



*Neo Residence (Villas)*

# Neo Infracon Limited

Annual Report 2015-16



# Neo Infracon Limited

*Neo Clarissa*



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## *33rd ANNUAL REPORT*

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## ANNUAL REPORT 2015-2016

**BOARD OF DIRECTORS**

1. **Mr. Naresh K. Mehta** - Chairman and Managing Director
2. **Mr. Dilip K. Mehta** - Executive Director and Chief Financial Officer
3. **Mr. Ankush Mehta** - Non Executive Director
4. **Ms. Varisha Kanungo** - Non Executive Independent Director
5. **Mr. Rajen Mehta** - Non Executive Independent Director
6. **Mr. Bohman Irani** - Non Executive Independent Director

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

**BANKERS** - IDBI Bank Ltd.

**REGISTERED OFFICE** - 52/52-A, Nanubhai Desai Road,  
9, Mulji Thakarsi Building,  
Sindhi Lane, Mumbai - 400 004,  
Maharashtra  
Tel.: 022-23856390 / 23888264  
E-mail : [anuvind@gmail.com](mailto:anuvind@gmail.com)  
Website: [www.anuvind.com](http://www.anuvind.com)  
CIN : L65910MH1981PLC248089

**REGISTRARS & SHARE  
TRANSFER AGENT** - Purva sharegistry (India) Pvt Ltd.  
9, Shiv Shakti Industrial Estate,  
J. R Boricha Marg,  
Lower Parel (E),  
Mumbai - 400 011.  
Phone : 2301 8261  
Email Id: [busicomp@vsnl.com](mailto:busicomp@vsnl.com)

**NOTICE**

Notice is hereby given that the 33rd Annual General Meeting of the Members of M/s. Neo Infracon Limited will be held on Thursday, 29th September, 2016 at 12.00 Noon at Corporate Office of the Company at 1st Floor, Nilay Life Scapes, Parmanand Wadi , Opp. Lohana Mahajan Wadi, Charani Road, Mumbai - 400 004, Maharashtra to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr Dilip Mehta (DIN: 01929640), the Director, who though liable to retire by rotation to enable compliance by company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. D. Kothary & Co., Chartered Accountants, Mumbai (Registration No. 105335W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting and to authorise the Board of Directors to fix their remuneration for the Financial Year 2016-17.

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

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. D. Kothary & Co., Chartered Accountants, Mumbai (FRN: 15335W) as the Statutory Auditors of the Company to hold office from the conclusion of 33rd Annual General Meeting till the conclusion of 36th Annual General Meeting to be held for the financial year ending 31st March, 2019, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

**SPECIAL BUSINESS**

4. To regularize the appointment of Mr. Bohman Jamshed Irani (DIN: 00056882) as an Independent Non- Executive Director and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that Mr. Bohman Jamshed Irani (DIN: 00056882), who was appointed by the Board of Directors as an Additional Director of the Company with effect from July 22, 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 Mr. Bohman Jamshed Irani 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), Mr. Bohman Jamshed Irani (DIN: 00056882) who has submitted a declaration that he 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 2021, not liable to retire by rotation."

By Order of the Board

**Naresh K. Mehta**  
**(Chairman & Managing Director)**

**Date: 30/05/2016**

**Registered Office:**

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

**NOTES:**

A MEMBER IS ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **Members are requested to:**
  - i. bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
  - ii. quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th SEPTEMBER, 2016 To 29TH SEPTEMBER, 2016 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 Sharegistry(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 sharegistry (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 sharegistry (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 sharegistry (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](http://www.anuvinind.com) to register the email id.

10. Electronic copy of the Annual Report for 2015-16 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 2015-16 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](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANYNAME" 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul> <p>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.</p>
Dividend Bank Details#	<p>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.</p> <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"> <li>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.</li> </ul>

- (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 26/09/2016 Start Time: 9.00 am and ends on 28/09/2016 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 22/09/2016 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](http://www.evoting.nsdl.com) under help section or write an email to [helpdesk.evoting.nsdl.com](mailto: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 26, 2016 (9:00 am) and ends on September 28, 2016 (5:00pm). 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 22, 2016, 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 22nd September, 2016
- 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](http://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 28, 2016 (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](http://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 : 30/05/2016

**Naresh Mehta**  
Chairman & Managing Director

**Annexure to the Item No.-2 & Item No.-4 of the Notice  
pursuant to section 102 of the Companies Act 2013**

**Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015:**

Name of the Director	Mr. Dilip Mehta	Mr. Bohman Jamshed Irani
Date of Birth	04/12/1976	30/12/1945
Nationality	Indian	Indian
Date of appointment on the Board	10/04/1972	10/02/1958
Qualifications	Graduate	Graduate
Expertise	In Business	In Business
No. of Shares held in the company	616400	Nil
List of the directorship held in other Company	6 Companies	Nil
Chairman/Member in the committees of the board of other companies in which he/she is director	Chairman-Nil M-Stakeholder Committee	Chairman-Nil M-Audit Committee
Relationship, if any, between director's inter se	Brother of Mr. Naresh Mehta	No
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);		

**Item No. 4**

Mr. BOHMAN JAMSHED IRANI is an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. He joined the Board of Directors of your Company on 22/07/2015.

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.

