMENT:

Mr. J. P. Bapna, Promoter Director of the Company has entered into a Share Purchase Agreement on 27th August, 2012 with Mr. Shwet Koradiya and M/s. Koradiya Milestone Pvt. Ltd. to sale his entire shareholding of 12,60,000 equity shares of the Company.

CORPORATE GOVERNANCE

The Company has been proactive in following the principles and practices of good governance. The company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing/Agreements of the Stock Exchange are complied with.

AUDITORS: -

M/s. Rajesh Shantilal Jain & Co., Chartered Accountants, Surat retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

The auditors in their report have referred to the notes forming part of the accounts. The said notes are self explanatory and do not need any further elucidation.

PERSONNEL: -

The Director wishes to place on record their appreciation for the valuable contribution made by all employees in achieving the objects of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE ENERGING AND OUTGO: -

Particulars with regard conservation of Energy etc. as required under Companies (Disclosure of particulars in the report on Board of Directors) Rules, 1988 are as per attached from A. The foreign Exchange earning and expenditure of the company is NIL.

APPRECIATION: -

The Directors acknowledge with gratitude and wish to place on record their appreciation for the support and cooperation received by the company from Bankers, Shareholders, Employees and its various agencies for their contribution to Company's successful operation during the year & look forward to their continued support.

By order of the Board of Directors
For SYNERGY INFRASTRUCTURES LTD.

Place: Indore
Date:

J. P. BAPNA
Chairman

SYNERGY INFRASTRUCTURES LIMITED

REPORT ON CORPORATE GOVERNANCE

The detailed report on Corporate Governance, for the financial year October 1st, 2011 to September 30th, 2012 as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :-

A. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE: -

The company strongly believes that good Corporate Governance is a pre-requisite for enhancing shareholders long term value. The Board considers itself as the trustee of its Shareholders. During the period under review, the Board continued its pursuit by adopting and monitoring of corporate strategies, prudent business plans, major risks and ensuring that the company pursues policies and procedures to satisfy its social, legal and ethical responsibilities.

B. BOARD OF DIRECTORS:-

(i) Composition and Category of current Directors given below:

Name of the Director	Category	No. of other Public Limited Company Directorship	No. of other Board Committees	
			Member	Chairman
Mr. Jyoti Prakash Bapna	Promoter	--	--	--
Mr. Rameshkumar Mehta	Independent	--	--	--
Mr. Paras Doshi	Independent	--	--	--
Mr. Manendra Pratap Singh	Independent	6	--	--
Mr. Subhash Patle	Independent	7	1	--

(ii) Meeting of the Board of Directors: -

The Board of Directors provides the strategic direction and thrust to the operations of the company. During the period under review, 7 (Seven) Board Meetings were held on 30th October 2011, 15th November 2011, 31st January 2012, 15th May 2012, 12th Jun 2012, 14th July 2012 and 7th September 2012.

The 18th Annual General Meeting was held on 31st December, 2011.

Attendance of each Director at Board Meeting, last Annual General Meeting (AGM) and Shareholding are as follows: -

Name	Attendance Particulars		No. of Equity Shares Held
	Board Meetings	Last AGM	
Mr. Jyoti Prakash Bapna	7	Yes	12,60,000
Mr. Ghanshyam Soni ¹	3	Yes	Nil
Mrs. Pushpalata Soni ¹	3	Yes	Nil
Mr. Rameshkumar Mehta	7	No	Nil
Mr. Paras Doshi	7	No	Nil
Mr. Manendra Pratap Singh ²	3	NA	Nil
Mr. Subhash Patle ²	3	NA	Nil

Note:-

1. Ceased to be a Director with effect from 12/06/2012.
2. Appointed as an Additional Director with effect from 12/06/2012.

As per Section 278 of the Companies Act, 1956, Directorship held by Directors mentioned above does not include Directorship of Private Limited Companies which is neither a subsidiary nor a holding Company of a Public Company, Section 25 – non profit making Companies, Unlimited Companies and companies where the director is an Alternate Director.

The Company has a process to provide, inter-alia, the information to the Board as required under Annexure I to clause 49 of the listing agreement pertaining to Corporate Governance.

None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 Committees across all the Companies in which they are Directors. All the Directors have made necessary disclosures in this regards to the Company.

The Company has not entered into any materially significant transactions during the year under report with promoter directors, senior management staff etc. other than the transaction entered into in the normal course of company's business.

The Board has laid down a code of conduct for Board Members and senior management staff of the Company. The Board Members and senior management staff have affirmed compliance with the said Code of Conduct. The Annual report of the Company contains certificate duly signed by the Chairman/CEO in this regard.

C. DETAILS OF REMUNERATION PAID TO DIRECTORS:-

The Directors are not paid any sitting fees or any remuneration for attending meeting of the Board of Directors and Committees thereof.

D. COMMITTEES OF THE BOARD: -

(i) Audit Committee

The audit Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors and oversees the financial reporting process.

