



(Formerly known as "Synergy infrastructures limited")

**21<sup>st</sup>**  
Annual Report  
2013-14



**BOARD OF DIRECTORS**

Dhirajbhai Koradiya	Chairman & Managing Director
Shwet Koradiya	Director & Chief Financial Officer
Rameshkumar Mehta	Director
Dipesh Adani	Additional Director (Appointed w.e.f. 12.02.2014)
Chetnaben Adani	Additional Director (Appointed w.e.f. 12.02.2014)
Paras Doshi	Director (Ceased w.e.f. 14.11.2014)
Subhash Patle	Director (Ceased w.e.f. 12.02.2014)
Manendra Pratap Singh	Director (Ceased w.e.f. 12.02.2014)

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Vishal R. Dholiya

**AUDITORS**

M/s. Rajesh Shantilal Jain & Co.  
Chartered Accountants  
101-A, Press House, 22,  
Press Complex, A. B. Road,  
Indore – 452 008, MP.

**BANKERS**

Kotak Mahindra Bank  
Ghod Dhod Road,  
Surat-395007, Gujarat.

**REGISTERED OFFICE**

404, Navneet Plaza, 5/2,  
Old Palasia, Indore – 452001,  
Madhya Pradesh  
Telfax : 0731 – 4202337  
Email – synergybizcon@gmail.com  
Website – www.sbcl.co.in

**REGISTRAR & SHARE TRANSFER AGENT**

Purva Sharegistry Private Limited  
9 Shiv Shakti Ind. Estates, J R Boricha Marg,  
Lower Parel (E), Mumbai - 400 011, Maharashtra  
Tel. – (022) 2301 6761, Fax – (022) 2301 2517  
Email – busicomp@vsnl.com  
Website – www.purvashare.com

## **NOTICE**

**NOTICE** is hereby given that the **21st ANNUAL GENERAL MEETING of SYNERGY BIZCON LIMITED** will be held at Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh on Wednesday, the 31st December, 2014 at 11.00 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 30th June, 2014 and Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shwet koradiya (DIN: 03489858) who retires by rotation and being eligible, offers himself 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. Appointment of Mr. Dipeshkumar Adani as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Dipeshkumar Adani (DIN: 05355746), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th February, 2014 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019 and shall not retire by rotation.

#### **5. Appointment of Mrs. Chetnaben Adani as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Chetnaben Adani (DIN: 06477258), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th February, 2014 and who holds office upto the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019 and shall not retire by rotation."

**6. Appointment of Mr. Ramesh Mehta as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rameshkumar Mehta (DIN: 03362341), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2019 and shall not retire by rotation."

**7. Re-Appointment of Mr. Dhirajbhai Koradiya as a Managing Director for further period of 5 years:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Dhirajbhai Koradiya (DIN: 03371017) as Managing Director of the Company, for a further period of 5 (five) years with effect from 11th January, 2014 without any Remuneration.

**NOTES:-**

- (i) A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of him/her. Such proxy/proxies need not be member of the Company.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority as applicable.
- (ii) The Register of Members and Share Transfer books of the Company will remain closed from 24th December, 2014 to 31st December, 2014 (both days inclusive).
- (iii) Members may please note that no gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India
- (iv) 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.
- (v) Members are requested to:
  - a. Intimate to the Company's Registrar & Share Transfer Agent M/s. Purva Shareregistry (India) Pvt. Ltd., 9 Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400011/their Depository Participant ("DP"), changes if any, in their registered address and their E-mail ID at an early date.
  - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
  - c. Bring their copy of Annual Report and the Attendance Slip with them at the Annual General Meeting. As a measure of economy, extra copies of the annual Report will not be provided at the meeting.
  - d. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.

- (vi) Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help, the shareholders may contact the Registrar & Share Transfer Agent and Company Secretary at mail id. [busicomp@vsnl.com](mailto:busicomp@vsnl.com) or [synergybizcon@gmail.com](mailto:synergybizcon@gmail.com).
- (vii) Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
- (viii) 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.
- (ix) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Purva Sharegistry (India) Pvt. Ltd.
- (x) Pursuant to provisions of Section 72 of the companies Act, 2013 members holding shares in physical mode are advised to file a Nomination Form in respect of their shareholding. Any Member wishing to avail of this facility may submit the prescribed statutory form SH-13 to the Company share transfer agent.
- (xi) Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment and re-appointment at the meeting are annexed
- (xii) Members who have not register their e-mail address so far are requested to register their e-mail address or receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
- (xiii) The members whose name appear in the Register of members/ list of Beneficial owners as on Friday, 14th November, 2014 i.e. the cutoff date taken by the Company for dispatch of the Annual Report & Notice (including Notice for e-voting) calling the AGM.
- (xiv) Pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the members have been provided e-voting facility to exercise their right to vote at the General Meeting by electronic means. The Company is offering e-voting option to all the members. For this purpose, the Company has signed an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable shareholders cast their votes for all items of business in the Notice electronically.
- (xv) The instructions for e-voting as under
  - A. (1) In case a Member receives an email from NSDL
    - a. Open the email and open pdf file "SBL e-voting.pdf" with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e- voting. Please note that this password is an initial password.
    - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
    - c. Click on "Shareholder – Login".
    - d. Enter User ID and password as initial password/PIN noted in step (a) above. Click "Login".
    - e. The Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please make a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - f. Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.

- g. Select E Voting Event Number (EVEN) of Synergy Bizcon Limited.
  - h. Now you are ready for "e-voting" as "Cast Vote" page opens.
  - i. Cast your vote by selecting appropriate option and click on "submit" and also "confirm" when prompted"
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed"
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. Institutional Members and bodies corporate (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email ID: csmanishpatel@gmail.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format
  - m. In case of members received physical copy of Notice by post /courier [Shareholders whose e-mail IDs are not registered with the Company Depository/Participant(s)]:
    - (i) User ID and password are provided in the attendance slip;
    - (ii) Please follow all steps from Sr. No. (a) to (i) as mentioned in (1) above, to cast your vote.
- B. The e-voting period starts from Thursday, 25th December, 2014 at 9:00 a.m. and ends on the close of Friday, 26th December, 2014 at 6:00 a.m. The e-voting module will be disabled by NSDL for voting thereafter.
- C. If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
- D. In case of any Queries, you may refer the "Frequently Asked Questions (FAQs)" for members and e-voting user manual for members available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- E. The results of the voting on the Resolutions will be announced by the Company either at the Annual General Meeting of the Company on Wednesday, 31st December, 2014 at the meeting venue or after the meeting (in case poll is held at the meeting). The result is being communicated to the stock exchange where the shares of the company are listed. The result will be put on the Company's website [www.sbcl.co.in](http://www.sbcl.co.in)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

Mr. Dipeshkumar Adani (DIN: 05355746) was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 (1) of the Companies Act, 2013 with effect from 12th February, 2014. He holds office only up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Dipeshkumar Adani as a candidate for the office of a Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019 and shall not retire by rotation.

Mr. Dipeshkumar Adani is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mr. Dipeshkumar Adani that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Mr. Dipeshkumar Adani possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mr. Dipeshkumar Adani fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Dipeshkumar Adani is independent of the management.

Copy of the draft letter for appointment of Mr. Dipeshkumar Adani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Dipeshkumar Adani and Mrs. Chetnaben Adani are considered to be interested or concerned in the above resolution.

#### **ITEM NO. 5**

Mrs. Chetnaben Adani (DIN: 06477258) was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 (1) of the Companies Act, 2013 with effect from 12th February, 2014. She holds office only up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose Mrs. Chetnaben Adani as a candidate for the office of a Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019 and shall not retire by rotation.

Mrs. Chetnaben Adani is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and she shall not be included in the total number of Directors for retirement by rotation.

The Company has also received a declaration from Mrs. Chetnaben Adani that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement. Mrs. Chetnaben Adani possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Mrs. Chetnaben Adani fulfils the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mrs. Chetnaben Adani is independent of the management.

Copy of the draft letter for appointment of Mrs. Chetnaben Adani as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mrs. Chetnaben Adani and Mr. Dipeshkumar Adani are considered to be interested or concerned in the above resolution.