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 Mr. BOHMAN JAMSHED IRANI as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. BOHMAN JAMSHED IRANI as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. BOHMAN JAMSHED IRANI 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  
For Neo Infracon Ltd.

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

Naresh K. Mehta  
Chairman & Managing Director

**DIRECTOR'S REPORT**

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

**Financial Summary or performance of the company:**

PARTICULARS	STANDALONE		CONSOLIDATED
	YEAR ENDED 31.03.2016	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2016
Revenue from operations	33,023,456	2,16,95,877	63,943,456
Revenue from Other Income	1,010,096	8,572	1,445,595
Total Income	34,033,552	21,704,449	65,389,051
Profit before Financial Expenses, Preliminary expenses, Depreciation and Taxation	3,575,780	3,70,478	5,298,686
Less: Financial expenses	3,512,645	26,722	3,606,668
Operating profit before Preliminary expenses, Depreciation & Taxation	63,135	3,43,756	1,692,018
Less: Depreciation & Preliminary expenses written off	14,231	-	758,818
Profit before Taxation	48,904	3,43,756	933,200
Less : Provision for Taxation			
Current Tax	600,000	2,40,000	1,372,700
Short/ (Excess) tax provision for earlier years	16,480	13,237	16,480
Deferred Tax	6,310	-	(47,016)
Profit after Taxation	(573,886)	90,519	(408,964)
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	-

**1. Review of Operations:**

The performance of the company during the year was satisfactory. The year under review is the year of big leap for the company in terms of better future growth and stability in profit. The company during the year has posted a Turnover of Rs. 3,40,33,552 as against Rs. 2,17,04,449 during the previous year and an consolidated Turnover of Rs. 6,53,89,051. The year under review was the year of consolidation for future growth. As the revenue of the company has increased by 52.21% as compare of previous year but simultaneously the profit after tax of company has come in negative of (Rs. -573,886) which were positive previous year due to Finance cost to company. As this year is a year of slight recovery for real estate business in India, the government of India is now paying considerable interest in policy liberalizations, simplification of approval process, more tax benefit for home loan interest and others because of that new hope has been pumped in this sector and it is expected that in future more such effort will help to rejuvenate 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.

The company with an eye in future has taken some drastic steps to ensure to reap the benefit of boom in this sector in future like your company has made full acquisition two companies viz New Tech Infrastructure Private Limited and Nocil Infrastructure Limited and made them its Wholly Owned Subsidiaries. These two companies have expertise in different areas and now being a Wholly Owned Subsidiaries the company will be able to perform better in future.

**2. Dividend**

In view of investment in subsidiaries and loss after tax during the financial year 2015-16, your directors do not recommend any dividend for the year.

During the year the company has made heavy investment hence because of that finance cost has increase considerable and even after good turnover as compare to previous year, after tax profit figure comes in negative hence In order to conserve resources for the operating business and in order to improve the performance the company, your director recommended do not recommend any dividend for the financial year 2015-16.

### 3. **Reserves**

As there is no after tax profit for the company hence no amount to transfer to reserve of the company for the year under review.

### 4. **Matters Related To Directors And Key Managerial Personnel:**

#### A. **Composition of the Board:**

The composition of the Board is in conformity with Company Act, 2013 which, inter alia, stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one woman Director and at least 1/3 of the Board should consist of independent Directors. As on 31st March, 2016 the Board comprised six Directors including one Woman and independent Directors. The board comprised six directors including one woman independent director two independent director.

#### B. **Changes in Directors and Key Managerial Personnel:**

During the year under review, the Mr. Bohman Jamshed Irani has been appointed as a director in the company from 22nd July, 2015 with the consent of Board of Directors, Mr. Bohman Irani is an renowned public figure and have lots of credibility in an market he also have experience in an real estate sector and wanted to pursue his interest in this sector by composite development of company and his own. By his inclusion in the board, the board of director is confident that company will be able to reap the benefit of experience and expertise. During the year Mr. Tabrez Shaikh had resigned from the Company and The Board had accepted his resignation and appreciated his services during his tenure.

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.

The Company is controlled and managed by Mr.Naresh Keshrimal Mehta as Managing Director of the Company , Mr.Dilipkumar Keshrimal Mehta as Director and Chief Finance Controller of the Company and Mr.Ankush Nareshkumar Mehta as Director of the Company.

#### C. **Director's attendance record and details of Directorships Positions held:**

Name of Director	Designation & Category of Directorship	No. of Board Meeting attended
NARESH KESHRIKAL MEHTA	Managing Director	6
ANKUSH NARESHKUMAR MEHTA	Non-Executive Director	6
RAJEN BACHUBHAI MEHTA	Non-Executive Independent Director	6
VARISHA RAMESH KANUNGO	Non-Executive Independent Director	6
BOHMAN JAMSHED IRANI	Non-Executive Independent Director	5
DILIP KESHRIKAL MEHTA	Executive Director and Chief Financial Officer	6
TABREZ SHAIKH*	Non-Executive Independent Director	0

\* Resigned from the company

#### **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 of its 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.

**5. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued there under and pursuant of Regulation of Listing Obligation and Disclosure Requirement, 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.

**6. Number of meetings of the Board of Directors:**

During the year under review company have Six Board Meetings as on 30th May, 2015; 22nd July, 2015; 13th August, 2015; 29th August, 2015; 6th November, 2015; 5th February, 2016 and Four Audit committee meeting 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.

