



Neo Infracon Limited

Annual Report 2014-15



Neo Infracon Limited



**ANNEXURE
Amendments to Equity Listing Agreement**

1. In Clause 31 of Equity Listing Agreement, in sub-clause (a), after the term ".....Directors' Annual Reports", the following shall be inserted, viz.,:-

"along with Form A or Form B, as applicable, the proforma for which shall be as under:-

**FORM A
Format of covering letter of the annual audit report to be filed with the stock exchanges**

1	Name of the company	Neo Infracon Limited
2	Annual financial statements for the year ended	31st March 2015
3	Type of Audit observation	Un-Qualified
4	Frequency of observation	Not Applicable
5	To be signed by- 1. Mr Naresh Mehta Managing Director 2. Mr. Dilip Mehta Director & CEO 3. Mr. Vipul N Chauhan,Partner M/s. D Kothay & Co. Chartered Accountants 4. Mr Rajen Mehta Chairman, Audit Committee	Sd/-

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32nd ANNUAL REPORT

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ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

- | | |
|------------------------|------------------------------|
| 1. Mr. Naresh Mehta | - Managing Director |
| 2. Mr. Dilip Mehta | - Director & CFO |
| 4. Mr. Ankush Mehta | - Non - Independent Director |
| 4. Mr. Rajen Mehta | - Independent Director |
| 5. Mr. Tabrez Shaikh | - Independent Director |
| 6. Ms. Varisha Kanungo | - Independent Director |

- AUDITORS** - M/s. D. Kothary & Co.
Chartered Accountant.

- REGISTERED OFFICE** - 52/52-A, Nanubhai Desai Road,
9, Mulji Thakarsi Building,
Sindhi Lane, Mumbai - 400 004,
Maharashtra
Tel.: 022-61453600 / 022-23856390
Fax: 022-23874518
E-mail : anuvinind@gmail.com
Website: www.anuvinind.com

- BANKERS** - IDBI Bank Ltd.
State Bank Of India

- TRANSFER AGENT** - Purva sharegistry (India) Pvt Ltd.
9, Shiv Shakti Industrial Estate,
J. R Boricha Marg,
Lower Parel (E),

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of Neo infracon Limited will be held at the Corporate Office of the Company at 1st Floor, Nilay Life scapes Bldg, Parmanand Wadi Opp. Lohana Mahajan Wadi, Charani Road, Mumbai - 400 004 on Monday, the 28th September, 2015 at 11:30 a.m. to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2015, the Profit and Loss Account and Cash Flow Statement for the year ended on that date as also the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in Place of Mr. Ankush Mehta who retire by rotation but being eligible, offer himself for re-appointment.
3. Appointment of Auditors

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

"RESOLVED that pursuant to provision of section 139 and other applicable provisions, if any, of the COMPANIES ACT 2013 and rules framed thereunder as amended from time to time M/s D. Kothary & co. Chartered accountants(firm registration no. 105335w), be and is hereby re-appointed as auditor of company to hold office from conclusion of Thirty sixth AGM of the company to be held in year 2019(subject to ratification of their appointment in every AGM) as such remuneration plus service tax, out of pocket , travelling and living expanses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Special Business:**4. APPOINTMENT OF MS. VAISHA KANUGO AS A DIRECTOR**

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

"RESOLVED that Ms. Varisha Kanungo (DIN 07152423), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2015 under Section 161(1) of the Companies Act, 2013("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Ms. Varisha Kanungo for the office of Director be and is hereby appointed as a Director of the Company.

"RESOLVED further that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014(including any statutory modifications or reenactment(s) thereof for the time being in force), Ms. Varisha Kanungo (DIN 07152423) who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to the fifth consecutive AGM of the Company to be held in the year 2020, not liable to retire by rotation."

By Order of the Board of Directors,

Place: Mumbai
Date : 30/05/2015

Naresh Mehta
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A 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 sent herewith.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th SEPTEMBER, 2015 To 27th SEPTEMBER, 2015 for the purpose of the Annual General Meeting of the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.

5. The Members are requested to:

- (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Purva shareregistry(India) Pvt Ltd, unit 9, shiv shakti ind estate ,J. R Boricha Marg , Lower parel (east) ,Mumbai 400011 in respect of their holdings in physical form.
- (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
- (c) Non-Resident Indian Members are requested to inform M/s. Purva shareregistry (India)Private Limited immediately of the change in residential status on return to India for permanent settlement.
- (d) Register their email address and changes therein from time to time with M/s.Purva shareregistry (India) Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.

6. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva shareregistry (India) Private Limited and have it duly filled and sent back to them.

8. **Re-appointment of Directors:**

Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting.

9. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.anuvinind.com to register the email id.

10. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.

11. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.

	<ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

B. In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on 25/09/2015 Start Time: 9.00 am and ends on 27/09/2015 End Time: 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21/09/2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or write an email to helpdesk.evoting.nsdl.com.
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The e-voting period commences on September 25, 2015 (9:00 am) and ends on September 27, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of SEPTEMBER 21, 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21ST September, 2015
 - VII. Mr. Vijay Kumar Mishra, Practicing Company Secretary(F-5023) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form sent herewith or can be downloaded from our website www.anuvinind.com and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the form to reach Mr. Vijay Kumar Mishra, Scrutinizer appointed by the Company at the registered office of the Company on or before September 27, 2015 (5.00 pm).
 13. Members can choose only one of the two options, namely e-voting or voting through physical assent/ dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid.
 14. The Results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anuvinind.com and on the website of NDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
 15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company

By Order of the Board of Directors,

Place: Mumbai
Date : 30/05/2015

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

Annexure to the Notice pursuant to section 102 of the Companies Act 2013**Item No. 4**

Ms. VARISHA RAMESH KANUNGO is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. She joined the Board of Directors of your Company on 31/03/2015.

Reference is also invited in this connection to new Clause 49 effective from October 1, 2014 of the Listing Agreement, Clause 49 provides inter alia that an independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the company.

Provided that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Varisha R Kanungo as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Ms. Varisha R Kanungo as an Independent Director, for the approval by the shareholders of the Company.