## ITEM NO. 6

Mr. Rameshkumar Mehta (DIN- 03362341) is a Non Executive Independent Director of the Company, whose period of office was liable to be determined by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. However, as per requirements of provisions of the Companies Act, 2013 and rules made there under, the Independent Directors are not liable to retire by rotation and are required to be appointed by Shareholders. Therefore, it is proposed to appoint Mr. Rameshkumar Mehta as an Independent Director for a term of five consecutive years up to the conclusion of the 26th Annual General Meeting of the Company in the calendar year 2019.

Mr. Rameshkumar Mehta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a Company proposes to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of Company and he shall not be included in the total number of Directors for retirement by rotation.

In the opinion of the Board, Mr. Rameshkumar Mehta fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Agreement. Mr. Rameshkumar Mehta is independent of the management.

Copy of the draft letter for appointment of Mr. Rameshkumar Mehta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Rameshkumar Mehta is considered to be interested or concerned in the above resolution.

## ITEM NO. 7

The Board of Directors of the Company (the 'Board'), at its meeting held on 1st January, 2014 has, subject to the approval of members, re-appointed Mr. Dhirajbhai Koradiya as a Managing Director, for a further period of 5 (five) years from the expiry of his present term, which expired on 10th January, 2014.

Mr. Dhirajbhai Koradiya satisfy all the conditions set out in Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Dhirajbhai Koradiya is related to Mr. Shwet Koradiya. The Board recommends the resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Dhirajbhai Koradiya and Mr. Shwet Koradiya are considered to be interested or concerned in the above resolution.

By Order of the Board of Directors  
**For SYNERGY BIZCON LTD.**

Place: Surat

Date : 14-11-2014

**Registered Office:**

404, Navneet Plaza, 5/2,  
Old Palasia, Indore - 452001,  
Madhya Pradesh

**VISHAL DHOLIYA**  
Company Secretary  
ACS-36465



## DIRECTORS' REPORT

To  
The Members of  
**SYNERGY BIZCON LIMITED**

Your Directors are pleased to present the 21st Annual Report of your Company together with the Audited Financial Statements and Auditors' Report for the year ended on 30th June, 2014.

### FINANCIAL PERFORMANCE:-

(Amount in Rs.)

Particulars	2013-14 (9 months)	2012-13 (12 months)
<b>Revenue From Operations</b>	<b>5,16,12,045</b>	<b>4,03,76,930</b>
Other Income	2,01,772	--
Profit/(Loss) before Tax & Exceptional/Extraordinary Items	(1,21,86,348)	1,20,44,749
Less :		
Exceptional Items	-	10,500,000
<b>Profit/(Loss) Before Tax</b>	<b>(1,21,86,348)</b>	<b>15,44,749</b>
Less :		
Tax Expense	1,70,614	25,300
<b>Net Profit/(Loss) After Tax</b>	<b>(1,23,56,962)</b>	<b>15,19,449</b>

### RESULT OF OPERATION:-

The Net Income of your Company for the year 2013-14 was increased to Rs. 5,16,12,045/- as against Rs. 4,03,76,930/- of the previous year. However, the Company has made a Net loss after tax of Rs 1,23,56,962/- for the year 2013-14 as against the net profit after tax of Rs 15,19,449/- of the previous year.

### DIVIDEND:-

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

### 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 and Section 73 of the Companies Act, 2013

### 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 confirms that:

- (i) In the preparation of the annual account, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) 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 loss for the Company under review.
- (iii) 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.
- (iv) The Directors have arranged preparation of the accounts for the financial period ended 30-06-2014 on "going concern basis".

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

In accordance with the requirement of section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the report on Board of Directors) Rules, 1988, your Directors furnish hereunder the additional information as required.

**A. Conservation of Energy:**

The Company is not engaged in any type of production. Hence, there is no extra steps taken for energy saving. Regular steps have been taken to improve energy consumption.

**B. Technology Absorption:**

The project of your Company has no technology absorption, hence no particulars are offered.

**C. Foreign Exchange Earning and Outgo:**

The foreign Exchange earnings and expenditure of the company is NIL.

**CONSTITUTION OF NOMINATION & REMUNERATION COMMITTEE :-**

Pursuant to the provisions of Section 178 of the Companies Act, 2013, Board of Directors of the Company in their meeting held on 15/05/2014 has constituted Nomination and Remuneration Committee of the Board of Directors of the Company comprising following Directors of the Board.

- (i) Chetnaben Adani - Chairman
- (ii) Rameshkumar Mehta - Member
- (iii) Paras Doshi - Member

**CHANGE IN BOARD OF DIRECTORS AND COMMITTEES :-**

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

- (i) Mr. Dhirajbhai Koradiya has been re-appointed as a Managing Director of the Company for a further term of 5 years w.e.f. 11th January, 2014.
- (ii) Mr. Dipeshkumar Adani and Mrs. Chetnaben Adani have been appointed as an Additional Directors of the Company w.e.f. 12th February, 2014.
- (iii) Mr. Subhash Patle and Mr. Manendra Pratap Singh had resigned from the Directorship of the Company with effect from 12th February, 2014. The Board of Directors places on record its feeling of appreciation for the valuable contribution made by them during the tenure.

- (iv) Mr. Dipeshkumar Adani has been appointed as a member of Stakeholders relationship Committee. (Formerly known as Shareholders'/Investors' Grievance Committee) w.e.f. 12th February, 2014.
- (v) Mr. Paras Doshi had resigned from the directorship of the Company w.e.f. 14th November, 2014.
- (vi) Mr. Dipeshkumar Adani appointed as a Member of Nomination & Remuneration Committee and Audit Committee w.e.f. 14th November, 2014.
- (vii) Mr. Rameshkumar Mehta appointed as a Chairman of Stakeholders relationship Committee. (Formerly known as Shareholders'/Investors' Grievance Committee) w.e.f. 14th November, 2014.
- (viii) Mrs. Chetnaben Adani appointed as a member of Stakeholders relationship Committee. (Formerly known as Shareholders'/Investors' Grievance Committee) w.e.f. 14th November, 2014.

**PREFERENTIAL ALLOTMENT:-**

During the year, the Company has made Preferential Allotment of 20,00,000 Equity shares of Rs. 10/- each at a premium of Rs. 40/- per share in its Board Meeting held on 1st January, 2014 to the promoters and non promoters group of the Company.

**AUDITORS :-**

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

The Company has received letters from all of them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for 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.

**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.

**CONSTITUTION OF INDEPENDENT DIRECTOR COMMITTEE:-**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Board of Directors of the Company in their meeting held on 14/11/2014 has constituted Independent Director Committee of the Company comprising following Directors of the Board.

- (i) Mr. Rameshkumar Mehta
- (ii) Mr. Dipesh Adani
- (iii) Mrs. Chetnaben Adani

**MERGER OF CALCUTTA STOCK EXCHANGE LTD. & MADHYA PRADESH STOCK EXCHANGE LTD.:-**

Due to strategic merger between Calcutta Stock Exchange Ltd. and Madhya Pradesh Stock Exchange Ltd. the equity shares that were listed with Madhya Pradesh Stock exchange Ltd. have also been listed with Calcutta Stock exchange Ltd.

**FINANCIAL YEAR :-**

In order to comply with the provisions of Section 2(41) of the Companies Act, 2013, every Company has to keep the Financial year ending on 31st March, and shall within two years from the commencement of the act (w.e.f 01.04.2014), a Company has to align its Financial year accordingly. In order to comply with the requirements of the Companies Act, 2013, Board of Directors of the Company has passed the resolution in the Board meeting held on 15th May, 2014 to close its financial year on 30th June, 2014. i.e. accounting period for 9 months (From 01.10.2013 to 30.06.2014).

**LISTING APPLICATION WITH THE BOMBAY STOCK EXCHANGE LTD. :-**

In order to provide better trading platform to the existing equity shareholders, the Company has made an application to the Bombay Stock Exchange Ltd. for listing of its equity shares.

**POSTAL BALLOT :-**

Pursuant to the provisions of the Companies Act, 1956, the Company had issued a postal ballot notice dated 5th November, 2013, to obtain approval of shareholders by way of special resolution.