**A. Board Committees:**

The Board of Directors has constituted three Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Grievance Committee and Committee of Board of Directors. All decisions pertaining to the constitution of Committees, appointment of Members and fixing of terms of reference / role of the committees are taken by the Board of Directors. Detailed particulars relating to the above Committees have been furnished in Corporate Governance for the year ended 31 March 2016.

**7. 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. The Remuneration Policy is stated in the Corporate Governance Report.

**8. 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.

**9. 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 16) of the company to which the financial statement related and the date of this Board Report.

**10. 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.

**11. Details of Subsidiary/Joint Ventures/Associate Companies:**

Company during the year under review has made considerable investment in equity shares of New?Tech Infrastructure Private Limited and Nocil Infrastructure Limited and has made them his Wholly Owned Subsidiary (WOS). The company expects due to alignment of skill, resources and capital of these companies better growth result would come for the company.

**12. Subsidiary Companies and Consolidated Financial Statements:**

The consolidated financial statements of the Company and its subsidiaries, prepared in accordance with applicable accounting standards, issued by the Institute of Chartered Accountants of India, forms part of this Annual Report. In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statements of the subsidiary companies are not required to be sent to the members of the Company. The Company will provide a copy of separate annual accounts in respect of each of its subsidiary to any shareholder of the Company if so desired and said annual accounts will also be kept open for inspection at the Registered Office of the Company.

**13. 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)© of the Companies Act, 2013 that :

- A. In the preparation of the annual financial statements for the year ended March 31, 2016, 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, 2016 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.

**14. Share Capital:**

The Issued, Subscribed and Paid Up equity share capital of the company as on March 31, 2016 was Rs. 53,068,000. Each equity shares is fully paid up. During the year under review the company has not issued shares with differential voting right nor granted stock option nor sweat equity.

**15. 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, 2015 is annexed herewith as Annexure II and forms an integral part of this Report.

**16. 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, 2015 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.

**17. 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 require 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.

**18. 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.

**19. Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013. 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.

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

During the year under review the company has provided Short Term Loan to its newly made Wholly Owned Subsidiary of Rs. 29,756,844 as investment is made to Wholly Owned Subsidiary hence section 186(3) is not applicable to such loan and advances. Except this loan company has not provided any short 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.

**21. 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 are not attracted. As a matter of good corporate disclosure practice by the company Form AOC 2 is given in Annexure I 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.

**22. 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, 2015 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.

**23. 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, 2016, 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.

**24. Auditors' Report:**

Pursuant to the provisions of Section 139 to 143 of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2015, 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 2015-2016. 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.

**25. 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, 2015, the Board of Directors had appointed M/s. Paresh D Pandya & Associates, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2015-2016. The Report of the Secretarial Auditor is annexed herewith as Annexure III and forms an integral part of this Report.

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



**26. 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 M/S. Chaturvedi & Patel, Chartered Accountants 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.

**27. Audit Committee:**

During the year under Review Company have Four Audit Committee Meetings as on 30th May, 2015; 13th August, 2015; 06th November, 2015; 05th February, 2016 The Audit Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013. More than half of member of Audit committee is Independent Director. The Audit Committee has Independent Director as a Chairman.

**The Audit Committee shall mandatorily review the following information:**

- (1) Management discussion and analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) Statement of deviations:
  - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange.
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice.

**Director's attendance record of Audit committee**

Sr. No.	Name of Director	Designation & Category of Directorship	No. of Audit Committee Meeting entitled to attended	No. of Audit Committee Meeting attended
1	Mr. Rajen Mehta	Non-Executive Independent Director	4	4
2	Mr. Ankush Mehta	Non-Executive Director	4	4
3	Mr. Bohman Irani	Non-Executive Independent Director	3	3
4	Mr. TABREZ SHAIKH*	Non-Executive Independent Director	1	0

\* Resigned from the company

**28. Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013. Following is the role and responsibility of Nomination and Remuneration Committee.

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

**Director's attendance record of Nomination and Remuneration Committee:**

Sr. No.	Name of Director	Designation & Category of Directorship	No. of Nomination and Remuneration Committee Meeting entitled to attended	No. of Nomination and Remuneration Committee Meeting attended
1	Mr. Rajen Mehta	Non-Executive Independent Director	1	1
2	Mr. Ankush Mehta	Non-Executive Director	1	1
3	Mr. Tabrez Shaikh*	Non-Executive Independent Director	1	1

\* Resigned from the company

**A. Stakeholders Relationship Committee:**

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013. The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Director's attendance record of Stakeholder Relationship Committee:

Sr. No.	Name of Director	Designation & Category of Directorship	No. of Stakeholder Relationship Committee Meeting entitled attended	No. of Stakeholder Relationship Committee Meeting attended
1	Mr. Rajen Mehta	Non-Executive Independent Director	4	4
2	Mr. Ankush Mehta	Non-Executive Director	4	4
3	Mr. Dilip Mehta	Executive Director	4	4

**29. Vigil Mechanism:**

Vigil Mechanism policy has been introduced by the Board on the framework for reporting instances of unethical/improper conduct and action for suitable steps to investigate and correct the same. The Whistle blower policy which is under the ambit of Vigil Mechanism is an extension of the Company's Code of Conduct through which the Company seeks to provide a mechanism for its employees, Directors, vendors or customers to disclose any unethical and / or improper practice(s) taking place in the Company for appropriate action and reporting. Through this policy the Company provides the necessary safeguards to all Whistle Blowers for making in good faith.