The attendance of each member of the Audit Committee in the Committee meetings is below:

Name of the Director	No. of Meeting held	No. of Meetings attended
Mr. Ghanshyam Soni (12/06/2012)	5	4
Mrs. Pushpalata Soni (Up to 12/06/2012)	5	4
Mr. Jyoti Prakash Bapna	5	5
Mr. Rameshkumar Mehta (w.e.f.12/06/2012)	5	1
Mr. Paras Doshi (w.e.f.12/06/2012)	5	1

Mr. Rameshkumar Mehta and Mr. Paras Doshi, independent Directors are appointed as members of Audit Committee in placed of Mr. Ghanshyam Soni and Mrs. Pushpalata Soni who have resigned from the Directorship of the Company. During the period under review, 5 (Five) meetings of the committee were held on 30th October 2011, 15th November 2011, 31st January 2012, 15th May 2012 and 14th July 2012.

The Chairman of the Audit Committee is Mr. Rameshkumar Mehta.

(ii) Shareholders' / Investors' Grievance Committee

The following Directors are members of the Shareholders'/Investors' Grievance Committee.

1. Jyoti Prakash Bapna
2. Ghanshyam Soni (Up to 12/06/2012)
3. Paras Doshi (w.e.f.12/06/2012)

The brief terms of reference of the Committee include redressal of investors'/shareholders' complaints and requests like transfer of shares, non-receipt of dividend, annual report, etc.

Mr. Atul Chauhan is the Compliance Officer of the company.

All Members were present at the Committee Meeting.

(iii) Independent Directors Committee

The following Directors are members of Independent Committee:

1. Mr. Rameshkumar Mehta
2. Mr. Paras Doshi
3. Mr. Manendra Pratap Singh
4. Mr. Subhash Patle

Independent Directors Committee was constituted by the Board of Directors on 7th September, 2012 to give its fare recommendations on open offer of the Company's equity shares to the shareholders of the Company. During the year, one Independent Directors Committee meeting was held on 22nd September, 2012. All Members were present at the Committee Meeting.

E. GENERAL BODY MEETING: -

Particulars of the last Three Annual General Meeting (AGM) of the company have been held at the following places in the last three years: -

AGM for the financial year ended	Date, Time & Venue of AGM	Special Resolution
30-09-2009	31-12-2009 at 11.00 A.M. 22, Press Complex, Indore	-
30-09-2010	31-12-2010 at 11.00 A.M. 22, Press Complex, Indore	-
30-09-2011	31-12-2011 at 11.00 A.M. 22, Press Complex, Indore	-

During the year, no Extra-ordinary General Meeting was held. During the year, no postal ballot was conducted.

F. DISCLOSURES REGARDING APPOINTMENT/REAPPOINTMENT: -

(i) Mr. Paras Ramniklal Doshi:

Mr. Paras Ramniklal Shah, aged about 33 years, is a under graduate and having more than 10 years of experience in the business of textile and Construction.

(ii) Mr. Manendra Pratap Singh:

Mr. Manendra Pratap Singh, aged about 41 years, has more than 20 years of experience in the field of textile and diamond industry.

(iii) Mr. Subhash Patle:

Mr. Subhash Patle, aged about 29 years, has 8 years of experience in the field of textile and construction industry.

G. DISCLOSURES: -

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large: NIL
- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 financial years: NIL
- (iii) The Company has generally complied with all mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement.
- (iv) Pursuant to sub-clause V of the Clause 49 of the Listing Agreement, the Board has received CEO/CFO certificate for the Financial Year ended September 30, 2012.

H. MEANS OF COMMUNICATIONS: -

Financial Results

The quarterly unaudited financial results and annual audited financial results are normally published in Malav Anchal & Free Press.

I. GENERAL SHAREHOLDERS INFORMATION: -

(i) Annual General Meeting: -

Day, date and time : Monday 31st December 2012
Venue : ST - 3, 22, Press Complex,
A. B. Road, Indore - 452001

(ii) Financial Calendar: -

Calendar of events for the year ended 30th September 2012 – on or before 30-09-2013

Audited results for the period ended 01-10-2012: 30-09-2013

First Quarter Results (2012-2013) : On or before 31-01-2013

Second Quarter Results (2012-2013) : On or before 30-04-2013

Third Quarter Results (2012-2013) : On or before 31-07-2013

Fourth Quarter Results (2012-2013) : On or before 31-10-2013

(iii) Date of Book Closure: -

The Company's Register of Members and Share Transfer Books shall remain closed from Thursday, 24th December, 2012 to Saturday, 31st December, 2012 (both days inclusive).

(iv) Share Transfer System: -

The Company has entered into an Agreement with M/s. Purva Sharegistry Pvt. Ltd. on 16th October, 2011 appointing it as Register & Share Transfer Agent of the Company. Members are requested to contact R&T Agent of the Company for transfer of shares, change of address and other related works.

(v) Investor Services – queries / complaints during the period ended.

During the period from 01-10-2011 to 30-09-2012, no queries / complaints / requests were received by the Company from the shareholders and investors.

(vi) Listing on Stock Exchange: -

The Shares of the Company are listed on the Madhya Pradesh Stock Exchange Limited at Indore.

Stock Exchange: - Madhya Pradesh Stock Exchange Limited
Palika Plaza, MTH Compound, Indore

(vii) Market Price data (At MPSE)

Not traded during the year.

