

# **SYNERGY BIZCON LIMITED**

**(Formerly known as "Synergy Infrastructures Limited**

## **REPORT ON CORPORATE GOVERNANCE**

The detailed report on Corporate Governance, for the financial year 1<sup>st</sup> October, 2012 to 30<sup>th</sup> September, 2013 as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :-

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

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

### **B. BOARD OF DIRECTORS:-**

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

Name of the Director	Category of Director	No. of other Public Limited Company Directorship	No. of other Board Committees	
			Member	Chairman
Mr. Dhirajbhai Koradiya	ED	1	--	--
Mr. Shwet Koradiya	NED	1	--	--
Mr. Paras Doshi	NED(I)	--	--	--
Mr. Manendra Pratap Singh	NED(I)	7	--	--
Mr. Subhash Patle	NED(I)	7	1	--
Mr. Rameshkumar Mehta	NED(I)	--	--	--

ED - Executive Director, NED - Non Executive Director, NED(I) - Non Executive Independent Director.

The present strength of the Board of Directors of the Company is 6 Directors of which 1 director is Executive Director, 1 Director is Non Executive Promoter Director and 4 Directors are Non Executive Independent 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. During the period under review, 6 (Six) Board Meetings were held on 30<sup>th</sup> October 2012, 11<sup>th</sup> January 2013, 31<sup>st</sup> January 2013, 8<sup>th</sup> April 2013, 15<sup>th</sup> May 2013 and 13<sup>th</sup> August 2013.

The 19<sup>th</sup> Annual General Meeting was held on 31<sup>st</sup> December, 2012.

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

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Name	Attendance Particulars		No. of Equity Shares Held
	Board Meetings	Last AGM	
Mr. Jyoti Prakash Bapna <sup>1</sup>	1	Yes	Nil
Mr. Dhirajbhai Koradiya <sup>2</sup>	5	NA	Nil
Mr. Shwet Koradiya <sup>3</sup>	5	NA	932000
Mr. Rameshkumar Mehta	6	Yes	Nil
Mr. Paras Doshi	6	Yes	Nil
Mr. Manendra Pratap Singh	6	Yes	Nil
Mr. Subhash Patle	6	Yes	Nil

Note:-

1. Ceased as Director w.e.f. 11/01/2013.
2. Appointed as an Additional Director & Managing Director w.e.f. 11/01/2013.
3. Appointed as an Additional Director w.e.f. 11/01/2013.

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

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

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

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

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

## **C. DETAILS OF REMUNERATION PAID TO DIRECTORS:-**

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

## **D. COMMITTEES OF THE BOARD: -**

### **(i) Audit Committee**

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

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During the year, the Audit Committee met 5 (Five) times on 30<sup>th</sup> October 2012, 15<sup>th</sup> November 2012, 31<sup>st</sup> January 2013, 15<sup>th</sup> May 2013 and 13<sup>th</sup> August 2013.

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

Name	Designation	No. of Meeting held	No. of Meetings attended
Mr. Rameshkumar Mehta	Chairman	5	5
Mr. Paras Doshi	Member	5	5
Mr. Dhirajbhai Koradiya @	Member	5	3
Mr. Jyoti Prakash Bapna #	Member	5	2

@ Appointed as Member w.e.f. 11.01.2013.

# Ceased as Member w.e.f. 11.01.2013.

### **(ii) Shareholders' / Investors' Grievance Committee**

The 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, 1 (One) Shareholders'/Investors' Grievance Committee meeting was held on 30<sup>th</sup> October, 2012.

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

Name	Designation	No. of Meetings attended
Mr. Paras Doshi	Chairman	1
Mr. Jyoti Prakash Bapna #	Member	1
Mr. Rameshkumar Mehta @	Member	Nil

# Ceased as member w.e.f. 11.01.2013.

@ Appointed as Member w.e.f. 11.01.2013.

Mr. Mohd. Anish Khan is the Compliance Officer of the Company.

During the year, the Company has not received any complaint from the Shareholders of the Company. There was no outstanding complaint as on 30.09.2013.

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## **E. GENERAL BODY MEETING: -**

(i) Annual General Meeting:

AGM for the financial year ended	Date, Time & Venue of AGM	Venue	Special Resolution
30-09-2010	31-12-2010 at 11.00 A.M.	22, Press Complex, Indore	-
30-09-2011	31-12-2011 at 11.00 A.M.	ST-3, Press Complex, Indore	-
30-09-2012	31-12-2012 at 11.00 A.M.		-

(ii) Extra-ordinary General Meeting:

During the year, 1 Extra-ordinary General Meeting was held on 10<sup>th</sup> June, 2013. In the Extra-ordinary General Meeting resolutions to Increase Authorised capital of Company and Change in the name of Company was unanimously passed.