**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 in-convinces 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.

It is further reported that no women employee during the year under review has approach the management for having a sexual harassment complaint.

**31. Risk management policy:**

As a company during the year under review has pursuant to the requirement of regulation of the Listing Obligation and Disclosure Requirement, 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 as per this policy even they has been provide a formal training of how to identify the risk, actions need to be taken to mitigate the risk, risk avoidance technique etc.

**32. Policy for determining Materiality:**

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company has adopted this policy for determination of materiality based on the criteria mentioned in the said regulation ("Material Information") and that the information has been and is being promptly forwarded to the Stock Exchange.

**33. Policy on Preservation of Documents:**

In terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Board has adopted this Policy for Preservation of Documents, as required under applicable regulations, adhering to the following mandatory provisions.

To determine preservation period for records/documents based on their reference value and legal requirements. The following aspects are considered while arriving at the preservation period:

1. Company's own information retrieval needs (reference value)
2. Statutory requirements under respective statutes.
3. Litigation requirements
4. To ensure easy retrieval.
5. To ensure that unwanted records do not occupy storage space.

**34. Policy for determining Materiality:**

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company has adopted this policy for determination of materiality based on the criteria mentioned in the said regulation ("Material Information") and that the information has been and is being promptly forwarded to the Stock Exchange.

**35. Regulation 30(5)-Disclosure of events or information:**

One or more Key Management Personnel would be authorized for the purpose of making disclosures to the Stock Exchanges under this Regulation and the contact details of such personnel shall be also disclosed to the stock exchange as well as on the website of the Company.

**36. Archival Policy:**

This Policy is framed in compliance of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR Regulations") notification dated September 2, 2015 and other circulars as may be specified in this regard.

**37. Listing on Stock Exchanges:**

Pursuant to the Reg. 109 - SEBI (ICDR) Regulation - 2009 (amendment) and SEBI (Listing Obligations and Disclosure Requirements) Regulations - 2015 which were notified on September 2, 2015 with the objective of bringing the framework governing the regime of listed entities in line with the Companies Act, 2013 and as per LODR 2015, a new Listing Obligation and Disclosure Requirement was executed with BSE Limited. The Annual Listing Fee for the Financial Year 2016-17 has been duly paid within the stipulated time to BSE Limited.

**38. Separate Meeting of Independent Directors:**

During the year under review, the Independent Directors had, in accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR), met separately and discussed and reviewed, inter-alia, the performance of Non-Independent Directors and the Board as a whole after taking into consideration the views of Executive and Non-Executive Directors.

They also assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that are necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the Meeting.

**39. Corporate Governance Certificate:**

As per Regulation 15 of Listing Obligation and Disclosure requirement all company who's paid up capital is less than Ten Crore or Net worth less than Twenty-Five Crore are not required to compile Corporate Governance regulations. As the company paid up Capital is less than Ten Crore hence company is exempted from such compliance and it does not need to furnish Corporate Governance Certificate as required.

**40. Internal Financial Report:**

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

**41. Personnel:**

The industrial relations continued to be cordial at all levels throughout the year. Your Directors wish to thank all the Employees and Workmen of the Company for their contribution, support and continued co-operation throughout the year.

**42. Acknowledgements:**

Your Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, bankers, financial institutions, vendors, customers and shareholders during the year under review.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

Naresh K. Mehta  
(Managing Director)

Dilip K. Mehta  
(Director & CFO)

**ANNEXURE I - 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, 2015)**

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:**

Transaction with related parties during the year :

(in Rs.)

Particulars	March 31, 2016	March 31, 2015
<b>Remuneration</b>		
Mr. Naresh K. Mehta	300,000	300,000
<b>Interest Received</b>		
New-Tech Infrastructure Pvt. Ltd.	935,709	-
Nocil Infrastructure Ltd.	71,385	-
<b>Loan Given</b>		
New-Tech Infrastructure Pvt. Ltd.	27,980,835	-
Nocil Infrastructure Ltd.	2,476,009	-
<b>Loan received</b>		
New-Tech Infrastructure Pvt. Ltd.	700,000	-
<b>Outstanding as on 31st March, 2016 Payable</b>		
Naresh K. Mehta	300,000	-
<b>Receivable</b>		
New-Tech Infrastructure Pvt. Ltd.	27,280,835	-
Nocil Infrastructure Ltd.	2,476,009	-

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

Naresh K Mehta  
(Managing Director)

Dilip K Mehta  
(Director & CFO)

**Annexure - II****Form No. MGT - 9****EXTRACT OF ANNUAL RETURN****As on the financial year ended on March 31, 2016****[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies****I. REGISTRATION & OTHER DETAILS :**

i	CIN	L65910MH1981PLC248089
ii	Registration Date	09/06/1981
iii	Name of the Company	M/s. NEO INFRACON LIMITED
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	52/52-A, Nanubhai Desai Road, 9, Mulji Thakarsi Building, Sindhi Lane Mumbai - 400 004. Mail Id: anuvinind@gmail.com Ph. No: 022-61453640
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Purva Share Registry (India) Private Limited Address: Unit no. 9, Shiv Shakti Ind. Estt. J. R. Boricha marg, Opp. Kasturba Hospital Lane Lower Parel (E), Mumbai - 400 011. Email : busicomp@vsnl.com Tel : 91-22-2301 6761 / 8261