On 12th December, 2013 the Members of the Company approved the following proposals by way of postal ballot:

- (i) Alteration of Sub Clause 3 of Main Object Clause III (A) of the Memorandum of Association of the Company.
- (ii) Issue of 20,00,000 equity shares of Rs. 10/- each at a premium of Rs. 40/- per share on preferential basis to promoters and non-promoters group of the Company.

**INDUSTRIAL RELATIONS:-**

During the period under review, the relations with the most valuable human resources of the Company remained cordial and peaceful. Your Directors wish to place on record their appreciation for the devoted services rendered by the staff of the Company.

**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.

**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 BIZCON LTD.**

Place: Surat

Date : 14-11-2014

**Registered Office:**

404, Navneet Plaza, 5/2,  
Old Palasia, Indore - 452001,  
Madhya Pradesh

**DHIRAJBHAI KORADIYA**  
Chairman & Managing Director  
DIN:03371017

## INDEPENDENT AUDITOR'S REPORT

To,  
The Member of  
**Synergy Bizcon Limited**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of SYNERGY BIZCON LIMITED (the Company), which comprise the Balance Sheet as at June 30th, 2014, the Statement of Profit and Loss and Cash Flow Statement for the period then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. 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.

### AUDITORS' 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. 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 aforesaid 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 June 30th, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit of the Company for the period ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the period ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. The company is private limited and as required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
  - e. On the basis of the written representations received from the directors as on June 30th, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on June 30th, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For RAJESH SHANTILAL JAIN & CO.**  
Chartered Accountants  
FRN 012940C

Place: Indore  
Date : 28-08-2014

**Dr. R.K.S. Jain**  
Proprietor  
M No. 071697

**ANNEXURE ON COMPANIES (AUDITORS' REPORT) Order, 2003**

**(Referred to in paragraph 1 of our report of even date on accounts for the period ended 30th June, 2014 of Synergy Bizcon Ltd.)**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the period. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company has not disposed off any substantial part of fixed assets during the period.
- (ii) In Respect of Stock:
  - (a) The Company has carried out physical verification at reasonable interval commensurate to its size and nature of business and no discrepancy has been found.
  - (b) In our opinion and according to the explanation given to us, the procedure of physical verification of the inventories followed by the management is reasonable and adequate in relation to the size of Company and nature of business.
  - (c) The Company is maintaining proper records of inventory. As explained to us, there is no material discrepancies noticed on physical verification of inventories as compared to the book records.
- (iii) (a) The Company has not granted loans in the ordinary course of business to Company/parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- (b) Since no loans have been given by the Company the clause (iii)(b) is not applicable to the Company.
- (c) Since no loans have been given by the Company the clause (iii)(c) is not applicable to the Company.
- (d) Since no loans have been given by the Company the clause (iii)(d) is not applicable to the Company.
- (e) The Company has not taken unsecured loan from any parties covered in the register maintained under section 301 of the companies act, 1956.
- (f) Since no loans have been given by the company the clause (iii) (f) & (g) is not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the internal control systems for the purchases of fixed assets and for sale of goods are commensurate with the size of the company and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, there are no contracts or arrangements referred to in section 301 of the Act.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions aggregating during the period above Rs.500, 000/- or more in respect of each party.
- (vi) According to the information and explanations given to us the company has not accepted any deposits under section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- (vii) The Company has internal audit system commensurate with the size of the company and nature of its business.
- (viii) To the best of our knowledge the Central Government has not prescribed the maintenance of cost records by the company under section 209 (1)(d) of the Companies Act, 1956.

- (ix) According to the information & explanation given to us and records of the company examined by us:
- (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 Income Tax, Sales Tax cess and other statutory dues applicable to it. No undisputed amount payable as at 30th June 2014 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 statutory dues which have not been deposited on account of dispute.
- (x) The Company has accumulated loss of Rs.4.09 Lacs at the end of the financial period but does not exceed 50% of net worth of the company. Company has incurred cash loss of Rs. 123.71 Lacs in the current period but no loss in immediately preceding financial year.
- (xi) According to the information and explanations given to us, company has not taken any loan from bank or financial institution or debenture holders, hence given clause not applicable to company.
- (xii) According to the 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.
- (xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/ society. Therefore, the provisions of clause (4 (xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the company.
- (xiv) Based on our examination of record and the information & explanations given to us, the company is dealing in shares during the year and in our opinion proper records have been maintained of the transactions and contracts and timely entries have been made therein. All the securities & shares are held by the company in its own name.
- (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 period.
- (xvi) According to the information & explanations given to us and on the basis of an overall examination of balance sheet of the company, in our opinion no funds raised by company on short term basis, have been used for long term investments.
- (xvii) According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that no short-term funds have been used for long-term purposes.
- (xviii) The company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under the 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 debentures.
- (xx) According to the information and explanations given to us, during the period covered by our audit report the company has not raised any money by public issues
- (xxi) According to the information and explanations given to us, no fraud has been committed by or against the company during the period under audit.

**For RAJESH SHANTILAL JAIN & CO.**  
Chartered Accountants  
FRN.012940C

Place: Indore  
Date : 28-08-2014

**Dr. R.K.S. Jain**  
Proprietor  
M No.071697



**ANNEXURE TO THE DIRECTORS' REPORT  
CORPORATE GOVERNANCE REPORT**

Pursuant to Clause 49 of the Listing Agreement, given below is a report on the Corporate Governance in the Company is set out below:-

**A. COMPANY'S GOVERNANCE PHILOSOPHY :-**

Your Company strongly believes in adopting and adhering to good corporate governance practices. Company's philosophy of Corporate Governance is to ensure:

- (i) that the Board and top management of the company are fully appraised of the affairs of the company that is aimed at assisting them in the efficient conduct of the company so as to meet company's obligation to the shareholders.
- (ii) that the Board exercise its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability.
- (iii) that all disclosure of information to present and potential investors are maximized.
- (iv) that the decision making process in the organization is transparent and are backed by documentary evidence.

**B. BOARD OF DIRECTORS:-**

**(i) Composition:-**

The present strength of the Board of Directors of the Company is 5 Directors of which 1 Director is Executive Promoter Director & 1 Director is Non Executive Promoter Director and 3 Directors are Non Executive Independent Directors, with the Chairman as an Executive Promoter Director. The numbers of Non Executive/Independent Directors are more than 50% of the total number of the Directors.

**(ii) Meeting of the Board of Directors :-**

The Board of Directors provides the strategic direction and thrust to the operations of the company. The Company's Governance Policy requires the Board to meet at least Four times in a year. The intervening period between two Board meetings was well within the maximum gap of four months prescribed under Clause 49 of the Listing Agreement.

6 (Six) Board Meetings were held during the financial year 2013-14. The dates on which the said meetings were held are as follows:

1.	25 <sup>th</sup> October, 2013	2.	5 <sup>th</sup> November, 2013	3.	29 <sup>th</sup> November, 2013
4.	1 <sup>st</sup> January, 2014	5.	12 <sup>th</sup> February, 2014	6.	15 <sup>th</sup> May, 2014

The 20th Annual General Meeting was held on 31<sup>st</sup> December, 2013.

**(iii) Details of attendance at the Board Meetings, Last Annual General Meeting and Shareholding of each Director are as follows:**

Name	Designation	Category	Attendance Particulars		No. of Equity Shares Held
			Board Meeting	Last AGM	
Mr. Dhirajbhai Koradiya	Chairman & Managing Director	EPD	6	Yes	NIL
Mr. Shwet Koradiya	Director & CFO	NEPD	6	Yes	9,32,000
Mr. Rameshkumar Mehta	Director	NED (I)	6	Yes	NIL
Mr. Paras Doshi@	Director	NED (I)	6	Yes	NIL
Mr. Manendra Pratap Singh#	Director	NED (I)	4	Yes	NIL
Mr. Subhash Patel#	Director	NED (I)	4	Yes	NIL
Mr. Depeshkumar Adani*	Additional Director	NED (I)	2	N.A	NIL
Mrs. Chetnaben Adani*	Additional Director	NED (I)	2	N.A	NIL

EPD - Executive Promoter Director / NEPD - Non Executive Promoter Director

NED (I) - Non Executive Independent Director

**(iv) Number of other companies or committees of which the Director is a Director/Member/Chairman:-**

Name of the Director	No. of other Public Ltd. Co. in which Director	No. of other Private Ltd. Co. in which Director	No. of Committees in which Member (other than Synergy Bizcon Ltd.) \$	No. of Committees in which Chairman (other than Synergy Bizcon Ltd.)\$
Mr. Dhirajbhai Koradiya	1	--	--	--
Mr. Shwet Koradiya	1	1	--	--
Mr. Rameshkumar Mehta	--	--	--	--
Mr. Paras Doshi @	--	--	--	--
Mr. Dipeshkumar Adani*	--	1	--	--
Mrs. Chetnaben Adani*	--	1	--	--
Mr. Subhash Patle#	6	4	--	--
Mr. Manendra Pratap Singh#	7	2	--	--

# Ceased as Director w.e.f. 12/02/2014.

@ Ceased as Director w.e.f. 14/11/2014.