(viii) Distribution of Shareholding (As on 30-09-2012)

Shareholding of Nominal Value	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Shareholding
Upto - 5000	749	76.90	3745000	3.63
5001 - 10000	2	0.21	16000	0.02
10001 -20000	7	0.72	114000	0.11
20001 - 30000	0	0.00	0.00	0.00
30001 – 40000	0	0.00	0.00	0.00
40001 – 50000	0	0.00	0.00	0.00
50001 - 100000	0	0.00	0.00	0.00
100001 - Above	216	22.17	99375000	96.24
Total	974	100.00	103250000	100.00

(ix) Dematerialization of Shares: -

Dematerialization is still to be done, Company's share exist only in physical form.

(x) Address for Correspondence for Shareholders: -

Address of Company	:	ST – 3, 22 Press Complex, A. B. Road, Indore – 452001, Madhya Pradesh Tel.: 0731 – 4202337 Email – info@synergyinfrastructures.com
Address of R & T Agent	:	PURVA SHAREGISTRY PRIVATE LIMITED 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel. – (022) 2301 6761 Fax – (022) 2301 2517 Email - busicomp@vsnl.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT: -

(a) Industry structure and developments

The Company is in construction activity & trading of shares and commodities during the year. The company expects that these businesses will surge in India and in particular with respect to company.

(b) Segment-wise or products-wise performance

The company has only two business segment, Construction and Share Trading.

(c) Risk and concerns

Share Trading is a risky business but the company is doing business diligently and does not expect any losses in the future.

(d) Internal Control System and their adequacy: -

The company has an elaborate system of internal controls to ensure optimal utilization of company's resources and protection thereof, facilitating accurate and speedy compilation of accounts and management information reports and compliance with laws and regulations. The internal Auditors and company's internal audit department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance this laws and regulations of the country as well as to suggest improvements.

(e) Discussion on financial performance with respect to operational performance

During the year company has not earned profit.

(f) Human Resources

The company firmly believes that Human Resources and knowledge capital are vital for business success and creating value for stakeholders. The Company recognizes the fact that people drive business success, strengthening its efforts to build leadership at all levels. The Industrial relationship at both the units has remained quite cordial with total dedicated efforts from employees.

The total number of employees as on 30-09-2012 was one.

For & on behalf of the Board of Directors

Dated: 30-10-2012
Place: Indore

J. P. BAPNA
Chairman & Director

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

To,
The Members of
SYNERGY INFRASTRUCTURES LIMITED

It is hereby certified and confirmed that as provided in clause 49 I(D) of the Listing Agreement with the Stock Exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 30th September, 2012.

For SYNERGY INFRASTRUCTURES LIMITED

Place: Indore
Date: 30.10.2012

J. P. BAPNA
Chairman/CEO

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Synergy Infrastructures Limited

We have examined the compliance of conditions of Corporate Governance by Synergy Infrastructures Limited for the period ended 30-09-2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

We state that in respect of investor grievances received during the period ended 30-09-2012 no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

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

**For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS**

**Place: Indore
Dated: 30-10-2012**

**RAJESH JAIN
(PROPRIETOR)**

INDEPENDENT AUDITOR'S REPORT

**To,
The Member of
SYNERGY INFRASTRUCTURE LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of Synergy Infrastructure Limited , which comprise the Balance Sheet as at **30st September, 2012**, the Statement of Profit and Loss for the period ended , Cash Flow Statement as at 30st September 2012 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statement 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 .This responsibility includes the design, implementation and maintenance 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 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 statement. An audit involves performing procedure to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depends 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 procedure 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 evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Contd...2

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give the information 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 case of the Balance Sheet, of the state of affairs of the Company as at 30th September,2012;
- (b) In case of the Profit & Loss Account, of the profit for the year ended on that date;
- (c) In case of Cash Flow Statement of the Company as at 30th September, 2012

Report on other Legal and Regulatory Requirement

1. As required by Companies (Auditor' Report) Order,2003 ("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 matter specified in paragraph 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a. We have obtain all 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 accounts 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 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 September 30th,2012 and taken on record by the Board of Directors, none of the directors is disqualified as on September 30th,2012, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

For RAJESH SHANTILAL JAIN & CO.
Chartered Accountants
(Firm Registration No.012940C)

Place: INDORE
Date : 30-10-2012

RAJESH JAIN
(PROPRIETOR)
(Membership No.071697)

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 1 of our report of even date on the accounts for the year ended 30th September 2012 of Synergy Infrastructures Limited)

- i. In the respect of fixed assets :
During the year company does not maintain any fixed asset.
- ii. (a) The inventory of the company has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable & adequate, in relation to the size of the company & nature of its business.

(c) On the basis of our examination of records of inventory, in our opinion, the company has maintained proper record of inventory and as explain to us, the discrepancies notice on physical verification of inventory, as compare to book records were not material and have been properly dealt with in the books of accounts.
- iii. According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Hence clause “a,b,c,d,e,f and g” is not applicable to the company.
- iv. In our opinion and according to information & explanations given to us, there are adequate internal control procedures commensurate with the size of the company & nature of its business with regard to the purchase of inventory & fixed assets & for the sale of goods and services. Further on the basis of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, we have neither across nor have been informed of any instances of major weakness in the aforesaid internal control procedures.
- v. (a) Based on audit procedures applied by us, to the best of our knowledge & belief and according to the information & explanations given to us. We are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion and according to information & explanations given to us, transactions made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.