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be state

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Real estate activities with own or leased property	681	100%

Sl. No.	Name & Address of the Company	CIN / GLN	Holding / Subsidiary Associate	% of Share Held	Application Section
1	New-Tech Infrastructure Pvt. Ltd.	U45200MH2007PTC169469	Wholly Owned Subsidiary	100	2
2	Nocil Infrastructure Ltd.	U45202MH2008PLC183987	Wholly Owned Subsidiary	100	2

**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 % to total Equity)****A) Category-wise Shareholding**

(i) Category of Shareholders as on 31.03.2016	No. of Shares held at the begging of the year				No. of Shares held at the end of the year				change during the year	% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoter</b>										
<b>(1) Indian</b>									0	0
a) Individual/HUF	1950429	0	1950429	36.75	1990979	0	1990979	37.52	40,550	2.09
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL:(A) (1)</b>	<b>1950429</b>	<b>0</b>	<b>1950429</b>	<b>36.75</b>	<b>1990979</b>	<b>0</b>	<b>1990979</b>	<b>37.52</b>	<b>40,550</b>	<b>2.09</b>
<b>(2) Foreign</b>										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1950429</b>	<b>0</b>	<b>1950429</b>	<b>36.75</b>	<b>1990979</b>	<b>0</b>	<b>1990979</b>	<b>37.52</b>	<b>40,550</b>	<b>2.09</b>
<b>B. Public Shareholding</b>										
<b>(1) Institutions</b>										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(2) Non Institutions</b>										
a) Bodies Corporates										
i) Indian	899203	13000	912203	17.19	923065	13000	936065	17.64	23,826	0.45
ii) Overseas	0	0	0	0	0	0	0	0	0	0.00
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	141621	486300	627921	11.83	174218	462000	636218	11.99	8,297	0.16
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1426386	41800	1468186	27.67	1299094	41800	1340894	25.27	-127292	-2.40
c) Others (specify)	0	0	0	0	0	0	0	0	0	0
N.R.I. (NON-REPAT)	0	0	0	0	0	0	0	0	0	0
N.R.I. (REPAT)	261491	0	261491	4.93	281496	0	281496	5.3	20005	0.37
FOREIGN CORPORATE BODIES	0	0	0	0	0	0	0	0	0	0
HINDU UNDIVIDED FAMILY	86520	0	86520	1.63	27352	0	27352	0.52	-59168	-1.11
EMPLOYEE	0	0	0							
CLEARING MEMBERS	0	0	0		93796	0	93796	1.77	93796	1.77
DEPOSITORY RECEIPTS	0	0	0							

(i) Category of Shareholders as on 31.03.2016	No. of Shares held at the begging of the year				No. of Shares held at the end of the year				change during the year	% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
SUB TOTAL (B)(2):	2815271	541100	3356371	63.25	2799021	516800	3315821	62.48	-40536	-0.76
Total Public Shareholding (B)= (B)(1)+(B)(2)	2815271	541100	3356371	63.25	2799021	516800	3315821	62.48	-40536	-0.76
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0	0.00
Grand Total (A+B+C)	4765700	541100	5306800	100.00	4799000	516800	5306800	100.0	0	0

## II) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	No. of Shares held at the begging of the year			No. of Shares held at the end of the year			% 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	DILIPKUMAR KESHRIKAL MEHTA	6,16,400	11.62	0	6,16,400	11.62	0	0
2	NARESH KESARIMAL MEHTA	6,05,000	11.40	0	6,05,000	11.40	0	0
3	SANGEETA NARESH MEHTA	3,21,900	6.07	0	3,21,900	6.07	0	0
4	PINKY DILIP MEHTA	2,41,800	4.56	0	2,41,800	4.56	0	0
5	ANKUSH NARESH MEHTA	1,65,329	3.12	0	2,05,879	3.88	0	0.76
	<b>TOTAL</b>	<b>19,50,429</b>	<b>36.75</b>	<b>0</b>	<b>19,90,979</b>	<b>37.53</b>	<b>0</b>	<b>0.76</b>

## III) CHANGE IN PROMOTERS' SHAREHOLDING AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2016

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares the Company	No. of Shares	% of total shares the Company
At the beginning of the year	19,50,429	36.75	<b>Not Applicable</b>	
Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus/sweat equity, etc.)	40,550	0.78		
At the end of the year	19,90,979	37.53		

## IV) Shareholding Pattern of top ten Shareholding for the financial year ended on March 31, 2016

	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the during the year	
		No. of Shares	% of total shares the Company	No. of Shares	% of total shares the Company
1	NEURO PROPERTIES PRIVATE LIMITED	359968	6.78	359968	6.78
2	NOEN ESTATES AND PROPERTIES PRIVATE	317079	5.97	317079	5.97
3	VIRENDRA GAYAPRASAD GARG	263500	4.97	263500	4.97
4	MUKESH RAGHUMAL CHETWANI	261491	4.93	261491	4.93
5	SAPNA GARG	250000	4.71	250000	4.71
6	MAPLE VENTURE SERVICES PVT LTD	199252	3.75	207290	3.91
7	RAJESH PARASMAL JAIN	185700	3.5	185700	3.5
8	MATHEW K CHERIAN			155577	2.93
9	LAILA MATHEW			94734	1.79
10	BMA WEALTH CREATORS LTD.			90393	1.7
	<b>Total</b>			<b>21,85,732</b>	<b>41.19</b>