Except Ms. VARISHA RAMESH KANUNGO being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or of the Company and their relatives is concerned or interested, financial or otherwise. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

By Order of the Board of Directors,

Place: Mumbai
Date : 30/05/2015

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

DIRECTOR'S REPORT

Your Directors have pleasure in presenting their 32nd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial Summary or performance of the company:

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Revenue from operations	2,16,95,877	4,86,78,100
Revenue from Other Income	8,572	6,53,372
Total Income	2,17,04,449	4,93,31,472
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	3,70,478	14,78,257
Less: Financial expenses	26,722	43,349
Operating profit before Preliminary expenses, Depreciation & Taxation	3,43,756	14,34,908
Less: Depreciation & Preliminary expenses written off	-	-
Profit before Taxation	3,43,756	14,34,908
Less :Provision for Taxation		
Current Tax	2,40,000	6,50,000
Short/(Excess) tax provision for earlier years	13,237	9,410
Deferred Tax	--	--
Profit after Taxation	90,519	7,75,498
Add: Charge pursuant to the adoption of revised Schedule II	-	-
Add: Charge on account of transitional provisions under AS 15	-	-
Add: Balance brought forward	-	-
Profit available for appropriation	90,519	7,75,498

1. Operations:

The year under review was the year of consolidation for future growth. The revenue of the company dropped by almost more than 60% because real estate business situation as less new buyer are in market and selling expenses is also very high. As the real estate business in India is going on from a reformative stage, Government of India has proposed a new Real estate bill which is under consideration in parliament, Property rate in all metropolitan cities is either stable or falling, due to high inflation and whole sale price index less money remained on hand of buyer is also a cause for under performance of this sector. As various new things are in line in this sector and government vision of affordable housing to all, it seems that real estate sector is going to perform well in future.

2. Dividend

During the year the company has managed to be in profit with a very minimal amount of profit and due to that earning per share is also very less hence In order to conserve resources for the operating business and in order to improve the performance the company, your director recommended to plough all the profit and do not recommend any dividend for the financial year 2014-15

3. Reserves

The board of director of the company has decided to transfer all the current profit earned by the company into reserve of the company for consolidation of resources and to performance better in future.

4. Transfer To Reserve:

Your company proposed to transfer all profit which is Rs.90519 to the General Reserve for the year under review.

5. Matters Related To Directors And Key Managerial Personnel:

During the year under review, the Ms. Varisha Ramesh Kanungo has been appointed as a director in the company by her inclusion the board have a composition of Male and Female directors which will be helpful for board of director to get divergent views on different topics apart from that Mr. Dhananjay Digambar Pande who was associated with the company since 2010 has resigned from the Directorship of the company due to pre-occupation of other work the board of director has taken note to his contribution which is very helpful.

The Board of Director has appointed Mr. Dilipkumar Keshrimal Mehta as a Chief Financial Officer (CFO) who is considered as a Key Managerial personnel (KMP) of the company as per Companies Act, 2013. As Mr. Dilipkumar Keshrimal Mehta has been associates with company since 2009 and due to his vast experience in financial sector and other expertise he is considered as very desirable personnel for this post.

All such above appointment has been done after recommendation of appointed person by the Nomination and Remuneration Committee of the company and as per applicable qualification per given in Companies Act, 2013. Stock exchange has been intimated properly from time to time any such appointment and resignation and other information as stipulated under Clause 49 of the Listing Agreement.

Declaration by an Independent Director(s) and re- appointment:

The company during the year under review has taken a declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The company has three Independent Director on its Board of Director as a set of practice company used to take declaration of Independence from Independent Director in the first board meeting of directors after their appointment and in every first board Meeting of the Financial Year. An independent director who has been appointed in last AGM shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company.

6. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and Clause 49 of the Listing Agreement, the Board, in consultation with Internal Auditor, had carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee and Nomination and Remuneration Committee. The Board of Directors expressed their satisfaction with the evaluation process.

7. Number of meetings of the Board of Directors:

During the year under review 7 Board Meetings and 5 Audit committee were convened and held, the details of which are given in the Corporate Governance Report. The Intervening gap between the meetings was within the period prescribed under the companies act, 2013 and the Clause 49 of the Listing Agreement.

8. Remuneration Policy:

The Board, has, on the recommendation of the Nomination and Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Senior Management and their remuneration pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Remuneration Policy is stated in the Corporate Governance Report.

9. Deposits:

During the year under review your company has not accepted any deposit. Hence the provision for disclosure of the information relating to deposit is not applicable on company for the financial Year under review.

10. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

No material change and commitment affecting the financial position of the company have occurred between the end of the financial year (FY 15) of the company to which the financial statement related and the date of this Board Report.

11. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

No significant and material order passed by the any regulators or courts or tribunals impacting the going concern status and company's operation in future as the company believe in high compliance standard Hence the chances of any non compliances and any mishap is very less.

12. Details of Subsidiary/Joint Ventures/Associate Companies:

A company has no subsidiary company/ Joint Venture/ Associates Companies neither company is subsidiary of any the company during the year under review.

13. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement:

As the company does not have any of the subsidiary company/ Joint Venture/ Associates Company hence this section is not applicable on company for the financial year under review.

14. Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the provisions of Section 134(3)(c) of the Companies Act, 2013 that :

- A. In the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- B. Such accounting policies as mentioned in the Notes to the financial statements have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the Profit of the Company for the year ended on that date;
- C. Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- D. The annual financial statements have been prepared on a going concern basis;
- E. Proper internal financial controls had been laid down and followed and that such internal financial controls are adequate and were operating effectively; and
- F. Proper systems to ensure compliance with the provisions of all applicable laws were in places which were adequate and operating effectively.

15. Share Capital:

The paid up equity share capital of the company as on March 31, 2015 was Rs.53,068,000. During the year under review the company has not issued shares with differential voting right nor granted stock option nor sweat equity.

16. Extract of the annual return:

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-9 of the Companies (Management and Administration) Rules, 2014 is annexed herewith as Annexure A and forms an integral part of this Report.

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

The details of foreign exchange earnings and outgo during the year under review are as below: As the company business is totally situated in within the national boundaries and no agreement for purchase or sale done with any foreign parties. Hence for the year under review company has no foreign exchange earnings or expenses.

18. Corporate Social Responsibility:

During the year under review company has not exceeds any of the limit prescribed in section 135 Hence the company does not required to comply with provision Corporate Social Responsibility nor required to make any provision of expenses for CSR activities given in Schedule VII of the Companies Act, 2013.