- vi. According to the information & explanations given to us, the company has not accepted deposit from public which attracts the directives issued by the Reserve Bank of India and the provisions of section 58A & 58AA & rules framed there under. No order has been passed by the Company Law Board for the same.
- vii. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii. As informed to us and in our opinion the maintenance of cost records has not been prescribed by the Central Government U/s 209(1) (d) of the Companies Act, 1956 for any product of the company.
- ix. (a) According to the records of the company examined by us and the information & explanations given to us, in our opinion the company is, generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investors Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, service tax Excise Duty, Wealth Tax, Custom Duty, cess and other statutory dues applicable to it. No undisputed amount payable as at 30th September 2012 for a period of more than 6 month from the date they became payable.

(b) According to records of the company examined by us and the information & explanations given to us, there are no dues of sales tax, income tax, custom duty, entry tax, wealth tax, excise duty and Cess which have not been deposited on account of any dispute.
- x. The company does not have accumulated losses & the company has incurred cash losses during the financial year covered by our audit.
- xi. Based on our audit procedure & on the basis of information & explanations given by the management, we are of the opinion that the company has not defaulted in payment of dues to the bank during the year.
- xii. The company has not granted any loans & advances on the basis of security by way of pledge of shares, debenture and other securities.
- xiii. In our opinion and according to the information & explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / society.
- xiv. Based on our examination of record and the information & explanations given to us, the company has dealt / traded in share and other securities during the year.
- xv. According to the information & explanations given to us, the company has not given any guarantee for loans taken by others from the banks and financial institutions during the year.
- xvi. According to the records of the company, examined by us and the information & explanations given to us, company does not have any term loan.

- xvii. According to the information & explanations given to us and on the basis of an overall examination of the balance sheet of the company, we report that no fund raised by the company on short term basis used for long term uses.
- xviii. During the year company has not made preferential allotment to parties covered under Section 301 of the Companies Act, 1956.
- xix. According to the information and explanations given to us, during the period covered by our audit report, the Company has not issued any debentures.
- xx. The company has not raised any money through public issue during the year.
- xxi. During the course of our examination of books & records of the company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instances of fraud on or by the company, noticed or reported during the year, nor have we been informed of such cases by management.

For & Behalf of Rajesh Shantilal Jain & Co.
CHARTERED ACCOUNTANTS
(Firm Registration No. 012940C)

Place : Indore
Dated: 30-10-2012

Rajesh Jain
(Proprietor)
(Membership No. 071697)

SYNERGY INFRASTRUCTURES LIMITED
Balance Sheet as at 30 September, 2012

Particulars	Note No.	As at 30th September, 2012	As at 30th September, 2011
		Amount In Rs.	Amount In Rs.
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	103,250,000	103,250,000
(b) Reserves and surplus	4	10,442,839	8,245,813
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
4 Current liabilities			
(a) Trade payables	5	-	15,416,000
(b) Other current liabilities	6	25,000	90,000
TOTAL		113,717,839	127,001,813
B ASSETS			
1 Non-current assets			
(a) Fixed assets		-	-
(i) Tangible assets			
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(v) Fixed assets held for sale			
(b) Non-current investments	7	1,000,000	10,500,000
(c) Long-term loans and advances	8	24,311,250	5,068,028
2 Current assets			
(a) Inventories	9	77,344,946	97,493,168
(b) Trade receivables	10	11,048,160	10,720,000
(c) Cash and cash equivalents	11	13,483	1,012,616
(d) Other current assets	12	-	2,208,001
TOTAL		113,717,839	127,001,813
See accompanying notes forming part of the financial statements			

For Rajesh Shantilal Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

C.A Rajesh Jain
Proprietor

SUBHASH PATLE
Director

J.P. BAPNA
Director

Place : Indore
Date : 30-10-2012

SYNERGY INFRASTRUCTURES LIMITED

Statement of Profit and Loss for the year ended 30 September, 2012

Particulars		Note No.	For the year ended 30th September, 2012	For the year ended 30th September, 2011
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	13	38863224	16684000
3	Total revenue		38863224	16684000
4	Expenses			
	(a) Cost of materials consumed	14a	3,458,441	1,000,000
	(b) Purchases of stock-in-trade	14b	23,785,064	15,030,000
	(c) Employee benefits expense	15	360,000	9650
	(d) Finance costs	16	1,533	815
	(e) Depreciation and amortisation expense		-	-
	(f) Other expenses	17	1,561,160	184730
	Total expenses		29,166,198	16,225,195
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 -		9,697,026	458,805
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 ± 6)		9,697,026	458,805
8	Extraordinary items		7,500,000	-
9	Profit / (Loss) before tax (7 ± 8)		2,197,026	458,805
10	Tax expense:			
	(a) Current tax expense for current year		-	-
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax		-	-
11	Profit / (Loss) from continuing operations (9 ± 10)		2,197,026	458,805