\* Appointed as an Additional Director w.e.f. 12/02/2014.

\$ In accordance with the Explanation 1 of Clause 49(C)(ii) of the Listing Agreement, Membership/Chairmanship of only Audit Committees and Shareholders'/Investors' Grievance Committees of all Public Limited Company (excluding Synergy Bizcon Limited) have been considered.

As per Section 165 of the Companies Act, 2013, Directorship held by Directors mentioned above include Directorship of Public Limited Companies, Private Limited Companies, and private Companies that are holding or subsidiary of a public Company shall be included.

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.

**(v) Code of Conduct**

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 Managing Director (CEO) in this regard.

**(vi) Note on Directors seeking appointment/re-appointment:-**

- (a) **Mr. Dhirajbhai Koradiya** (Chairman & Managing Director), aged about 51 years is under graduate and having more than 30 years of enrich experience in the field of diamond and construction industry.

Mr. Dhirajbhai Koradiya is father of Mr. Shwet Koradiya.

He is also a Director in 1 (one) Public Limited Company named Lumineux Diam Limited.

- (b) **Mr. Shwet Koradiya** (CFO & Director), aged about 26 years, has completed his M.B.A (Finance) from University of Technology Sydney (UTS), Australia and He has been very much instrumental in the field of Finance and Accounts. He has 3 years of experience in the field of Diamond and Construction.

Mr. Shwet Koradiya is son of Mr. Dhirajbhai Koradiya.

He is a Director in 1 (one) Public Limited Company named L'avance Dirays Ltd.

- (c) **Mrs. Chetnaben Adani** (Non Executive Independent Director), aged about 33 years, is an under graduate and having more than 10 years of experience in the Business of diamond.

Mrs. Chetnaben Adani is wife of Mr. Dipeshkumar Adani.

She is not a Director in other Public Limited Company.

- (d) **Mr. Dipeshkumar Adani** (Non Executive Independent Director), aged about 36 years, is an under graduate and having more than 15 years of experience in the field of Financial Management and diamond.

Mr. Dipeshkumar Adani is husband of Mrs. Chetnaben Adani.

He is not a Director in other Public Limited Company.

- (e) **Mr. Rameshkumar Mehta** (Non Executive Independent Director), aged about 49 years, is a under graduate and is actively involved in the business of diamond and Construction.

He is not a Director in other Public Limited Company.

### C. COMMITTEE OF THE BOARD:-

#### (i) Audit Committee

The Audit Committee of the Company has been re-designed in accordance with provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

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.

During the financial year 2013-14, the Audit Committee met 3 (Three) times on 29th November, 2013, 12th February 2014 and 15th May, 2014. The Committee, at these meetings reviewed the financial reporting system and financial results for the first three quarters.

The details of composition of the Committee and their attendance at the meetings are given below:

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No.of Meeting attended
Mr. Rameshkumar Mehta	Chairman	NED (I)	3
Mr. Paras Doshi@	Member	NED (I)	3
Mr. Dhirajbhai Koradiya	Member	ED	3
Mr. Dipeshkumar Adani*	Member	NED (I)	--

@ Ceased as Member w.e.f. 14/11/2014.

\* Appointed as Member w.e.f. 14/11/2014.

The Company Secretary acts as a Secretary to the Committee

#### (ii) Stakeholder's Relationship Committee (formerly known as Shareholders'/Investors' Grievance Committee)

The nomenclature of the erstwhile 'Shareholders'/Investors' Grievance Committee' has been changed to 'Stakeholders Relationship Committee' while retaining the existing terms of reference which meets the regulatory requirements of the provisions of Section 178 of the Companies Act, 2013 read with Clause 49 of the listing agreement. The Stakeholder's Relationship Committee (formerly Shareholders'/ Investors' Grievance Committee) was constituted for the redressal of Shareholders'/Investors' complaints like transfer of shares, non-receipt of annual report, non-receipt of dividend, etc.

During the year, 3 (Three) Stakeholders Relationship Committee meeting was held on 29<sup>th</sup> November, 2013, 12<sup>th</sup> February, 2014 and 15<sup>th</sup> May, 2014. The necessary quorum was present in all the meetings.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No.of Meeting attended
Mr. Paras Doshi@	Chairman	NED (I)	3
Mr. Rameshkumar Mehta*	Member/Chairman	NED (I)	3
Mr. Dipeshkumar Adani#	Member	NED (I)	1
Mrs. Chetnaben Adani \$	Member	NED (I)	--

@ Ceased as Member w.e.f. 14.11.2014.

\* Appointed as Chairman w.e.f. 14.11.2014.

# Appointed as Member w.e.f. 12.02.2014.

\$ Appointed as Member w.e.f. 14.11.2014.

The Company Secretary acts as a Secretary to the Committee.

During the year, the Company has not received any complaint from the Shareholders of the Company. There was no outstanding complaint as on 30.06.2014.

#### (iii) Nomination & Remuneration Committee (formerly known as Remuneration Committee)

The Board of Directors has constituted Remuneration Committee w.e.f. 12.02.2014. Remuneration Committee has been re-designated as "Nomination and Remuneration Committee" pursuant to Section 178 of the Companies Act, 2013.

During the year 2013-14, 1 (one) meeting of the Remuneration Committee were held on 15<sup>th</sup> May, 2014.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No.of Meeting attended
Mrs. Chetnaben Adani #	Chairman	NED (I)	1
Mr. Rameshkumar Mehta	Member	NED (I)	1
Mr. Paras Doshi@	Member	NED (I)	1
Mr. Dipeshkumar Adani*	Member	NED (I)	--

# Appointed as Chairman w.e.f. 12.02.2014.

@ Ceased as member w.e.f. 14.11.2014.

\* Appointed as member w.e.f. 14.11.2014.

#### D. GENERAL BODY MEETING: -

##### (i) Annual General Meeting:

AGM for the financial year ended	Date, Time & Venue of AGM	Venue	Special Resolution
30-09-2011	31-12-2011 at 11.00 a.m.	ST-3, Press	--
30-09-2012	31-12-2012 at 11.00 a.m.	Complex, Indore	--
30-09-2013	31-12-2013 at 11.00 a.m.	404, Navneet Plaza, 5/2, Old Palasia, Indore	--

##### (ii) Extra-ordinary General Meeting:

During the year, No Extra-ordinary General Meeting was held by the Company.

### E. POSTAL BALLOT :-

During the financial year 2013-14, the Company has issued 1 (One) postal ballot notices:

Pursuant to Section 192A of the Companies Act, 1956, the Company had issued a postal ballot notice dated 5th November, 2013 to obtain approval of shareholders by way of special resolution for:

- (i) Alteration of sub-clause 3 of main object Clause III (A) of the Memorandum of Association of the Company (Resolution No. 1) and
- (ii) Issue of 20,00,000 equity shares of Rs. 10/- each at a premium of Rs. 40/- per share on preferential basis to promoters and non-promoters group of the Company (Resolution No. 2)

The Company appointed M/s. Kaushal Ameta & Co., Company Secretary in wholetime practice, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer(s) submitted their report to the Chairman and the result was announced on 12th December, 2013 at the registered office of the Company as under:

#### Voting Pattern:

Sr.No.	Particulars	Resolution No. 1	Resolution No. 2
1.	Number of Valid Postal Ballot Forms received	29	29
2.	Number of invalid Postal Ballot Forms received	Nil	Nil
3.	Total valid votes cast	4533600	4533600
4.	Votes in favor of the Resolution	4533600	4533600
5.	Votes against the Resolution	Nil	Nil

### F. 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 June 30, 2014.

### G. MEANS OF COMMUNICATIONS :-

#### Financial Results

The Company believes that all stakeholders should have access to adequate information, regarding the Company's position to enable them to accurately assess its future potential. Pursuant to the Listing Agreement with stock exchanges, all information which could have a material bearing on the Company's share price is released at the earliest.