19. Details of establishment of vigil mechanism for directors and employees :

The Company has a vigil mechanism named Whistle Blower Policy to deal with any instances of fraud and mismanagement in the Company. The details of the Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

20. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

21. Particulars of loans, guarantees or investments under section 186:

During the year under review the company has not provided any short term or long term loan and advances, Guarantee or securities, or made investment in any body corporate or any other person as defined in section 186 of Companies Act, 2013. Hence the company does not required to maintain register as prescribed in Companies Act, 2013.

22. Particulars of contracts or arrangements with related parties:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and the provisions of the Companies Act, 2013, Rules made there under and Clause 49 of the Listing Agreement are not attracted. As a matter of good corporate disclosure practice by the company Form AOC 2 is given in Annexure II. During the year, the Company had

not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a quarterly basis for transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

Details of transactions with Related Parties are given in the notes to the Financial Statements.

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

23. Particulars of Employees:

The information required pursuant to Section 197 of the Companies Act, 2013 ('the Act') read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

None of the employees listed in the said Annexure is related to any Director of the Company. None of the employees hold (by himself or along with his / her spouse and dependent children) more than 2% of the equity shares of the Company.

24. Statutory Auditors:

The company auditor M/S. D. Kothary & Co. Chartered Accountants, has been appointed as a company statutory auditor for five Annual General Meeting at last year subject to ratification of member at each AGM.

Pursuant to the provision of section 139 to 143 of the Companies Act, 2013 read with the rules of the Companies (Audit and Auditors) Rules, 2015, The Audit Committee and the Board have recommended their ratification of the Auditor for upcoming Annual General Meeting of the company as such remuneration plus service tax, out of pocket expenses, traveling expenses as may be mutually agreed between the Board of Director of the Company.

25. Auditors' Report:

Pursuant to the provisions of Section 139 to 143 of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014, the Board of Directors had appointed M/S. D. Kothary & Co. Chartered Accountants to undertake the Statutory Audit of the Company for the financial year 2014-2015. The Report of the Statutory Auditor is annexed herewith in Annual Report and forms an integral part of this Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditor in his Statutory Audit Report.

26. Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. VKM & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2014-2015. The Report of the Secretarial Auditor is annexed herewith as Annexure A and forms an integral part of this Report.

The Company is in process for appointment of Wholetime Company Secretary as required u/s.203 of the Companies Act, 2013.

27. Details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The company has an adequate Internal Control System, Commensurate with the size, scale and complexity of its operations. The scope of the Internal Audit(IA) function outsources to VKM & Associates as of current is well defined in the engagement letter of the internal auditor duly approved by the audit committee. To maintain its objectivity and Independence, the Internal Auditor report to the Audit Committee.

The Internal Auditor evaluates the adequacy of the internal control system in the company on the basis of statement of operation procedure, instruction manuals, accounting policy and procedure.

28. Audit Committee :

The Audit Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

29. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

30. Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013:

Your Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy has set guidelines on the redressal and enquiry process that is to be followed by the complainants. While dealing with issues related to sexual harassment at the workplace towards any women employee's secrecy will be maintained and no women employee will be subjected to any kind of harassment and other mean of inconvenience for raising and issue or pointing out unethical behavior. All women employees (permanent, temporary, contractual and trainees) are covered under this policy. All employees are treated with dignity with a view to maintain an environment free of sexual harassment whether physical, verbal or psychological.

31. Risk management policy:

As the company business segment is small and as the paid up share capital of the company is less than Ten crore hence provision clause 49 is not applicable on company but as a company policy of High compliances the company during the year under review has pursuant to the requirement of Clause 49 of the Listing

Agreement, has constituted a Risk Management Policy. The details of the Policy are updated on company website and managerial employee of the company is properly informed about their role and responsibility

By Order of the Board of Directors,

Place: Mumbai
Date : 30/05/2015

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

SECRETARIAL AUDIT REPORT**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**TO,
THE MEMBERS,**

NEO INFRACON LIMITED

52/52-A, Nanubhai Desai Road,
9, Mulji Thakarsi Building, Sindhi Lane
Mumbai - 400 004.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NEO INFRACON LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Reserve bank of India Act, 1934 and rules and regulation made there under from time to time and any other modification enactment issue by RBI which is applicable on Non Banking Financial Companies (NBFC);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. As per 203 of the Company's Act 2013, all Listed company compulsorily needs to appoint Whole Time Company Secretary and the company has not appointed him during the year under review.

We further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Mumbai
Date : 30th May, 2015

For VKM & Associates
Practising Company Secretary

(Paresh Pandya)
Partner
ACS No.12123
C P No.: 4869

ANNEXURE II - Form AOC- 2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)
Of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under third proviso thereto:

- 1. Details of material contracts or arrangements or transactions not at arm's length basis:**
Not Applicable
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**
Not Applicable

BY ORDER OF THE BOARD

**Naresh Mehta
Managing Director**

**Dilip Mehta
Director & CFO**

**Place: Mumbai
Date: 30/05/2015**

ANNEXURE III TO THE DIRECTORS' REPORT

RELEVANT EXTRACT OF ANNUAL RETURN for the financial year ended on March 31, 2015.