**(IV) SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Sl. No.	For Each of the Top Ten Shareholder's Name	No. of Shares held at the beggning of the year 03/31/2015		Date	Increase/Decrease in Share-holding	Reason	No. of Shares held at the end of the year 03/31/2016	
		No. of Shares	% of total shares the Company				No. of Shares	% of total shares the Company
1	NARESH KESHRIKAL MEHTA	6,05,000	11.40	-	-	-	6,05,000	11.40
2	ANKUSH NARESHKUMAR MEHTA	1,65,329	3.12	-	-	-	2,05,879	3.88
3	VARISHA RAMESH KANUNGO	0	0	-	-	-	0	0
4	RAJEN BACHUBHAI MEHTA	0	0	-	-	-	0	0
5	BOHMAN JAMSHED IRANI	0	0	-	-	-	0	0
6	DILIPKUMAR KESHRIKAL MEHTA	6,16,400	11.61	-	-	-	6,16,400	11.61
	<b>Total</b>	<b>13,86,729</b>	<b>26.13</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14,27,279</b>	<b>26.89</b>

**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 Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	-	10,68,00,000	-	10,68,00,000
Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
(i) Principal Amount	-	10,68,00,000	-	10,68,00,000
(ii) Interest due but not paid	-	30,11,495	-	30,11,495
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>Nil</b>	<b>10,98,11,495</b>	<b>Nil</b>	<b>10,98,11,495</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars	Name of MD / WTD / Manager	Total Amount (in Rs. Lacs)
		Mr. Naresh Mehta	
<b>1</b>	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	300000	300000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>300000</b>	<b>300000</b>
	<b>Ceiling as per the Act</b>	<b>N.A</b>	<b>N.A</b>

**B. Remuneration to other Directors**

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount (in Rs. Lacs)
<b>1</b>	<b>Independent Directors</b>						
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2</b>	<b>Other Non Executive Directors</b>						
	(a) Fee for attending board committee meetings	-	-	-	-	-	-
	(b) Commission	-	-	-	-	-	-
	(c) Others please specify.	-	-	-	-	-	-
	<b>Total (2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total (B)=(1+2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total Managerial Remuneration</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Overall Ceiling as per the Act.</b>	N.A					

**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)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

Naresh K Mehta  
(Managing Director)

Dilip K Mehta  
(Director & CFO)

**ANNEXURE III**  
**SECRETARIAL AUDIT REPORT**

**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2016**

**[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 Member,**

**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 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 authorised 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, 2016 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 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, 2016 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (g) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993
  - (h) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009;
  - (i) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998;
6. Other Laws applicable to the Company ;
- i. The Payment of Wages Act, 1936
  - ii. The Minimum Wages Act, 1948
  - iii. Employee State Insurance Act, 1948
  - iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
  - v. The Payment of Bonus Act, 1965
  - vi. The Payment of Gratuity Act, 1972
  - vii. The Contract Labour (Regulation and Abolition) Act, 1970
  - viii. Competition Act, 2002
  - ix. Shops and Establishments Act, 1948

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Obligation and Disclosure Requirements entered into by the Company with Bombay Stock Exchange

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

**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 the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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 : 30<sup>th</sup> May 2016**

**For Paresh D Pandya & Associates**  
**Practicing Company Secretary**

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

**Note:** This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

**"ANNEXURE A"**

To,  
**The Member,**  
**NEO INFRACON LIMITED**  
52/52-A, Nanubhai Desai Road, 9,  
Mulji Thakarsi Building, Sindhi Lane  
Mumbai - 400 004.

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place : Mumbai**  
**Date : 30<sup>th</sup> May 2016**

**For Paresh D Pandya & Associates**  
**Practicing Company Secretary**

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

## MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2016.

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**

The company with an eye in future has taken some drastic steps to ensure to reap the benefit of boom in this sector in future like your company has made full acquisition two companies viz New? Tech Infrastructure Private Limited and Nocil Infrastructure Limited and made them its Wholly Owned Subsidiary (WOS). These two companies have expertise in different areas and now being a Wholly Owned Subsidiary the company will be able to perform better in future.

The consolidated turnover of this subsidiary for this year is Rs. 65,389,051/- as this is first year of consolidation hence there is no any previous year comparison because of this acquisition company have to put excessive burden on its finance cost and other cost. The company management is of the view by integration of this companies and sinking of there of activities by having one vision and mission your company will be major beneficiary.

### **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:

- i. Identification of the diverse risks faced by the company.
- ii. The evolution of appropriate systems and processes to measure and monitor them.
- iii. Risk Management through appropriate mitigation strategies within the policy framework.
- iv. Monitoring the progress of the implementation of such strategies and subjecting them to periodical audit and review.
- v. Reporting these risk mitigation results to the appropriate managerial levels.
- vi. 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:

- I. Clients are more comfortable with uniform high quality and quick service and process across the enterprise.
- II. There are good prospects for expanding further activities in this direction.
- III. The company is also facing server competition from other Real estate companies Some of the key changes in the industry unfavorable 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**

- I. 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.
- II. The Company provided excellent working environment so that the individual staff can reach his/her full potential.
- III. The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- IV. 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.