The quarterly and annual financial results of the Company are normally published in Times of India and Pradesha Today. The Financial results are also displayed on the Company's website [www.sbcl.co.in](http://www.sbcl.co.in).

The Management Discussion and Analysis Report is appended elsewhere and forms an integral part of the Annual Report.

**H. GENERAL SHAREHOLDERS INFORMATION :-**

**(i) Annual General Meeting:-**

Day, date and time : Wednesday, 31st December 2014, 11:00 p.m.  
Venue : Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh

**(ii) Financial Calendar: -**

Calendar of events for the financial year ended: 31st March, 2015.  
Un-audited results for the period 01-07-2014 to 31-03-2015  
First Quarter Results (2014-2015) : Mid of November, 2014  
Second Quarter Results (2014-2015) : Mid of February, 2015  
Third Quarter Results (2014-2015) : Mid of May, 2015  
Annual General Meeting for 2014-15 : Month of September, 2015

**(iii) Date of Book Closure :-**

The Company's Register of Members and Share Transfer Books shall remain closed from 24th December, 2014 to 31st December, 2014 (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 01-10-2013 to 30-06-2014, 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 (merged with Calcutta Stock Exchange Limited).

Stock Exchange: - Madhya Pradesh Stock Exchange Limited (merged with CSE)  
Palika Plaza, MTH Compound, Indore

Demat ISIN No.: - INE945001019

Market Price data (At MPSE) :- Not traded during the year.

**(vii) Distribution of Shareholding (As on 30-06-2014)**

Shareholding of Nominal Value	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Shareholding
Upto - 5000	749	73.07	374500	3.04
5001 - 10000	2	0.20	1600	0.01
10001 - 20000	7	0.68	11400	0.09
100001 - Above	267	26.05	11937500	96.86
<b>Total</b>	<b>1025</b>	<b>100.00</b>	<b>12325000</b>	<b>100.00</b>

**(viii) Dematerialization of Shares :-**

Your Company has established electronic connectivity with NSDL and CDSL for dematerialization of shares. M/s. Purva Sharegistry Pvt. Ltd., Registrars and Share Transfer Agents of the Company, is appointed to conduct the Depository connectivity functions with NSDL and CDSL on such terms and conditions as may be finalized between the Company and the M/s. Purva Sharegistry Pvt. Ltd. During the year company has dematerialized more than 50% of its shares in demat form. As on 30th June, 2014, 90,81,800 equity shares constituting 73.68% of the total equity capital of the Company stand dematerialized.

**(ix) Address for Correspondence for Shareholders :-**

Address of Company	:	404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh Telfax: 0731 – 4202337 Email – <a href="mailto:synergybizcon@gmail.com">synergybizcon@gmail.com</a>
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 - <a href="mailto:busicomp@vsnl.com">busicomp@vsnl.com</a>

**(x) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-**

The Company has not issued GDRs/ADRs as on 30th June, 2014, no Warrants /Convertible Instruments outstanding for conversion.

**(xi) Reconciliation of Share Capital Audit:-**

In keeping with the requirement of the SEBI and MPSE, an audit by a Qualified practicing Company Secretary carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/ paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

**(xii) Observance of Secretarial Standards Issued by Institute of Company Secretary of India:-**

The Institute of Company Secretaries of India (ICSI), one of the premier professional bodies in India, has issued Secretarial Standards on important aspects like Board meetings, Payment of Dividend, Maintenance of Registers and Records, Minutes of meetings, Transmission of shares and Debentures, Passing of Resolutions by Circulation, Affixing of Common Seal and Board's Report. Although these Standards are recommendatory in nature, the Company substantially adheres to the standards voluntarily.

## DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

To,  
The Members of

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 30<sup>th</sup> June, 2014.

For SYNERGY BIZCON LIMITED

	<b>DHIRAJBHAI KORADIYA</b>	<b>SHWET KORADIYA</b>
Place : Surat	Managing Director	Director & CFO
Date : 14.11.2014	DIN: 03371017	DIN: 03489858

## CEO & CFO CERTIFICATE

To,  
The Board of Directors of  
**Synergy Bizcon Limited**  
404, Navneet Plaza, 5/2,  
Old Palasia, Indore – 452001,  
Madhya Pradesh

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their 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) To the best of our 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) We are accepting responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) We 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 they 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 SYNERGY BIZCON LIMITED

Place : Surat	<b>DHIRAJBHAI KORADIYA</b>	<b>SHWET KORADIYA</b>
Date : 14.11.2014	Managing Director/CEO	Director/CFO
	DIN: 03371017	DIN: 03489858



**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**Synergy Bizcon Limited**  
(Formerly known as Synergy Infrastructures Limited)

We have examined the compliance of conditions of Corporate Governance by **Synergy Bizcon Limited** (formerly known as Synergy Infrastructures Limited) for the period ended 30-06-2014 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 30-06-2014 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 & CO.**  
Chartered Accountants  
FRN.012940C

Place: Indore  
Date : 14-11-2014

**Dr. R.K.S. Jain**  
Proprietor  
M No.071697

## ANNEXURE TO DIRECTORS' REPORT MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**a. Industry structure and developments**

The Company is engaged in construction diamond trading and share trading activities during the year. The Company expects that these businesses will surge in the coming years.

Reflecting the trends of the overall economy, the year was not favorable for the real estate sector. It was received with a cautious sentiment amongst end-users and investors alike in the first half of the year, albeit with some momentum that began to build up in the third quarter with higher transactions in the commercial office sector while the residential sector saw more projects being launched, and the retail sector witnessed the introduction of 51.0% FDI in multi-brand retail. Developers found it difficult to raise debt from banks in India due to the tightening of the credit policy. Compounding their troubles, their cash flows were adversely affected due to slow off-takes on one hand and increase in input costs on the other.

**b. Segment-wise or products-wise performance**

The Company has only three business segment, Construction, Diamond trading, and Share Trading.

During the year, Company has earned revenue from Diamond trading business is Rs. 142.44 Lakh and from Share & Commodities trading business Rs. 373.68 Lakh & there was no revenue from the construction activity during the year. Further, the Company has earned Net profit before tax from Diamond trading business is Rs. 11.40 lakh and Net Loss before tax from Share & Commodities trading business Rs. 135.28 Lakh.

**c. Outlook on Risk and concerns**

Your Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector. Some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, counterparty risk, regulatory risk, commodity inflation risk and market risk. Your Company's chosen business strategy of focusing on certain key products and geographical segments is also exposed to the overall economic and market conditions. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

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**

The Net Income of your Company for the year 2013-14 was increased to Rs. 5,16,12,045/- as against Rs. 4,03,76,930/- of the previous year. However, the Company has made a Net loss after tax of Rs 1,23,56,962/- for the year 2013-14 as against the net profit after tax of Rs 15,19,449/- of the previous year.

**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 30-06-2014 was Three.

**g. Cautionary Statement**

Certain statements made in the Management discussion and analysis report, describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company's operations include competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

**For & on behalf of the Board of Directors**

Place: Surat  
Date : 14-11-2014

**DHIRAJBHAI KORADIYA**  
Chairman & Managing Director  
DIN: 03371017

**BALANCE SHEET AS AT 30<sup>th</sup> JUNE, 2014**

(Amount in Rs.)