SYNERGY INFRASTRUCTURES LIMITED

Statement of Profit and Loss for the year ended 30 September, 2012

Particulars		Note No.	For the year ended 30th September, 2012	For the year ended 30th September, 2011
15.i	Earnings per share (of ` 10/- each):			
	(a) Basic			
	(i) Continuing operations	18.1a	0.21	0.04
	(ii) Total operations	18.1b	0.21	0.04
	(b) Diluted			
	(i) Continuing operations	18.1c	0.21	0.04
	(ii) Total operations	18.1d	0.94	0.04

For Rajesh Shantilal Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

C.A Rajesh Jain
Proprietor

SUBHASH PATLE
Director

J.P. BAPNA
Director

Place : Indore
Date : 30-10-2012

SYNERGY INFRASTRUCTURES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30th September 2012

PARTICULARS	For the year ended 30th September 2012	For the year ended 30th September 2011
A. Cash flow from operating activities		
Profit/ (loss) before Tax	2197026	458805
Adjustment for		
Depreciation as per P & L A/c	0	0
Provision for Tax	0	0
Preliminary & Pre-Operative Expenses	0	0
Prior Year Adjustment	0	0
Operative Profit before Working Capital Changes	2197026	458805
Increase/(Decrease) in Current Liabilities	(15481000)	(717216)
Increase/Decrease in Unsecured Loan	0	(6050000)
Increase/(Decrease) in Inventories	20148222	0
(Increase)/Decrease in Trade Receivables	(328160)	0
Increase/(Decrease) in other current assets.	2208001	0
A. Net Cash flow from Operation	8744089	(6308411)
B. Cash flow from investing activities		
(Increase)/Decrease in Long Term Loans & Advances	(19243222)	3925859
Increase/(Decrease) in Investment	9500000	3000000
Net cash flow from / (used in) investing activities (B)	-9743222	6925859
C. Cash flow from financing activities	0	0
Net cash flow from / (used in) financing activities (C)	0	0
Net Increase/Decrease in Cash & Cash Equivalent	(999133)	617448
Add:- Cash & Cash Equivalent as at 30th September 2011	1012616	395168
Cash & Cash Equivalent as at 30th September 2012	13483	1012616

For Rajesh Shantilal Jain & Co.
Chartered Accountants

For and on behalf of the Board of Directors

C.A Rajesh Jain
Proprietor

SUBHASH PATLE
Director

J.P. BAPNA
Director

DATE : 30-10-2012
PLACE : INDORE

SYNERGY INFRASTRUCTURES LIMITED
Notes forming part of the financial statements

Note: 3 Share capital

Particulars	As at 30th September, 2012		As at 30th September, 2011	
	Number of shares	Amount of Shares	Number of shares	Amount of Shares
(a) Authorised				
Equity shares of Rs.10/- each with voting rights	10,500,000	105000000	10,500,000	105000000
Total	10500000	105000000	10500000	105000000
(b) Issued Subscribed and fully paid up				
10325000 Equity shares of Rs.10/- each with voting rights	10325000	103250000	10,325,000	103250000
Total	10325000	103250000	10325000	103250000

Particulars

Notes:

(I) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	Closing Balance
Equity shares with voting rights				
Year ended 30th September, 2011				
- Number of shares	10325000	-	-	10,325,000
- Amount (In Rs.)	103,250,000	-	-	103,250,000
Year ended 30th September, 2012				
- Number of shares	10325000	-	-	10,325,000
- Amount (In Rs.)	103250000	-	-	103,250,000

(II) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 30th September, 2012		As at 30th September 2011	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
J. P. Bapna	1260000	12.20	1260000	12.20
Anand Jain	0	0.00	1075000	10.41
Anil Bhandari	0	0.00	1000000	9.69
Kavita Bhandari	0	0.00	1000000	9.69
Shekhar Bhandari	0	0.00	1000000	9.69
Neelam Bhandari	0	0.00	1000000	9.69
A.K Jain	1075000	10.41	0	0
S.K Jain	1000000	9.69	0	0
N.B Jain	1000000	9.69	0	0
Total	4335000	41.99	6335000	61.37

SYNERGY INFRASTRUCTURES LIMITED
Notes forming part of the financial statements

Note 4 Reserves and surplus

Particulars	As at 30th September, 2012	As at 30th September, 2011
	Amount In Rs.	Amount In Rs.
(a) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	8,245,813.00	7,787,008
Add: Profit / (Loss) for the year	2,197,026	458,805
Amounts transferred from:		
General reserve	-	-
Other reserves (give details)	-	-
Less: Interim dividend	-	-
Dividends proposed to be distributed to equity shareholders (~10 Rs/_per share)	-	-
Dividends proposed to be distributed to preference shareholders (~10/ -per share)	-	-
Tax on dividend	-	-
Transferred to:	-	-
General reserve	-	-
Capital redemption reserve	-	-
Debenture redemption reserve	-	-
Other reserves (give details)	-	-
Closing balance	10,442,839	8,245,813

SYNERGY INFRASTRUCTURES LIMITED
Notes forming part of the financial statements

Note 5 Trade payables

Particulars	As at 30th September, 2012	As at 30th September, 2011
	Amount In Rs.	Amount In Rs.
Trade payables:		
Acceptances	-	-
Other than Acceptances	-	15,416,000
Total	-	15,416,000