## **F. POSTAL BALLOT:-**

During the year, No postal ballot was conducted.

## **G. DISCLOSURES REGARDING APPOINTMENT/REAPPOINTMENT: -**

(i) MR. DHIRAJBHAI KORADIYA – MANAGING DIRECTOR, aged about 50 years, is under graduate and having more than 26 years of 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.

(ii) MR. SHWET DHIRAJBHAI KORADIYA – Promoter Director, aged about 25 years, has completed his M.B.A 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 Limited.

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(iii) MR. RAMESHKUMAR PREMCHAND MEHTA – Independent Director, aged about 48 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.

## **H. 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.
- (iii) Pursuant to sub-clause V of the Clause 49 of the Listing Agreement, the Board has received CEO/CFO certificate for the Financial Year ended September 30, 2013.

## **I. MEANS OF COMMUNICATIONS: -**

### Financial Results

The quarterly and annual financial results of the Company are normally published in Times of India and Pradesh Today.

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

## **J. GENERAL SHAREHOLDERS INFORMATION: -**

### (i) Annual General Meeting:-

Day, date and time : Tuesday, 31<sup>st</sup> December 2013  
Venue : 404, Navneet Plaza, 5/2,  
Old Palasia, Indore – 452001, MP.

### (ii) Financial Calendar: -

Calendar of events for the financial year ended 30<sup>th</sup> September, 2014.

Audited results for the period ended 01-10-2013: 30-09-2014  
First Quarter Results (2013-2014) : Mid of February, 2014  
Second Quarter Results (2013-2014) : Mid of May, 2014  
Third Quarter Results (2013-2014) : Mid of August, 2014  
Fourth Quarter Results (2013-2014) : Mid of November, 2014  
Annual General Meeting for 2013-14 : End of December, 2014

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(iii) Date of Book Closure: -

The Company's Register of Members and Share Transfer Books shall remain closed from 24<sup>th</sup> December, 2013 to 31<sup>st</sup> December, 2013 (both days inclusive).

(iv) Share Transfer System: -

The Company has entered into an Agreement with M/s. Purva Shareregistry Pvt. Ltd. on 16<sup>th</sup> 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 01-10-2012 to 30-09-2013, no queries / complaints / requests were received by the Company from the shareholders and investors.

(vi) Listing on Stock Exchange: -

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

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

Demat ISIN No.: - INE945O01019

(vii) Market Price data (At MPSE)

Not traded during the year.

(viii) Distribution of Shareholding (As on 31-03-2013)

Shareholding of Nominal Value	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Shareholding
Upto - 5000	749	77.14	374500	3.63
5001 - 10000	2	0.20	1600	0.01
10001 -20000	7	0.72	11400	0.11
100001 - Above	213	21.94	9937500	96.25
<b>Total</b>	<b>971</b>	<b>100.00</b>	<b>10325000</b>	<b>100.00</b>

(ix) Dematerialization of Shares: -

During the year, your Company has established electronic connectivity with NSDL and CDSL for dematerialization of shares. M/s. Purva Shareregistry 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 Shareregistry Pvt. Ltd.

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(x) 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:info@synergyinfrastructures.com">info@synergyinfrastructures.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>

(xi) Dematerialization of shares:

As on 30<sup>th</sup> September, 2013, 38,44,000 equity shares constituting 37.23% of the total equity capital of the Company stand dematerialized.

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

The Company has not issued GDRs/ADRs as on 30th September, 2013, no Warrants /Convertible Instruments outstanding for conversion.

(xiii) 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.

(xiv) 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.

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**DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT**

To,  
The Members of  
SYNERGY BIZCON LIMITED

It is hereby certified and confirmed that as provided in clause 49 I(D) of the Listing Agreement with the Stock Exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 30<sup>th</sup> September, 2013.

**For SYNERGY BIZCON LIMITED**

**Place: Surat**  
**Date: 29.11.2013**

**DHIRAJBHAI KORADIYA**  
Managing Director

**SHWET KORADIYA**  
CFO



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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### (a) Industry structure and developments

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

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 two business segment, Construction and Share Trading.

During the year, Company has earned revenue from Construction business Rs. 4.00 Lakh and from Share & Commodities trading business Rs. 399.77 Lakh. Further, the Company has earned Net profit after tax from Construction business Rs. Rs. 4.00 lakh and from Share & Commodities trading business Rs. 11.19 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.

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

The Net Income of your Company for the year 2012-13 was increased to Rs. 4,03,76,930 as against 3,88,63,224 of the Previous year. Net profit after tax of the Company was decreased to 15,19,449 as against 21,97,026 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 30-09-2013 was one.

(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**

**Dated: 29-11-2013**  
**Place: Surat**

**DHIRAJBHAI KORADIYA**  
**Chairman & Managing Director**