PARTICULARS	NOTE NO.	As at 30-06-2014	As at 30-09-2013
<b>(I) EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	3	123,250,000	103,250,000
(b) Reserves and surplus	4	79,605,326	11,962,288
<b>2. Share application money pending allotment</b>			
--			
<b>3. Non-current liabilities</b>			
(a) Long-term borrowings		--	--
(b) Deferred tax liabilities (Net)		--	--
(c) Other current liabilities		--	--
(d) Long-term provisions		--	--
<b>4 Current liabilities</b>			
(a) Short-term borrowings		--	--
(b) Trade payables		--	--
(c) Other current liabilities	5	55,000	8,500
(d) Short-term provisions	6	235,614	76,500
<b>TOTAL</b>		<b>203,145,940</b>	<b>115,297,288</b>
<b>(II) ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Fixed assets	7		
(i) Tangible Assets		153,850	--
(b) Non-current investments	8	5,330,000	1,000,000
(c) Deferred Tax Assets (Net)		--	--
(d) Long-term loans and Advances	9	34,879,653	28,859,410
(e) Other non-current Assets		--	--
<b>2. Current Assets</b>			
(a) Current Investments		--	--
(b) Inventories	10	138,045,836	50,028,600
(c) Trade Receivables	11	23,858,675	25,550,000
(d) Cash and cash equivalents	12	877,926	9,859,278
(d) Short-term loans and advances		--	--
(e) Other current assets		--	--
<b>TOTAL</b>		<b>203,145,940</b>	<b>115,297,288</b>

See accompanying notes forming part of the financial statements  
As per our report of even date attached

**For Rajesh Shantilal Jain & Co.**  
Chartered Accountants  
FRN. : 012940C

For and on behalf of the Board of Directors

**Dr. R. K. S. JAIN**  
Proprietor  
M. No. 071697

**DHIRAJBHAI KORADIA**  
Managing Director  
DIN : 03371017

**SHWET KORADIA**  
Director/CFO  
DIN:03489858

Place : Indore  
Date : 28-08-2014

Place : Surat  
Date : 28-08-2014

**VISHAL DHOLIYA**  
Company Secretary  
ACS No. : 36465

**STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 30<sup>th</sup> JUNE, 2014**

(Amount in Rs.)

	PARTICULARS	NOTE NO.	For the Period ended 30-06-2014	For the year ended 30-09-2013
I.	Revenue from Operations(Gross)	13	51,612,045	40,376,930
	Less: Excise duty		--	--
	<b>Revenue from operations (net)</b>		<b>51,612,045</b>	<b>40,376,930</b>
II.	Other Income	14	201,772	--
III.	<b>Total Revenue (I +II)</b>		<b>51,813,817</b>	<b>40,376,930</b>
IV.	Expenses:			
	Cost of materials consumed		--	--
	Purchase of Traded Goods	15	150,520,596	--
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	16	(88,017,236)	27,316,346
	Employee benefit expense	17	128,013	55,000
	Financial costs		--	--
	Depreciation and amortization expense	7	11,750	--
	Other expenses	18	1,357,042	960,835
	<b>Total Expenses</b>		<b>64,000,165</b>	<b>28,332,181</b>
V.	Profit before exceptional and extraordinary items and tax (III - IV)		(12,186,348)	12,044,749
VI.	Exceptional Items	19	--	10,500,000
VII.	Profit before extraordinary items and tax (V-VI)		(12,186,348)	1,544,749
VIII.	Extraordinary Items		--	--
IX.	<b>Profit before tax (VII - VIII)</b>		<b>(12,186,348)</b>	<b>1,544,749</b>
X.	Tax expense:			
	(1) Current tax expense for current period		170,614	25,300
	(2) Deferred tax		--	--
XI.	Profit/(Loss) from the period from continuing operations (IX - X)		(12,356,962)	1,519,449
XII.	Profit/(Loss) from discontinuing operations		--	--
XIII.	Tax expense of discontinuing operations		--	--
XIV.	Profit/(Loss) from Discontinuing operations (XII-XIII)		--	--
XV.	<b>Profit/(Loss) for the period (XI + XIV)</b>		<b>(12,356,962)</b>	<b>1,519,449</b>
XVI.	Earning per equity share:	20		
	(1) Basic		(1.06)	0.15
	(2) Diluted		(1.06)	0.15

See accompanying notes forming part of the financial statements

As per our report of even date attached

**For Rajesh Shantilal Jain & Co.**

Chartered Accountants

FRN. : 012940C

For and on behalf of the Board of Directors

**Dr. R. K. S. JAIN**

Proprietor  
M. No. 071697

**DHIRAJBHAI KORADIA**

Managing Director  
DIN : 03371017

**SHWET KORADIA**

Director/CFO  
DIN:03489858

Place : Indore  
Date : 28-08-2014

Place : Surat  
Date : 28-08-2014

**VISHAL DHOLIYA**

Company Secretary  
ACS No. : 36465

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 30<sup>th</sup> JUNE, 2014**

(Amount in Rs.)

	PARTICULARS	For the Period ended 30-06-2014	For the year ended 30-09-2013
<b>A</b>	<b>Cash flow from Operating Activities</b>		
	Net Profit before tax and Extraordinary items	(12,186,348)	1,544,749
	Adjustment for :		
	Depreciation	11,750	-
	Preliminary & Pre-Operative Expenses	-	-
	<b>Operative Profit before change in assets &amp; liabilities:</b>	<b>(12,174,598)</b>	<b>1,544,749</b>
	(Increase)/Decrease in Trade & others receivable	1,691,326	(14,501,840)
	(Increase)/Decrease in Inventories	(88,017,236)	27,316,346
	Increase/(Decrease) in other current liability	46,500	8,500
	Increase/(Decrease) in Short-term provision	(11,500)	51,500
	(Increase)/Decrease in loan & advances	(6,020,243)	(4,548,160)
	Tax paid	-	(25,300)
	<b>Net Cash flow from Operating Activities</b>	<b>(104,485,751)</b>	<b>9,845,795</b>
<b>B</b>	<b>Cash Flow From Investing Activities</b>	<b>(4,495,600)</b>	<b>-</b>
	Purchase of Fixed Assets	(165,600)	-
	Purchase of Non-Current Investments	(4,330,000)	-
<b>C</b>	<b>Net Cash Flow from Financing Activities</b>	<b>100,000,000</b>	<b>-</b>
	Proceed from issue of Share Capital	20,000,000	-
	Proceed from Securities Premium	80,000,000	-
	<b>Net Increase/Decrease in Cash &amp; Cash Equivalent (A+B+C)</b>	<b>(8,981,351)</b>	<b>9,845,795</b>
	<b>Add:- Cash &amp; Cash Equivalent as at 30th September 2013</b>	<b>9,859,277</b>	<b>13,483</b>
	<b>Cash &amp; Cash Equivalent as at 30th June 2014</b>	<b>877,926</b>	<b>9,859,278</b>

**Notes :** Figure in bracket represent cash out flow and cash flow statement has prepared as per the indirect method defined in "Accounting Standard-3" issued by ICAI. Previous year figures have been recast/restated where necessary.

As per our report of even date attached

**For Rajesh Shantilal Jain & Co.**

Chartered Accountants  
FRN. : 012940C

**Dr. R. K. S. JAIN**  
Proprietor  
M. No. 071697

Place : Indore  
Date : 28-08-2014

For and on behalf of the Board of Directors

**DHIRAJBHAI KORADIA**  
Managing Director  
DIN : 03371017

**SHWET KORADIA**  
Director/CFO  
DIN:03489858

**VISHAL DHOLIYA**  
Company Secretary  
ACS No. : 36465

Place : Surat  
Date : 28-08-2014

**Notes forming part of the financial statements**

**1 CORPORATE INFORMATION**

"Synergy Bizcon Limited is a Public company incorporated on 29th April, 1993 under Companies Act 1956. The Registered Office of the company is situated at 404, Navneet Plaza, 5/2, Old Palasia, Indore. Its shares are listed on a recognised stock exchange in India. The Company is engaged in the business of share and Diamond trading. No money circulating scheme shall be carried on by the company."

**2 ACCOUNTING POLICIES**

**2.1 Basis of accounting and preparation of financial statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except company has considered accounting period year from 01-10-2013 to 30.06.2014 i.e. company prepared these financial statement for the period of nine month for the alignment of the Companies Act, 2013.

**2.2 Inventories**

Inventories are valued at cost including necessary provision for obsolescence.