I. REGISTRATION AND OTHER DETAILS:

i.	Corporate Identity Number (CIN) of the Company	L65910MH1981PLC248089
ii.	Registration Date	09/06/1981
iii.	Name of the Company	NEO INFRACON LIMITED
iv.	Category/Sub-Category of the Company	Public Company limited by shares
v.	Address of the Registered office and contact details	52/52-A, Nanubhai Desai Road, 9, Mulji Thakarsi Building, Sindhi Lane, Mumbai - 400 004. Tel.: 022-61453600 / 022-23856390 / Fax: 022-23874518 E-mail: anuvinind@gmail.com Website: www.anuvinind.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. 9, Shivshakti Industrial Estate, J. R. Boricha Marg, Lower Parel (E), Mumbai - 400 001. Tel.: 022-2301 6761 / 8261 Fax: 022-2301 2517 E-mail: busicomp@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / Service	% total turnover of the company
1.	Construction Activities	NIL	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable section of companies Act, 2013
1.	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**A) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the begging of the year 03/31/2014				No. of Shares held at the end of the year 03/31/2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
(g) Individuals/ HUF	1748300	0	1748300	32.94	1950429	0	1950429	36.75	3.81
(h) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(i) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(j) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(k) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(l) Any Other....									
* DIRECTORS	0	0	0	0.00	0	0	0	0.00	0.00
* DIRECTORS RELATIVES	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the begging of the year 03/31/2014				No. of Shares held at the end of the year 03/31/2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
* PERSON ACTING IN CONCERN	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A)(1) :-	1748300	0	1748300	32.94	1950429	0	1950429	36.75	3.81
(2) Foreign									
(a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other Individuals									
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Other....									
Sub Total (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1748300	0	1748300	32.94	1950429	0	1950429	36.75	3.81
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
(b) Banks FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govet(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)									
• U.T.I.	0	0	0	0.00	0	0	0	0.00	0.00
• FINANCIAL INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
• I.D.B.I.	0	0	0	0.00	0	0	0	0.00	0.00
• I.C.I.C.I.	0	0	0	0.00	0	0	0	0.00	0.00
• GOVERMENT COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
• STATE FINANCIAL CORPORATION	0	0	0	0.00	0	0	0	0.00	0.00
• QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
* ANY OTHER	0	0	0	0.00	0	0	0	0.00	0.00
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0.00	0	0	0	0.00	0.00
* PRIVATE SECTOR BANKS	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	865508	13800	879308	16.57	899203	13000	912203	17.19	0.62
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	196582	503900	700482	13.20	141621	486300	627921	11.83	-1.37
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1650210	41800	1692010	31.88	1426386	41800	1468186	27.67	-4.22

Category of Shareholders	No. of Shares held at the beggng of the year 03/31/2014				No. of Shares held at the end of the year 03/31/2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) Others (specify)									
* N.R.I. (NON-REPAT)	500	0	500	0.01	0	0	0	0.00	-0.01
* N.R.I. (REPAT)	207474	0	207474	3.91	261491	0	261491	4.93	1.02
* FOREIGN CORPORATE BODIES	0	0	0	0.00	0	0	0	0.00	0.00
* TRUST	0	0	0	0.00	0	0	0	0.00	0.00
* HINDU UNDIVIDED FAMILY	78726	0	78726	1.48	86520	0	86520	1.63	0.15
* EMPLOYEE	0	0	0	0.00	0	0	0	0.00	0.00
* CLEARING MEMBERS	0	0	0	0.00	50	0	50	0.00	0.00
* DEPOSITORY RECEIPTS	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	2999000	559500	3558500	67.06	2815271	541100	3356371	63.25	-3.81
Total Public Shareholding (B) = (B)(1)+(B)(2)	2999000	559500	3558500	67.06	2815271	541100	3356371	63.25	-3.81
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GrandTotal(A + B + C)	4747300	559500	5306800	100.00	4765700	541100	5306800	100.00	0.00
Other	0	0	0	0.00	0	0	0	0.00	0.00

B) Shareholding of Promoters

Sl. No.	Shareholder's Name	No. of Shares held at the beggng of the year 03/31/2014			No. of Shares held at the end of the year 03/31/2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	
1	DILIP KESHRIMAL MEHTA	599600	11.30	0	616400	11.62	0	0.32
2	NARESH KESARIMAL MEHTA	585000	11.02	0	605000	11.40	0	0.38
3	SANGEETA NARESH MEHTA	321900	6.07	0	321900	6.07	0	0.00
4	PINKY DILIP MEHTA	241800	4.56	0	241800	4.56	0	0.00
5	ANKUSH NARESH MEHTA	0	0.00	0	165329	3.12	0	3.12

C) Change in Promoters' Shareholding

	Shareholder's Name	Shareholding at the beginning of the year 03/31/2014		Shareholding at the during the year 03/31/2015		
		No. of Shares	% of total shares the Company	No. of Shares	% of total shares the Company	
1	DILIP KESHRIMAL MEHTA 9/5/2014 31/03/2015	599600 16800	11.30 0.32	616400 0	11.62 0.00	Buy
2	NARESH KESARIMAL MEHTA 9/5/2014 31/03/2015	585000 20000	11.02 0.38	605000 0	11.40 0.00	Buy
3	SANGEETA NARESH MEHTA 31/03/2015	321900	6.07	321900	6.07	
4	PINKY DILIP MEHTA 31/03/2015	241800	4.56	241800	4.56	
5	ANKUSH NARESH MEHTA 11/4/2014 2/5/2014 9/5/2014 31/03/2015	0 50000 50889 64440	0.00 0.94 0.96 1.21	50000 100889 165329 165329	0.94 1.90 3.12 3.12	Buy Buy Buy

D) Shareholding Pattern of top ten Shareholders:

	Top Ten Shareholder's Name	No. of Shares held at the beginning of the year 03/31/2014		No. of Shares held at the end of the year 03/31/2015		Type
		No. of Shares	% of total shares the Company	No. of Shares	% of total shares the Company	
1	NEURO PROPERTIES PRIVATE LIMITED	359968	6.78			
	31/03/2015			359968	6.78	
2	NOEN ESTATES AND PROPERTIES PRIVATE	317079	5.97			
	31/03/2015			317079	5.97	
3	VIRENDRA GAYAPRASAD GARG	263500	4.97			
	31/03/2015			263500	4.97	
4	SAPNA GARG	250000	4.71			
	31/03/2015			250000	4.71	
5	RAJESH PARASMAL JAIN	185700	3.50			
	31/03/2015			185700	3.50	
6	MUKESH RAGHUMAL CHETWANI	175700	3.31			
	14/08/2014	5701	0.11	181401	3.42	Buy
	5/9/2014	40090	0.76	221491	4.17	Buy
	12/9/2014	3861	0.07	225352	4.25	Buy
	19/09/2014	26139	0.49	251491	4.74	Buy
	26/09/2014	10000	0.19	261491	4.93	Buy
	31/03/2015			261491	4.93	
7	RATANLAL HASTIMAL BOTHRA	163700	3.08			
	13/06/2014	-20000	-0.38	143700	2.71	Sell
	30/06/2014	-9000	-0.17	134700	2.54	Sell
	4/7/2014	-10000	-0.19	124700	2.35	Sell
	1/8/2014	-4000	-0.08	120700	2.27	Sell
	8/8/2014	-3000	-0.06	117700	2.22	Sell
	14/08/2014	-26650	-0.50	91050	1.72	Sell
	22/08/2014	-100	0.00	90950	1.71	Sell
	29/08/2014	-10206	-0.19	80744	1.52	Sell
	5/9/2014	-10000	-0.19	70744	1.33	Sell
	19/12/2014	-10500	-0.20	60244	1.14	Sell
	31/12/2014	-225	0.00	60019	1.13	Sell
	9/1/2015	-475	-0.01	59544	1.12	Sell
	16/01/2015	1982	0.04	61526	1.16	Buy
	23/01/2015	-25	0.00	61501	1.16	Sell
	30/01/2015	-25	0.00	61476	1.16	Sell
	6/2/2015	-1	0.00	61475	1.16	Sell
	27/02/2015	-101	0.00	61374	1.16	Sell
	13/03/2015	-20	0.00	61354	1.16	Sell
	31/03/2015			61354	1.16	
8	SUBHASH KUMAR PARASMAL JAIN	163300	3.08			
	9/5/2014	1503	0.03	164803	3.11	Buy
	5/9/2014	-17600	-0.33	147203	2.77	Sell
	12/9/2014	-20000	-0.38	127203	2.40	Sell
	19/09/2014	-19801	-0.37	107402	2.02	Sell
	26/09/2014	1900	0.04	109302	2.06	Buy
	28/11/2014	-555	-0.01	108747	2.05	Sell
	5/12/2014	-30	0.00	108717	2.05	Sell
	12/12/2014	-100	0.00	108617	2.05	Sell

	Top Ten Shareholder's Name	No. of Shares held at the beginning of the year 03/31/2014		No. of Shares held at the end of the year 03/31/2015		Type
		No. of Shares	% of total shares the Company	No. of Shares	% of total shares the Company	
	31/03/2015			108617	2.05	
9	CHOICE EQUITY BROKING PVT LTD	140580	2.65			
	11/4/2014	-50000	-0.94	90580	1.71	Sell
	2/5/2014	-30000	-0.57	60580	1.14	Sell
	9/5/2014	-60580	-1.14	0	0.00	Sell
	31/03/2015			0	0.00	
10	CHANDRAKUMAR KHANMALJI JAIN	87500	1.65			
	13/06/2014	-10000	-0.19	77500	1.46	Sell
	11/7/2014	-10000	-0.19	67500	1.27	Sell
	25/07/2014	-9000	-0.17	58500	1.10	Sell
	1/8/2014	-10000	-0.19	48500	0.91	Sell
	8/8/2014	-7000	-0.13	41500	0.78	Sell
	30/08/2014	-41500	-0.78	0	0.00	Sell
	30/09/2014	39500	0.74	39500	0.74	Buy
	10/10/2014	-8855	-0.17	30645	0.58	Sell
	17/10/2014	-11280	-0.21	19365	0.36	Sell
	24/10/2014	-3000	-0.06	16365	0.31	Sell
	31/10/2014	-16365	-0.31	0	0.00	Sell
	31/03/2015			0	0.00	

E) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Top Ten Shareholder's Name	Share holding at the beginning of the year		Cumulative Shareholding during the year		Type
		No. of Shares	% of total shares the Company	No. of Shares	% of change in share holding during the year	
	N.A.					

V. INDEBTEDNESS (Rs. In Lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Addition				
Reduction				
Net Change Indebtedness				
At the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

	Name of MD / WTD / Manager	Total Amount (in Rs. Lacs)
	Naresh Mehta	
Gross salary		
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	3.00	3.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL	NIL
Stock Option	NIL	NIL
Sweat Equity	NIL	NIL
Commission - as % of profit - others, specify...	NIL	NIL
Others, please specify	NIL	NIL
Total (A)	3.00	3.00
Ceiling as per the Act		42.00

B. Remuneration to other Directors

Particulars of Remuneration	Name of Directors			Total Amount (in Rs. Lacs)
	Rajen Mehta	Tabrez Shaikh	Varisha Kanungo	
Independent Directors				
Fee for attending board / committee meetings	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	NIL
Total (B)	NIL	NIL	NIL	NIL
Total Managerial Remuneration(A)+(B)	NIL	NIL	NIL	NIL

*appointed on March 31, 2015

C Remuneration to Key Managerial Personnel other than MD/WTD/Manager

Particulars of Remuneration	Name of Managerial Personnel			Total Amount (in Rs. Lacs)
	CEO	Company Secretary	CFO	
Independent Directors				
Gross salary	--	--	--	--
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961				

Particulars of Remuneration	Name of Managerial Personnel			Total Amount (in Rs. Lacs)
	CEO	Company Secretary	CFO**	
Independent Directors				
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 196				
Stock Option	NIL	-	-	NIL
Sweat Equity	NIL	-	-	NIL
Commission - as % of profit - others, specify...	NIL	-	-	NIL
Others, please specify	NIL	-	-	NIL
Total	NIL	NIL	NIL	NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

CEO / CFO CERTIFICATION

**The Board of Directors,
Neo Infracon Limited**

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2015 and that to the best of our knowledge and belief;
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - 2) 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) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the 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 we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- 1) Significant changes in internal control over financial reporting during the year.
 - 2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Neo Infracon Limited

**Place : Mumbai
Date : 30th May, 2015**

**DILIP MEHTA
Director & CFO**

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT
FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT
PERSONNEL**

I hereby confirm that, as per the provisions of Clause 49 of the Listing Agreement executed with the Stock Exchanges, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the "Code of Conduct for the Board of Directors and the Senior Management Personnel", for the financial year 2014-15.

FOR AND BEHALF OF THE BOARD
For NEO INFRACON LIMITED

Place: Mumbai
Date: 30.05.2015

NARESH MEHTA	DILIP MEHTA
Managing Director	Director & CFO

MANAGEMENT DISCUSSIONS & ANALYSIS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2015.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Segment-wise Performance

The Company operates in only one segment for real estate construction and development activities. The Business Segments has been identified in accordance with Accounting Standard.