**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 2016 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.

**Place : Mumbai  
Date : 30<sup>th</sup> May 2016**

**For Neo Infracon Limited**

**Dilip K. Mehta  
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 2015-16.

**For NEO INFRACON LIMITED**

**Place: Mumbai**

**Date: 30<sup>th</sup> May 2016**

**NARESH K. MEHTA**  
Managing Director

**DILIP K. MEHTA**  
Director & CFO

## 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, 2016, 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 thereunder.

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, 2016, and its loss 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, 2016 ("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 Standard 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, 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.
  - (g) 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 litigations 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: 30<sup>th</sup> May 2016**

**STANDALONE BALANCE SHEET AS AT 31st MARCH, 2016**

Particulars	Note	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
Share capital	3	5,30,68,000	5,30,68,000
Reserves and surplus	4	65,61,085	71,34,971
		5,96,29,085	6,02,02,971
<b>2 Non current liabilities</b>			
Long term borrowings	5	10,68,00,000	-
Deferred tax Liabilities (Net)	6	6,310	-
Other Long term liabilities	7	26,28,278	13,17,998
		10,94,34,588	13,17,998
<b>3 Current liabilities</b>			
Trade payables		26,94,093	82,63,280
Other current liabilities	8	79,64,824	66,11,384
Short term provisions	9	4,98,989	2,40,000
		1,11,57,906	1,51,14,664
<b>TOTAL</b>		<b>18,02,21,579</b>	<b>7,66,35,633</b>
<b>II. ASSETS</b>			
<b>1 Non current assets</b>			
Fixed Assets	10		
i) Tangible Assets		43,519	-
Non current Investments	11	10,77,92,960	-
Long term loans & Advances	12	13,72,141	13,49,141
		10,92,08,621	13,49,141
<b>2 Current assets</b>			
Inventories	13	2,91,06,044	5,37,75,120
Trade receivables	14	62,30,187	1,42,84,055
Cash and Cash Equivalents	15	4,71,453	6,23,317
Short term loans and advances	16	3,52,05,275	66,04,000
		7,10,12,958	7,52,86,492
<b>TOTAL</b>		<b>18,02,21,579</b>	<b>7,66,35,633</b>
Significant accounting policies & Note on financial statements	1 to 31		

As per our report of even dated

For D. Kothary &amp; Co.

Chartered Accountants

(Firm's Registration No. 105335W)

Vipul N. Chauhan

Partner

(Membership No. 47846)

For Neo Infracon Limited

Naresh K. Mehta

Managing Director

DIN No.: 01189583

Dilip K. Mehta

Director &amp; CFO

DIN No.: 01929640

Place: Mumbai

Date: 30<sup>th</sup> May 2016

**STANDALONE PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
Revenue from operations	17	3,30,23,456	2,16,95,877
Other income	18	10,10,096	8,572
<b>Total Revenue</b>		<b>3,40,33,552</b>	<b>2,17,04,449</b>
<b>Expenses:</b>			
Cost of Flats sold	19	2,76,37,613	1,81,83,311
Employee Benefit expenses	20	10,03,333	3,00,000
Financial Expenses	21	35,12,645	26,722
Depreciation	10	14,231	-
Other expenses	22	18,16,827	28,50,660
<b>Total Expenses</b>		<b>3,39,84,648</b>	<b>2,13,60,693</b>
<b>Profit before tax</b>		<b>48,904</b>	<b>3,43,756</b>
<b>Tax expense:</b>			
Current tax		6,00,000	2,40,000
Short/ (Excess) tax provision for earlier years		16,480	13,237
Deferred tax		6,310	-
<b>Profit after tax</b>		<b>(5,73,886)</b>	<b>90,519</b>
<b>Earning per share on Equity Shares of Rs. 10 each (Refer note 26)</b>			
- Basic		(0.11)	0.02
- Diluted		(0.11)	0.02
Significant accounting policies			
Notes to financial statements	1 to 31		

As per our report of even dated

For D. Kothary &amp; Co.

Chartered Accountants

(Firm's Registration No. 105335W)

Vipul N. Chauhan

Partner

(Membership No. 47846)