**2.3 Cash and cash equivalents**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**2.4 Fixed Assets and Depreciation**

"Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to the working condition for its intended use. Depreciation is provided on the Written Down Value method ('WDV') as per the depreciation rates prescribed in Schedule XIV of the Act. Depreciation is charged on pro-rata basis on assets acquired during the year. "

**2.5 Investment**

Long term investments are stated at cost less other than temporary decline in the value of such investments, if any.

**2.6 Revenue recognition**

**Sale of goods**

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

**Other Income**

Interest income is accounted on accrual basis.

## **2.7 Provisions and contingencies**

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation. An estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

## **2.8 Tax Expenses**

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961.

## **2.9 Earnings per share**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.



**NOTES TO THE FINANCIAL STATEMENT**

Note No	PARTICULARS	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
3	<b>Share Capital</b>		
	<b>Equity Share Capital :</b>		
	<b>Authorised Share capital</b> 20000000 (20000000) Equity Shares of Rs.10/- Each	200,000,000	200,000,000
	<b>Issued, subscribed &amp; fully paid share capital</b> 12325000(10325000) Equity Shares of 10/- each fully paid	123,250,000	103,250,000
	<b>Total</b>	<b>123,250,000</b>	<b>103,250,000</b>
3(i)	<p><b>Terms/Rights attached to equity Shares</b></p> <p>Equity Shares : The company has only one class of equity shares having par value of Rs.10 per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>		
3(ii)	<b>Reconciliation of Number of Shares: Equity Shares</b>	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Balance as at the beginning of the year	10,325,000	10,325,000
	Add: Issued During the year	2,000,000	-
	<b>Balance As at the end of the year</b>	<b>12,325,000</b>	<b>10,325,000</b>
3(iii)	<b>Detail of shares held by shareholders holding more than 5% of the aggregating shares in the company</b>		
	<b>Equity Shares :</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
	1. Koradiya Mile Stone Private Limited	4,022,000	2,912,000
	% of Holding	32.63	28.20
	2. Shwet Koradiya	932,000	932,000
	% of Holding	7.56	9.03
4	<b>Reserve &amp; Surplus</b>	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
(i)	<b>Securities Premium Reserve</b>		
	Balance as per last financial statements	-	-
	Add : received during the Year	80,000,000	-
	<b>Balance as at the end of the year</b>	<b>80,000,000</b>	<b>-</b>
(ii)	<b>Surplus in the statement of Profit and loss</b>		
	Balance as per last financial statements	11,962,288	10,442,839
	Profit for the Year	(12,356,962)	1,519,449
	<b>Balance as at the end of the year</b>	<b>(394,674)</b>	<b>11,962,288</b>
	<b>Total</b>	<b>79,605,326</b>	<b>11,962,288</b>

5	Other Current Liabilities	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Expense payable	53,500	-
	TDS Payable	1,500	8,500
	<b>Total</b>	<b>55,000</b>	<b>8,500</b>
6	Short-term provisions	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Provision for audit fees	65,000	76,500
	Provision for income tax	170,614	-
	<b>Total</b>	<b>235,614</b>	<b>76,500</b>
8	Non-Current Investment	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	<b>Non Trade Investment(Unquoted)(at Cost)</b>		
	Investment in Equity Shares (fully paid up) (10000 Equity Shares of Rs. 10/- each at Premium of Rs. 90/- each of Acqua Green Realty Pvt. Ltd & 34640 Equity Shares of Rs. 10/- each at Premium of Rs. 115/- each of Mehta Polytax Pvt. Ltd.)	5,330,000	1,000,000
	<b>Total</b>	<b>5,330,000</b>	<b>1,000,000</b>
9	Long term loans and Advances	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Other loans and advances unsecured considered good	34,859,410	28,859,410
	TDS Receivable	20,243	-
	<b>Total</b>	<b>34,879,653</b>	<b>28,859,410</b>
10	Inventories	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	<b>Stcok-in-trade</b>		
	Polished Diamond (Pointed)	9,151,150	-
	Polished Diamond Stock	128,894,686	-
	Stock (share)	-	50,028,600
	<b>Total</b>	<b>138,045,836</b>	<b>50,028,600</b>
11	Trade Receivables	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Other trade Receivables (not exceeding six months) Unsecured, considered good	23,858,675	25,550,000
	<b>Total</b>	<b>23,858,675</b>	<b>25,550,000</b>

**FIXED ASSETS**

**Note - 7**

PARTICULARS	Rate of depreciation	Cost/Gross Block			Depreciation			Net Block			
		Opening	Additions	Deductions	Closing	Up to last year	for the period	On sale/ Adjustment	To Date	As at 30th September, 2013	As at 30th June, 2014
Air conditioner	13.91%	0	74600	0	746000	0	2743	0	2743	0	71857
Computers	40.00%	0	67000	0	670000	0	8114	0	8114	0	58886
Office Equipments	13.91%	0	24000	0	24000	0	893	0	893	0	23107
<b>TOTAL</b>		<b>0</b>	<b>165600</b>	<b>0</b>	<b>165600</b>	<b>0</b>	<b>11750</b>	<b>0</b>	<b>11750</b>	<b>0</b>	<b>153850</b>
Previous Year		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

12	Cash and cash equivalents	As at 30-06-2014	As at 30-09-2013
		Amount In Rs.	Amount In Rs.
	Cash on hand	286,784	252,952
	<b>Balances with banks</b>		
	Bank of India	13,995	13,995
	Kotak Mahindra Bank Ltd.	494,957	9,592,331
	Kotak Mahindra Bank	82,190	-
	<b>Total</b>	<b>877,926</b>	<b>9,859,278</b>
13	Revenue from Operations (Gross)	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	Sale of Products(Refer Note No.13.1)	51,612,045	39,977,000
	Other Operating Revenue	-	399,930
	<b>Total</b>	<b>51,612,045</b>	<b>40,376,930</b>
13.1	Sale of Products Comprises	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	<b>Traded Goods</b>		
	Sale of Polished Diamond	14,243,828	-
	Sale of Shares	37,368,217	39,977,000
	<b>Other Operating Revenue</b>		
	Construction Income	-	399,930
	<b>Total</b>	<b>51,612,045</b>	<b>40,376,930</b>
14	Other Income	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	Interest Income	201,772	-
	<b>Total</b>	<b>201,772</b>	<b>-</b>
15	Purchase of Traded Goods	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	Polished Diamonds	141,369,446	-
	Polished Diamonds Pointed	9,151,150	-
	Shares	-	-
	<b>Total</b>	<b>150,520,596</b>	<b>-</b>
16	Changes in inventories of stock-in-trade	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	<b>Inventory at the end of the year</b>		
	Traded Goods		
	Shares Stock	-	50,028,600
	Polished Diamond(Pointed)	9,151,150	-
	Polished Diamond Stock	128,894,686	-
		<b>138,045,836</b>	<b>50,028,600</b>
	<b>Inventory at the beginning of the year</b>		
	Traded Goods		
	Shares stock	50,028,600	77,344,946
		<b>50,028,600</b>	<b>77,344,946</b>
	<b>Net (Increase)/Decrease</b>	<b>(88,017,236)</b>	<b>27,316,346</b>

17	Employee Benefit Expenses	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	Salary & wages	128,013	55,000
	<b>Total</b>	<b>128,013</b>	<b>55,000</b>
17.1	<p>As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below :</p> <p>All employee benefits payable wholly within twelve/operating cycle months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services. There is no defined benefit plans during the period. No managerial remuneration has been paid during the period to the director.(Previous year Nil.)</p>		
18	Other Expenses	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
	Stock Exchange Fees	646,070	44,944
	Depository Fees	85,396	56,180
	Account Fees	125,000	-
	Advertisement Expenditure	16,102	12,875
	Payment to Auditor	105,000	105,300
	Professional Fees	80,000	631,000
	Demat Charges Fees	11,942	-
	Bank Charges	-	536
	Printing & Stationary Expenses	49,805	-
	Share Transfer Fees	2,603	65,000
	Registrar Agent Fees	11,798	-
	Rent Expenses	67,500	45,000
	Roc Filing Fees	132,224	-
	Misc. Expenses	23,602	-
	<b>Total</b>	<b>1,357,042</b>	<b>960,835</b>
18.1	<b>Payment to Auditors</b>		
	As Auditors- Statuary Audit Fees	50,000	40,000
	As Tax Audit Fees	15,000	20,300
	For Taxation Metters	40,000	45,000
	<b>Total</b>	<b>105,000</b>	<b>105,300</b>
19	Exceptional Items	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
i	Bad Debts written off	-	10,500,000
	<b>Total</b>	<b>-</b>	<b>10,500,000</b>
20	Earning Per Share	For the period ended 30-06-2014	For the year ended 30-09-2013
		Amount In Rs.	Amount In Rs.
i	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	(12,356,962)	1,519,449
ii	Weighted No. of Equity Shares	11,651,007	10,325,000
iii	Basic earning per share	(1.06)	0.15
iv	Diluted earning per share	(1.06)	0.15
v	Face Value per equity share	10.00	10.00