Note 6 Other current liabilities

Particulars	As at 30th September, 2012	As at 30th September, 2011
	Amount In Rs.	Amount In Rs.
(i) Audit fees	25,000	90,000
Total	25,000	90,000

SYNERGY INFRASTRUCTURES LIMITED

Notes forming part of the financial statements

Note 7 Non-current investments

Particulars	As at 30th September, 2012			As at 30th September, 2011		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `	Amount in `
A <u>Other investments</u>						
(a) Investment property (specify nature), (net off accumulated depreciation and impairment, if any)	-					
Details of the original cost of each class of investment property, accumulated depreciation and impairment, if any, in respect of the same may be provided by the Company as a Note.						
(b) Investment in equity instruments (give details separately for fully / partly paid up instruments)	-	-	-	-	-	-
(i) of subsidiaries	-	-	-	-	-	-
(ii) of associates	-	-	-	-	-	-
(iii) of joint venture companies	-	-	-	-	-	-
(iv) of controlled special purpose entities	-	-	-	-	-	-
(v) of other entities (give details)	-	1,000,000	1,000,000	-	10,500,000	10,500,000
(c) Investment in preference shares (give details separately for fully / partly paid up shares)		-	-		-	-
(i) of subsidiaries	-	-	-	-	-	-
(ii) of associates	-	-	-	-	-	-
(iii) of joint venture companies	-	-	-	-	-	-
(iv) of controlled special purpose entities	-	-	-	-	-	-
(v) of other entities (give details)	-	-	-	-	-	-
(d) Investment in government or trust securities			-			-
(i) government securities	-	-	-	-	-	-
(ii) trust securities	-	-	-	-	-	-
(e) Investment in debentures or bonds (give details separately for fully / partly paid up debentures / bonds)			-			-
(i) of subsidiaries	-	-	-	-	-	-
(ii) of associates	-	-	-	-	-	-
(iii) of joint venture companies	-	-	-	-	-	-
(iv) of controlled special purpose entities	-	-	-	-	-	-
(v) of other entities (give details)	-	-	-	-	-	-
(f) Investment in mutual funds (give details)	-	-	-	-	-	-

SYNERGY INFRASTRUCTURES LIMITED

Notes forming part of the financial statements

Note 7 Non-current investments (contd.)						
Particulars	As at 30th September, 2012			As at 30th September, 2011		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
(h) Other non-current investments (specify nature)	-	-	-	-	-	-
Total - Other investments	-	1,000,000	1,000,000	-	10,500,000	10,500,000
Total)	-	1,000,000	1,000,000	-	10,500,000	10,500,000
Less: Provision for diminution in value of investments	-	-	-	-	-	-
Total			1,000,000			10,500,000
Aggregate amount of quoted investments						
Aggregate market value of listed and quoted investments						
Aggregate value of listed but not quoted investments						
Aggregate amount of unquoted investments						

SYNERGY INFRASTRUCTURES LIMITED**Notes forming part of the financial statements****Note 8 Long-term loans and advances**

Particulars	As at 30 September, 2012	As at 30 September, 2011
(i) Other loans and advances		
Secured, considered good	0	0
Unsecured, considered good	24,311,250	5,068,028
	24,311,250	5,068,028
Less: Provision for other doubtful loans and advances	0	0
Total	24,311,250	5,068,028

Note 9 Inventories

(At lower of cost and net realisable value)

Particulars	As at 30 September, 2012	As at 30 September, 2011
Stock-in-trade (acquired for trading)		
Stock(share)	77344946	97493168
Total	77,344,946	97,493,168

Note 10 Trade receivables

Particulars	As at 30th September, 2012	As at 30th September, 2011
Other Trade receivables (not exceeding six month)		
Secured, considered good	11,048,160	10,720,000
Unsecured, considered good	0	0
Doubtful	0	0
	11,048,160	10,720,000
Less: Provision for doubtful trade receivables	0	0
Total	11,048,160	10,720,000

Note 11 Cash and cash equivalents @

Particulars	As at 30th September, 2012	As at 30th September, 2011
(a) Cash on hand	2,952	401,952
(b) Cheques, drafts on hand	-	-
(c) Balances with banks		
(i) In current accounts	10,531	610,664
(d) Others (specify nature)	-	
Total	13,483	1,012,616

Note 12 Other current assets

Particulars	As at 30th September, 2012	As at 30th September, 2011
Others		
(i) Work in progress unique project	-	2,208,001
Total	-	2,208,001

SYNERGY INFRASTRUCTURES LIMITED

Notes forming part of the financial statements

Note 13 Revenue from operations

	Particulars	For the year ended 30th September, 2012	For the year ended 30th September, 2011
		\	\
(a)	Sale of building/ flat's	35152224	1684000
(b)	Sale of share	3711000	15000000
	<u>Less:</u>		
(d)	Excise duty	0	0
	Total	38,863,224	16,684,000

Note 14.a Cost of shares

	Particulars	As at 30th September, 2012	For the year ended 30th September 2011
		\	\
(a)	Cost of project exp.	3,458,441	1,000,000
		-	-
	Cost of Shares	3,458,441	1,000,000

Note 14.b Purchase of Shares

	Particulars	As at 30th September, 2012	For the year ended 30th September 2011
		\	\
(a)	Purchaes of Shares	23,785,064	15,030,000
	Total	23,785,064	15,030,000