Subsidiary Company

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

Risk & Concerns

In today's complex business environment, almost every business decision requires executives and managers to balance risk and reward. Effective risk management is therefore critical to an organization's success. Globalization with increasing integration of markets, newer and more complex products and transactions and an increasingly stringent regulatory framework has exposed organizations to and integrated approach to risk management. Timely and effective risk management is of prime importance to our continued success. The sustainability of the business is derived from the following:

- Identification of the diverse risks faced by the company.
- The evolution of appropriate systems and processes to measure and monitor them.
- Risk Management through appropriate mitigation strategies within the policy framework.
- Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- Reporting these risk mitigation results to the appropriate managerial levels.
- There is the risk of loss from inadequate or failed systems, processes or procedures. These may be attributed to human failure or technical problems given the increase use of technology and staff turnover. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

Opportunities and Threats

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- There are good prospects for expanding further activities in this direction.
- The company is also facing server competition from other Real estate companies Some of the key changes in the industry unfavourable to the company are:
 - Heightened competition
 - Increasing Compliances
 - Attraction and retention of human capital.
 - Regulatory changes.

Internal Control Systems and their Adequacy

Internal control systems are embedded in the processes across all functions in the Company. These systems are being regularly reviewed and wherever necessary are modified or redesigned to ensure better efficiency and effectiveness. The systems are subjected to supervision by the Board of Directors and the Audit Committee, duly supported by Corporate Governance. Company Complies with all Applicable statutes, policies, procedures, listing requirements and management guidelines. It Adheres to applicable accounting standards and polices.

Human Resources

- The Management believes in maintaining cordial relations with its employees. The management recognizes the importance of Human Resources and effective steps will be taken to strengthen the same depending on the requirements.
- The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- The Company maintained good Industrial / Business relation in market which enhanced the Creditworthiness of the Company.

Cautionary Statement:

Statement in the Management Discussion and Analysis describing the Company's objectives exceptions or predications may be forwards looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Several factors could make significant difference to the company's operation. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities etc. over which the company does not have any control.

INDEPENDENT AUDITOR'S REPORT

**To the Members of
Neo Infracon Limited**

Report on the Financial Statements

We have audited the accompanying financial statements **Neo Infracon Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

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, of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss Statement and the Cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which has the impact on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For D. Kothary & Co.

Chartered Accountants

(Firm's Registration No. 105335W)

Vipul N. Chauhan

(Partner)

(Membership No. 047846)

Place: Mumbai

Date: 30th May, 2015

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. The Company does not have fixed assets; hence this clause is not applicable. assets:
2. In respect of its inventories:
 - a) The inventories consist of construction WIP have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. The Company has not granted secured and unsecured loan to parties covered in the register maintained under section 189 of the Companies Act.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 4 of the Order are not applicable to the Company.
6. To the best of our knowledge and belief, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Act, in respect of the services rendered by the Company. Accordingly, the provisions of clause 4(vi) of the Order are not applicable.
7. According to the information and explanations given to us in respect of statutory dues:
 - a) Undisputed statutory dues in respect of custom duty, excise duty, sales tax, service tax, withholding taxes, provident fund, and employees' state insurance, as applicable and any other statutory dues have been regularly deposited with the appropriate authorities. There were no undisputed amounts payable in respect of Income-tax, Custom Duty, Sales Tax, Service tax and other material statutory dues in arrears as at 31st March 2015, for a period of more than six months from the date they became payable.
 - b) There are no statutory dues pending to be deposited on account of disputes pending with various forums.
 - c) There was no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
8. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and also in the immediately preceding financial year.

9. Based on our audit procedures and as per the information and explanations given by management, the Company has not defaulted in repayment of dues to any financial institution or Bank.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Therefore, the provisions of paragraph 4 (x) of the said Order are not applicable to the Company.
11. In our opinion and according to the information and explanations given to us, the Company has not taken any term loan; hence this clause is not applicable.
12. In our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

For D. Kothary & Co
Chartered Accountants
(Firm Registration No. 105335W)

Vipul N. Chauhan
Partner
Membership No. 047846

Place : Mumbai
Date : 30th May, 2015

BALANCE SHEET AS AT 31st MARCH, 2015

Particulars	Note	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
Share capital	3	53,068,000	53,068,000
Reserves and surplus	4	7,134,971	7,044,452
		60,202,971	60,112,452
2 Non current liabilities			
Long term borrowings	5	-	4,200,000
Other Long term liabilities	6	1,317,998	405,091
		1,317,998	4,605,091
3 Current liabilities			
Short term borrowings	7	-	58,000
Trade payables		8,263,280	2,859,718
Other current liabilities	8	6,611,384	9,049,839
Short term provisions	9	240,000	650,000
		15,114,664	12,617,557
TOTAL		76,635,633	77,335,100
II. ASSETS			
1 Non current assets			
Non current Investments	10	-	100
Long term loans & Advances	11	1,349,141	31,637
		1,349,141	31,737
2 Current assets			
Inventories	12	53,775,120	41,929,172
Trade receivables	13	14,284,055	21,853,504
Cash and bank balances	14	623,317	1,345,348
Short term loans and advances	15	6,604,000	12,175,339
		75,286,492	77,303,363
TOTAL		76,635,633	77,335,100
Significant accounting policies & Note on financial statements	1 to 31		

As per our report of even dated

For D. Kothary & Co.
Chartered Accountants
(Firm's Registration No. 105335W)

Vipul N. Chauhan
(Partner)
(Membership No. 047846)

Place: Mumbai
Date: 30th May, 2015

For Neo Infracon Limited

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

Place : Mumbai
Date : 30th May, 2015

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
Revenue from operations	16	21,695,877	48,678,100
Other income 17		8,572	653,372
Total Revenue		21,704,449	49,331,472
Expenses:			
Cost of Flats sold	18	18,183,311	43,897,269
Employee Benefit expenses	19	300,000	300,000
Financial Expenses	20	26,722	43,349
Other expenses	21	2,850,660	3,655,946
Total Expenses		21,360,693	47,896,564
Profit before tax		343,756	1,434,908
Tax expense:			
Current tax		240,000	650,000
Short/(Excess) tax provision for earlier years		13,237	9,410
Deferred tax		-	-
Profit after tax		90,519	775,498
Earning per share on Equity Shares of Rs. 10 each (Refer note 26)			
- Basic		0.02	0.15
- Diluted		0.02	0.15
Significant accounting policies			
Notes to financial statements	1 to 31		