<b>21</b>	<b>Related Party Disclosures</b>	<p>In accordance with accounting standard 18 "Related Party Disclosure" issued by the Institute of Chartered Accountant of India, the Company has compiled the required information is as under :-</p> <p><b>Key Managerial Personnal</b>                  Mr. Dhirajbhai Vaghjibhai Koradiya (Managing Director)                  Mr. Shwet Dhirajbhai Koradiya (Chief Finance Officer)</p> <p><b>Transactions with Related Parties:</b> There are no transaction with any of the related parties during the period ended on 30.06.2014.</p>	
<b>22</b>	<b>Segment Reporting</b>	<p><b>a) Business Segment :</b>                  The Company is mainly engaged in the business of Dimonds and shares trading. All other activities of the Company revolve around the main business and as such there is no separate reportable business segment.</p> <p><b>b) Geographical Segment:</b>                  Since all the operations of the Company are conducted within India as such there is no separate reportable geographical segment.</p>	
(Amount in Lacs)			
	<b>Particulars</b>	<b>For the period ended 30-06-2014</b>	<b>For the year ended 30-09-2013</b>
	<b>Segment Revenue</b>		
	(a) Trading Diamond	142.44	0.00
	(b) Share & Commodity Trading	373.68	399.77
	(c) Construction	0.00	4.00
	<b>Total</b>	<b>516.12</b>	<b>403.77</b>
	Less: Inter segment revenue	0	0
	<b>Net Sales/Income From Operation</b>	<b>516.12</b>	<b>403.77</b>
	<b>Segment Results</b>		
	(Profit)(+) / Loss (-) before tax and interest from each segment		
	(a) Construction	0.00	4.00
	(b) Trading Diamond	11.40	0.00
	(c) Share & Commodity Trading	(135.28)	11.20
	(d) Unallocated	2.02	0.00
	<b>Total</b>	<b>(121.86)</b>	<b>15.20</b>
	Less: (i) Interest	0.00	0.00
	(ii) Other Un-allocable Expendiure Net off	0.00	0.00
	(iii) Un-allocable income	0.00	0.00
	<b>Total Profit Before Tax</b>	<b>(121.86)</b>	<b>15.20</b>
	<b>Capital Employed</b>		
	(Segment assets - Segment Liabilities)		
	(a) Construction	0.00	0.00
	(b) Trading Diamond	1966.47	0.00
	(c) Share & Commodity Trading	53.30	1152.12
	(d) Unallocated	8.78	0.00
	<b>Total</b>	<b>2028.55</b>	<b>1152.12</b>

23	Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation.		
24	In the opinion of the Board of Directors of the Company, the other Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.		
25	Value of Imports on (CIF Basis)		
i	Raw Material	Nil	Nil
ii	Capital Goods	Nil	Nil
iii	Trading Goods	Nil	Nil
26	Expenditure in foreign exchange	Nil	Nil
27	Earning in foreign exchange	Nil	Nil
28	These financial statements have been prepared in the format prescribed by the revised Schedule VI to the companies Act 1956. Previous period figures have been recasted / restated to confirm to the current period. Figures have been rounded off to the nearest Rupee.		

As per our report of even date attached

**For Rajesh Shantilal Jain & Co.**  
Chartered Accountants  
FRN. : 012940C

For and on behalf of the Board of Directors

**Dr. R. K. S. JAIN**  
Proprietor  
M. No. 071697

**DHIRAJBHAI KORADIA**  
Managing Director  
DIN : 03371017

**SHWET KORADIA**  
Director/CFO  
DIN:03489858

Place : Indore  
Date : 28-08-2014

Place : Surat  
Date : 28-08-2014

**VISHAL DHOLIYA**  
Company Secretary  
ACS No. : 36465

**SYNERGY BIZCON LIMITED**

CIN: L45201MP1993PLC007647

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore - 452001, Madhya Pradesh, Telfax. 0731 - 420233

Email: [synergybizcon@gmail.com](mailto:synergybizcon@gmail.com), Website: [www.sbcl.co.in](http://www.sbcl.co.in)

DP ID : \_\_\_\_\_

**FORM NO. MGT-11  
PROXY FORM**

CLIENT ID: \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint :

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Wednesday, the 31st September, 2014 at 11.00 a.m. and any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution
<b>Ordinary Business</b>	
1	Adoption of financial statement
2	Appointment of Director
3	Appointment of auditor
<b>Special Business</b>	
4	Appointment of Mr. Dipesh Adani as an Independent Director
5	Appointment of Mrs. Chetnaben Adani as an Independent Director
6	Appointment of Mr. Ramesh Mehta as an Independent Director
7	Re-appointment of Mr. Dhirajbhai Koradiya as a Managing Director for further period of 5 years

As witness my / our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Affix  
1Rupee

Signature of Shareholder \_\_\_\_\_ Signature of Proxy \_\_\_\_\_

**NOTE :** The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.



**SYNERGY BIZCON LIMITED**

CIN: L45201MP1993PLC007647

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore - 452001, Madhya Pradesh, Telfax. 0731 - 420233

Email: [synergybizcon@gmail.com](mailto:synergybizcon@gmail.com), Website: [www.sbcl.co.in](http://www.sbcl.co.in)

**ATTENDANCE SLIP**

(Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall)

DPID \_\_\_\_\_

CLIENT ID \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

I hereby record my presence at the 21<sup>st</sup> ANNUAL GENERAL MEETING of the Company held on Wednesday, 31<sup>st</sup> December, 2014 at 11.00 a.m. at Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh.

Name of Shareholder/Proxy \_\_\_\_\_ Signature of Shareholder/Proxy \_\_\_\_\_

-----cut here-----

**BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Name(s) of the First Named Shareholder (In Block Letters).....

Postal Address:.....

Registered Folio No. /D.P ID No. and Client ID\* : .....

Number of Equity Shares held : .....

**I/ We hereby exercise my/our vote in respect** of the following resolution(s) to be passed at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on Wednesday, 31<sup>st</sup> December, 2014 at 11.00 a.m at Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh in respect of businesses as stated in the Notice dated 14th November, 2014 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description of Resolution	No. of Eq. Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Adoption of financial statement			
2	Appointment of Director			
3	Appointment of auditor			
4	Appointment of Mr. Dipesh Adani as an Independent Director			
5	Appointment of Mrs. Chetnaben Adani as an Independent Director			
6	Appointment of Mr. Ramesh Mehta as an Independent Director			
7	Re-appointment of Mr. Dhirajbhai Koradiya as a Managing Director for further period of 5 years			

\*Applicable to investors holding shares in Electronic Form.

Place :

Date :

\_\_\_\_\_  
Signature of the Member/ Beneficial Owner

**INSTRUCTIONS FOR FILLING THE BALLOT FORM**

1. A member desiring to vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz: Mr. Manish R. Patel, Practising Company Secretary, C/o. Synergy Bizcon Limited, 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh.
2. In case of companies, trusts, societies etc the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority.
3. Unsigned Ballot Forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed Ballot Form should reach the Scrutiniser not later than 6.00 p.m on Friday, the 26<sup>th</sup> December, 2014 at the address mentioned in point no. 1 above.
6. The Scrutinizer's decision on the validity of Ballot Form will be final.

## BOOK-POST



If undelivered, please return to :

**SYNERGY BIZCON LIMITED**

404, Navneet Plaza, 5/2,  
Old Palasia, Indore - 452001,  
Madhya Pradesh  
Telfax: 0731 - 4202337