Note 15 Employee benefits expense

	Particulars	For the year ended 30th September, 2012	For the year ended 30th September, 2011
		\	\
(a)	Salaries and wages	360000	9650
(b)	Staff welfare expenses	0	0
	Total	360000	9650

Note 16 Finance costs

	Particulars	For the year ended 30 th September 2012	For the year ended 30 th September 2011
		\	\
(a)	Bank interest	788	815
(b)	Bank Charges	745	
	Total	1,533.00	815.00

SYNERGY INFRASTRUCTURES LIMITED
Notes forming part of the financial statements

Note 17 Other expenses

Particulars	For the year ended	For the year ended
	30 th September 2012	30th September 2012
Consultancy Fees	0	25000
Printing and stationery	3500	0
Postage and Telegram	2500	0
Business promotion	0	3500
Other Office Expenses	0	1000
Legal and professional	1530160	145230
Payments to auditors	25000	10000
Total	1561160	184730

SYNERGY INFRASTRUCTURES LIMITED

Notes forming part of the financial statements

Note 18.1 Disclosures under Accounting Standards (contd.)

Note	Particulars	For the period ended 30th September, 2012	For the year ended 30th September, 2011
18.1a	Earnings per share		
	<u>Basic</u>		
	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	2,197,026	458,805
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	2,197,026	458,805
	Weighted average number of equity shares	10325000	10325000
	Par value per share	10	10
	Earnings per share from continuing operations - Basic	0.21	0.04
18.1b	<u>Total operations</u>		
	Net profit / (loss) for the year	2,197,026	458,805
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders	2,197,026	458,805
	Weighted average number of equity shares	10325000	10325000
	Par value per share	10	10
	Earnings per share - Basic	0.21	0.04
18.1c	<u>Basic (excluding extraordinary items)</u>		
	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	2,197,026	458,805
	(Add) / Less: Extraordinary items (net of tax) relating to continuing operations	-	-
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year from continuing operations attributable to the equity shareholders, excluding extraordinary items	2,197,026	458,805
	Weighted average number of equity shares	10325000	10325000
	Par value per share	10	10
	Earnings per share from continuing operations, excluding extraordinary items - Basic	0.21	0.04
18.1.d	<u>Total operations</u>		
	Net profit / (loss) for the year	2,197,026	458,805
	(Add) / Less: Extraordinary items (net of tax)	-	-
	Less: Preference dividend and tax thereon	-	-
	Net profit / (loss) for the year attributable to the equity shareholders, excluding extraordinary items	2,197,026	458,805
	Weighted average number of equity shares	10325000	10325000
	Par value per share	10	10
	Earnings per share, excluding extraordinary items - Basic	0.21	0.04
	<u>Diluted</u>		
	The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods. Since, the effect of the conversion of Preference shares was anti-dilutive, it has been ignored.	2,197,026	458,805

SYNERGY INFRASTRUCTURES LIMITED**Notes forming part of the financial statements**

18.1e	<u>Continuing operations</u>		
	Net profit / (loss) for the year from continuing operations	2,197,026	
	Less: Preference dividend and tax thereon		
	Net profit / (loss) for the year attributable to the equity shareholders from continuing operations	2,197,026	458,805
	Add: Interest expense and exchange fluctuation on convertible bonds (net)	0	-
	Profit / (loss) attributable to equity shareholders from continuing operations (on dilution)	2,197,026	458,805
	Weighted average number of equity shares for Basic EPS	10325000	10325000
	Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive	0	0
	Weighted average number of equity shares - for diluted EPS	10325000	10325000
	Par value per share	10	10
	Earnings per share, from continuing operations - Diluted	0.21	0.04

Note No. 01
CORPORATE INFORMATION

The Registered Office of the company is situated at ST-3, 22 Press Complex, A.B Road, Indore.

The Company engaged in the business of Construction & Share Trading.

Note No. 02
SIGNIFICANT ACCOUNTING POLICIES & ACCOUNTING POLICIES

1. Basis of preparation:

The Financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. All incomes and expenditures having a material bearing on the financial statement are recognized on the accrual basis. Accounting Policies have been consistently applied except where a newly issued accounting standard if initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2. Use of estimates:

The preparation of statements conformity with GAAP requires Management to make estimates and assumptions that affect reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements. Actual result could differ from estimates. Any changes in estimates are adjusted prospectively.

3. Revenue recognition:

Revenue from construction business comprises income from time and material and fixed price contracts. Revenue from time and material basis recognized as the services are rendered. Revenue from fixed price contracts related customization and implementation is recognized in accordance with the percentage completion. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become certain based on the current estimates. Interest on development of surplus funds is recognized using time proportion method, based on interest rates implicit in the transaction. Dividend income is recognized when the right to receive the same is established.

4. Expenditure:

The cost of materials purchased for use in construction business and services is charged to the cost of revenue in the year of work. Post sales customer support costs are estimated by the management, determined on the basis of past experience. Expenses are accounted for on accrual basis and provisions are made for all losses and liabilities.

5. Fixed Assets:

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period / years end, are disclosed as capital work in progress.