As per our report of even dated

For D. Kothary & Co.
Chartered Accountants
(Firm's Registration No. 105335W)

Vipul N. Chauhan
(Partner)
(Membership No. 047846)

Place: Mumbai
Date: 30th May, 2015

For Neo Infracon Limited

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

Place : Mumbai
Date : 30th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
A. Cash Flow From Operating Activities :			
Net profit before tax as per statement of profit and loss		343,756	1,434,908
Adjustments for :			
Share issue Expenses written off		-	200,598
Investment Write off		100	-
Interest Income		-	(653,372)
Interest Expenses		26,722	43,349
Operating Cash Flow Before Changes in Working Capital		370,578	1,025,483
Changes in current assets and liabilities			
(Increase)/ Decrease in trade receivables		7,569,449	3,457,838
(Increase)/ Decrease in loans and advances & Current & Non Current Assets		4,253,835	24,081,017
(Increase)/ Decrease in Inventories		(11,845,948)	30,397,531
Increase/ (Decrease) in trade payables		5,403,562	1,287
Increase/ (Decrease) in other current Liabilities & Provisions		(1,729,375)	(6,557,602)
Cash Generated From Operations		4,022,101	52,405,554
Payment of Taxes (Net of Refunds)		(459,410)	(459,410)
Net Cash Flow From Operating Activities (A)		3,562,691	51,946,144
B. Cash Flow From Investing Activities :			
Interest Income		-	653,372
Net Cash Flow From Investment Activities (B)		-	653,372
C. Cash Flow From Financing Activities :			
(Repayment)/ Borrowing of loans		(4,258,000)	(51,550,305)
Interest Paid on Borrowing		(26,722)	(43,349)
Net Cash From/ (Used In) Financing Activities (C)		(4,284,722)	(51,593,654)
Net Increase In Cash Or Cash Equivalents (A+B+C)		(722,031)	1,005,862
Cash And Cash Equivalents At The Beginning Of The Year		1,345,348	339,486
Cash And Cash Equivalents As At The End Of The Year		623,317	1,345,348
Component of cash and cash equivalents (Refer note 13)			

As per our report of even dated

For D. Kothary & Co.
Chartered Accountants
(Firm's Registration No. 105335W)

Vipul N. Chauhan
(Partner)
(Membership No. 047846)

Place: Mumbai
Date: 30th May, 2015

For Neo Infracon Limited

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

Place : Mumbai
Date : 30th May, 2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
NOTE 3 SHARE CAPITAL		
AUTHORISED		
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs.10 each	53,068,000	53,068,000
	53,068,000	53,068,000
ISSUED, SUBSCRIBED AND PAID UP		
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs.10 each fully paid up	53,068,000	53,068,000
	53,068,000	53,068,000

Note

- The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.
- Details of shares held by each shareholder holding more than 5% shares:

Particulars	March 31, 2015		March 31, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Dilip K Mehta	616,400	11.62%	599,600	11.30%
Naresh K Mehta	605,000	11.40%	585,000	11.02%
Sangeeta N Mehta	321,900	6.07%	321,900	6.07%
Neuro Properties Pvt. Ltd	359,968	6.78%	359,968	6.78%
Noen Estate and Properties Pvt. Ltd	317,079	5.97%	317,079	5.97%

Particulars	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
NOTE 4 RESERVES AND SURPLUS		
Share forfeited Account	3,466,000	3,466,000
Opening Profit & Loss balance	3,578,452	2,802,954
Profit / (Loss) for the year	90,519	775,498
	3,668,971	3,578,452
	7,134,971	7,044,452
NOTE 5 LONG TERM BORROWINGS		
Unsecured		
From Others	-	4,200,000
	-	4,200,000

Particulars	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
NOTE 6		
OTHER LONG TERM LIABILITIES		
Electricity charges Fund	634,353	206,803
Maintainance charges Fund	683,645	198,288
	1,317,998	405,091
NOTE 7		
SHORT TERM BORROWINGS		
Unsecured loan		
Loan from others	-	58,000
	-	58,000
NOTE 8		
OTHER CURRENT LIABILITIES		
Interest accrued and due on long term borrowings	-	229,907
Trade Deposits and Advances	4,124,109	5,071,384
Statutory liabilities	1,508,195	1,812,266
Creditors for Expenses	979,080	554,086
Brokerage payable	-	1,110,000
Book Overdraft	-	272,196
	6,611,384	9,049,839
NOTE 9		
SHORT TERM PROVISIONS		
Provision For Income Tax	240,000	650,000
	240,000	650,000
NOTE 10		
NON CURRENT INVESTMENTS		
4 No's(P.Y 4) of Shares of Cooperative Bank of Ahmedabad Ltd of Rs. 25 each	-	100
	-	100
NOTE 11		
LONG TERM LOANS & ADVANCES		
Other advances		
Balance with Government authorities	1,349,141	-
Tds	-	31,637
	1,349,141	31,637
NOTE 12		
INVENTORIES		
(At lower of cost and net realisable value)		
Construction Work-in-progress	53,775,120	41,929,172
	53,775,120	41,929,172

Particulars	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
NOTE 13		
TRADE RECEIVABLES		
More than six months	6,497,544	7,545,559
Others	7,786,511	14,307,945
	14,284,055	21,853,504
NOTE 14		
CASH AND CASH EQUIVALENTS		
Cash on hand	354,302	498,399
Balances with banks		
In current accounts	269,015	846,949
	623,317	1,345,348
NOTE 15		
SHORT TERM LOANS AND ADVANCES		
Advance to Vendors	6,604,000	12,175,339
	6,604,000	12,175,339
NOTE 16		
REVENUE FROM OPERATION		
Sale of Flats	21,695,877	48,678,100
	21,695,877	48,678,100
NOTE 17		
OTHER INCOME		
Interest	-	653,372
Other non-operating income	8,572	-
	8,572	653,372
NOTE 18		
COST OF SALES		
Cost of Flats sold	18,183,311	43,897,269
	18,183,311	43,897,269
NOTE 19		
EMPLOYEES BENEFIT EXPENSES		
Directors remuneration	300,000	300,000
	300,000	300,000
NOTE 20		
FINANCIAL EXPENSES		
Interest on TDS	9,814	3,428
Interest on MVAT	16,908	39,921
	26,722	43,349

Particulars	March 31, 2015 Amount in ₹	March 31, 2014 Amount in ₹
NOTE 21		
OTHER EXPENSES		
Listing Fees	137,641	28,090
Membership & Subscription fees	8,427	33,708
Share issue Expenses Written off	-	200,598
Professional Fees	550,780	596,171
Advertisement Expense	1,191,854	850,509
Auditors Remuneration	168,540	168,540
Commision on Sales	-	1,110,000
Business Promotion Expenses	205,000	266,000
Travelling Expenses	84,937	-
Donation	396,000	369,000
Penalty	-	33,300
Rates and Taxes	74,610	-
Other Miscellaneous Expenses	32,871	30
	2,850,660	3,655,946

23 Contingent Liabilities

There are no contingent liabilities as on the date of the financial statements.

24 Segment Information for the year ended March 31, 2015

As the Company is engaged only in one business segment i.e. Construction & Sale of Flats and there are no geographical segments, the Balance Sheet as at March 31, 2015 and the Profit and Loss Account for the year ended March 31, 2015 pertain to one business segment and related activities as per Accounting Standard (AS) 17 on "Segment Reporting".

25 Related party transactions

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below

25.1 Relationships during the year

(A) Key Managerial Personnel

Naresh K. Mehta
Dilipkumar K. Mehta
Rajen Mehta

(B) Enterprises over which Key Managerial Personnel Having Significance Influence

Neo builders Limited
Neon Metal Impex Pvt Ltd
Newtech infrastructure Pvt Ltd
Neo builders & Developers (Proprietor)
Nocil Steels (Partnership)
Universal Builders & Developers
Sunlight Realtors Pvt Ltd
Stamag Builders And Developers Private Limited
Nancy Exports

25.2 Related party transactions**(A) Transactions with related parties during the year :**

Particulars	2014-15	2013-14
Remuneration		
Mr. Naresh K. Mehta	300,000	300,000
Interest on Loan Received		
Mr. Dilip Mehta	-	653,372
Remuneration Payable		
Mr. Naresh K. Mehta	35,000	210,000

(B) Earnings per share

Particulars	2014-15	2013-14
Net profit after tax as per profit and loss statement	90,519	775,498
Weighted average number of equity shares outstanding during the year	5,306,800	5,306,800
Nominal value per equity share	10	10
Basic earnings per share	0.02	0.15
Diluted earnings per share	0.02	0.15

27 Auditors' Remuneration (Excluding Service tax)

Particulars	2014-15	2013-14
Audit fees	100,000	80,000
Taxation matters & Tax Audit	50,000	20,000
Other Fees	-	40,000
TOTAL	150,000	140,000

- 28** Provision for retirement benefits to employees was not provided on accrual basis, which is not in conformity with Accounting Standard-15 issued by ICAI and the amount has not been quantified because actuarial valuation report is not available. However, in the opinion of the management the amount involved is negligible and has no material impact on the Profit & Loss Account.
- 29** Trade payable, Trade receivables, loan and advances balances are subject to confirmation and reconciliation.
- 30** The Company has not received intimation from most of the suppliers regarding the status under the Micro, Small and Medium Enterprise Development Act, 2006, and hence disclosure requirements in this regard as per schedule VI of the Companies Act, 1956 is not being provided.
- 31** Figures of previous year are regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

As per our report of even dated

For D. Kothary & Co.
Chartered Accountants
(Firm's Registration No. 105335W)

Vipul N. Chauhan
(Partner)
(Membership No. 047846)

Place: Mumbai
Date: 30th May, 2015

For Neo Infracon Limited

Naresh Mehta
Managing Director

Dilip Mehta
Director & CFO

Place : Mumbai
Date : 30th May, 2015

Kept Blank

Neo Infracon Limited

CIN No. L65910MH1981PLC248089

Registered Office: 52/52-A, Nanubhai Desai Road, 9, Mulji Thakarsi Building,
Sindhi Lane, Mumbai - 400 004.

ATTENDANCE SLIP

Regd. Folio No. _____ No. of Shares Held _____

* Demat A/c. No. _____ DPID No. _____

I CERTIFY THAT I AM A Member / Proxy of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held at Corporate Office on the Monday, 28th September, 2015, at 11.30 a.m.

Member / Proxy's Name
(in Block Letters)

Signature of the Member/Proxy

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place

*** Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.**

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Neo Infracon Limited

CIN No. L65910MH1981PLC248089

Registered Office: 52/52-A, Nanubhai Desai Road, 9, Mulji Thakarsi Building, Sindhi Lane, Mumbai - 400 004.

Name of the member(s):			
Registered Address:			
Email Id:			
Folio No/Client Id:		DP ID:	

I/We being the Member (s) of _____ shares of the above named company, here by appoint:

- 1 Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- 2 Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him
- 3 Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him

proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **32nd Annual General Meeting** of the company, to be held on the Monday, 28th September, 2015 at 11.30 a.m. at Corporate Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of, 2015

Signature of Shareholder _____ Signature of Proxy holder(s) _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 32nd Annual General Meeting.

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **NEO INFRACON LIMITED**
 Registered office : 52/52-A, Nanubhai Desai Road, 9, Mulji Thakarsi Building,
 Sindhi Lane, Mumbai - 400 004.

BALLOT PAPER

S No.

1. Name of the First Named Shareholder (In block letters)
2. Postal address
3. Registered folio No. / *Client IDNo.
 (*Applicable to investors holding shares in dematerialized form)
4. Class of Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Ordinary Resolution:	Assent	Dissent
1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.		
2. To re-appointment of Mr Ankush Mehta as Director		
3. To Re-appointment M/s. D.Kothary & Co. as Auditors		
4. To Appointment Ms. Varisha Kanungo as Independent Director		

Place:

Date:

(Signature of the shareholder)

Neo Infracon Limited





If undelivered please return to :



DEVELOPING TOMORROW

Neo Infracon Limited

52/52-A, Nanubhai Desai Road,
9, Mulji Thakarsi Building, Sindhi Lane,
Mumbai - 400 004, Maharashtra.
Tel.: 022-61453600 / 022-23856390
Fax: 022-23874518
E-mail: anuvind@gmail.com
Website: www.anuvind.com