6. Depreciation:

Depreciation on fixed assets, except leasehold land, is on straight line method based on the useful lives of respective as estimated by the management. Depreciation a basis for assets purchased/sold during the period / year. Assets costing less than Rupees 5000 are fully depreciated in the period / year of purchase.

7. Investments:

Investments are classified into long term and investments based on the intent of the management at the time of acquisition. Long term including investments in subsidiaries is stated at cost and provision is made to recognize any decline, other than temporary in the value of such investments. Current investments are stated at the lower of cost and the fair value.

8. Earnings Per share:

Basic earning per share is computed using the weighted average number of equity shares outstanding during the period /year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period/ year-end, except where the result would be anti – dilutive.

9. Taxation

Income tax is computed using tax effect accounting period, where taxes are accrued in the same period the related revenue and expenditure arise. A provision is made for income tax based on the tax liability computed after considering tax allowances and exemptions. The differences that result between the profit offered for income taxes and the profit as per financial statements are identified and thereafter a deferred tax asset or deferred liabilities is recorded for timing differences, namely the differences that originate in one accounting period and reserve in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the financial year based on the prevailing enacted or substantially enacted regulations. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty of realization of such assets. In other situation, deferred tax assets are recognized only to the extent there is reasonable certainty realization in future. Such assets are reviewed at the end of each financial year and written down or written up to reflect the amount that is reasonably / virtually certain to be realized. Deferred tax assets or liabilities arising due to the timing difference, originality during the tax holiday period and reversing after the tax holiday period are recognized in the period in which the timing difference originates.

10. Managerial Remuneration:

No managerial remuneration has been paid during the period / year to the directors. (Previous year nil)

11. Segment Reporting

a. Segment accounting policies

The segment reporting policies complies with the accounting policies adopted for preparation and presentation of financial statements of the company and in conformity with accounting standard-17 on segment reporting issued by ICAI.

b. The company operates in two segments namely contraction and share/commodities trading.

c. The assets and liabilities are also represent two segments i.e. share trading and contraction.

.d. Segment Wise Reporting.

(Rs. In Lacs)

PARTICULAR	For the year ended 30 th September 2012	For the year ended 30 th September 2011
Segment Revenue		
Primary Segment (Business)		
Share & Commodity trading	351.52	150.00
Construction	37.11	16.84
Unallocated	Nil	Nil
Total (Net Sales/<u>Income</u> from Operation)	388.63	166.84
Segment Results		
Profit before Interest & Tax		
Share & Commodity trading	94.44	(2.25)
Construction	2.53	6.84
Unallocated	Nil	Nil
Less:-Extraordinary items	75.00	Nil
Total Profit/Loss before Tax	21.97	4.59
Capital Employed		
Segment Assets-Segment Liabilities		
Primary Segment		
Share & Commodity Trading	1137.18	1270.01
Constructions	0.00	0.00
Total	1137.18	1270.01
Segment Revenue		
Secondary Segment (Geographical)		
Share & Commodity Trading	351.52	150.00
Constructions	37.11	16.84
Unallocated	Nil	Nil
Total (Net Sales/ <u>Income</u> from Operation)	388.63	166.84
Segment Results		

Profit before Interest and Tax		
Share & Commodity Trading	94.44	(2.25)
Constructions	2.53	6.84
Unallocated	Nil	Nil
Less:- Extraordinary items	75.00	Nil
Unallocated Income	Nil	Nil
Total Profit / Loss before Tax	21.97	4.59
Capital Employed		
Segment Assets- Segment Liabilities		
Secondary Segment		
Share & Commodity Trading	1137.18	1270.01
Constructions	0.00	0.00
Total	1137.18	1270.01

12. Related party disclosures:

The company has not transacted with any related party during the year (previous year NIL)

13. Legal and professional:

The payment to auditors is as follows:

	<u>30-09-2012</u>	<u>30-09-2011</u>
Audit fees	25,000/-	10,000

14. CIF value of Imports

The company has not made any imports during the period. (Previous year NIL)

15 Expenditure in foreign currency:

The company has not made any expenditure in foreign currency during the period. (Previous year NIL)

16. Earnings in foreign currency:

The company has not made earning in foreign currency during the year.(Previous year NIL)

17. Dividend remittance in foreign currency

The company has not made any payment of dividend in foreign currency during the year (Previous year NIL)

Contd...5

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18. Earnings per share:

	<u>30-09-2012</u>	<u>30-09-2011</u>
Profit (Loss) after tax available to equity shareholders (Before extra ordinary items)	21,97,026	4,58,805
No. of shares outstanding	1,03,25,000	1,03,25,000
Basic earning per share	0.21	0.04

19. Capital commitments and contingents liabilities:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided in the books of accounts is NIL. (Previous year NIL)

(b) The company does not have any contingent liabilities at the end of the period (Previous year NIL)

20. The company do not have any employees who are drawing remuneration of Rs.25000 per month or Rs.300000 per annum. (Previous year Nil)

21. Previous year figure have been regrouped / reclassified wherever necessary to make them comparable with the current period.

22. The accounts are prepared omitting paise.

**For & Behalf of Rajesh Shantilal Jain & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No.012940C)**

Date: 30-10-2012

Place: Indore

**Rajesh Jain
(Proprietor)
(Membership No.071697)**