For Neo Infracon Limited

Naresh K. Mehta

Managing Director

DIN No.: 01189583

Dilip K. Mehta

Director &amp; CFO

DIN No.: 01929640

Place: Mumbai

Date: 30<sup>th</sup> May 2016

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>A. Cash Flow From Operating Activities :</b>		
Net profit before tax as per statement of profit and loss	48,904	3,43,756
Adjustments for :		
Investment Write off	-	100
Depreciation	14,231	-
Interest Income	(10,10,096)	-
Interest Expenses	35,12,645	26,722
<b>Operating Cash Flow Before Changes in Working Capital</b>	<b>25,65,683</b>	<b>3,70,578</b>
<b>Changes in current assets and liabilities</b>		
(Increase)/ Decrease in trade receivables	80,53,868	75,69,449
(Increase)/ Decrease in loans and advances & Current & Non Current Assets	(2,86,24,274)	42,53,835
(Increase)/ Decrease in Inventories	2,46,69,076	(1,18,45,948)
Increase/ (Decrease) in trade payables	(55,69,187)	54,03,562
Increase/ (Decrease) in other current Liabilities & Provisions	25,87,709	(17,29,375)
<b>Cash Generated From Operations</b>	<b>36,82,875</b>	<b>40,22,101</b>
Payment of Taxes (Net of Refunds)	(2,81,480)	(4,59,410)
<b>Net Cash Flow From Operating Activities (A)</b>	<b>34,01,395</b>	<b>35,62,691</b>
<b>B. Cash Flow From Investing Activities :</b>		
Purchase of Fixed Assets	(57,750)	-
Purchase of Investments	(10,77,92,960)	-
Interest Income	10,10,096	-
<b>Net Cash Flow From Investment Activities (B)</b>	<b>(10,68,40,614)</b>	<b>-</b>
<b>C. Cash Flow From Financing Activities :</b>		
(Repayment)/ Borrowing of loans	10,68,00,000	(42,58,000)
Interest Paid on Borrowing	(35,12,645)	(26,722)
Net Cash From / (Used In) Financing Activities ©	10,32,87,355	(42,84,722)
<b>Net Increase In Cash Or Cash Equivalents (A+B+C)</b>	<b>(1,51,864)</b>	<b>(7,22,031)</b>
<b>Cash And Cash Equivalents At The Beginning Of The Year</b>	<b>6,23,317</b>	<b>13,45,348</b>
<b>Cash And Cash Equivalents As At The End Of The Year</b>	<b>4,71,453</b>	<b>6,23,317</b>
<b>Component of cash and cash equivalents (Refer note 15)</b>		

As per our report of even dated

For D. Kothary &amp; Co.

Chartered Accountants

(Firm's Registration No. 105335W)

Vipul N. Chauhan

Partner

(Membership No. 47846)

For Neo Infracon Limited

Naresh K. Mehta

Managing Director

DIN No.: 01189583

Dilip K. Mehta

Director &amp; CFO

DIN No.: 01929640

Place: Mumbai

Date: 30<sup>th</sup> May 2016

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016****1 Corporate information**

Neo Infracon Ltd is mainly dealing in Construction Services in respect of Commercial or Industrial Buildings & Civil Structures, Construction of Residential Complex and its place of business i.e. the registered office is situated at 52/52A, Nanubhai Desai Road, 9 Mulji Thakarsi Bldg, Sindhi Lane, Mumbai - 400004

**2 Significant accounting policies****a) Basis of preparation of financial statements**

The financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the Accounting Standards as per Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013 to the extent applicable.

**b) Use of estimates**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) and requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**c) Revenue recognition**

a) Revenue from real estate developmental projects under development is recognised based on 'Percentage Completion Method'.

The Percentage Completion Method is applied when the stage of completion of the project reaches a reasonable level of development. For projects that commenced on or after 1st April 2012 or where revenue on a project is being recognised for the first time on or after that date, the threshold for 'reasonable level of development' is considered to have been met when the criteria specified in the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by the Institute of Chartered Accountants of India are satisfied, i.e., when:

- (i) The expenditure incurred on construction and development costs is not less than 25 % of the construction and development costs.
- (ii) Atleast 25% of the saleable project area is secured by contracts or agreements with buyers.
- (iii) Atleast 10 % of the total revenue as per the agreements of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.

b) Sale of plots and completed units is recognised at the sale consideration when all significant risks and rewards of ownership in the property is transferred to the buyer and are net of adjustments on account of cancellation.

c) Facility charges, management charges, rental, hire charges, sub lease and maintenance income are recognised on accrual basis as per the terms and conditions of relevant agreements.

d) Interest income is recognised on time proportion basis.

**d) Inventories**

Inventories are valued as under

i) Completed Flats- At lower of Cost or Market Value

ii) Construction Work in progress-At Cost

Construction Work in Progress includes Cost of Land, Construction Cost, allocated Interest and expenses incidental to projects undertaken by the company

**e) Investments**

Investments are classified into non current investments and current investments. Investments which are intended to be held for more than one year are classified as non current investments and investments which are intended to be held for less than one year, are classified as current investments. Non current investments are stated at cost and a provision for diminution in value of non current investments is made only if the decline is other than temporary in the opinion of the management. Current investments are valued at cost or market/fair value whichever is lower. In case of investments in mutual funds, the net asset value of units is considered as market/fair value.

**f) Provisions, Contingent Liabilities and Contingent Asset**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the assets and related income are recognized in the period in which the change occurs.

**g) Fixed assets and depreciation**

i. Fixed assets are stated at cost of acquisition and installation less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.

ii. Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner prescribed in Schedule III to the Companies Act, 12013.

iii. Expenses incurred on Project and other charges during construction period are included under pre-operative expenditure (grouped under Capital Work in Progress) and are allocated to the cost of Fixed Assets on the commencement of commercial operations.

**h) Retirement benefits****Long-Term Employee Benefits:**

Defined Benefit Plan:

The company is accounting for Gratuity & Leave Encashment on payment basis.

**i) Taxation**



**a. Current Tax:**

Provision for tax is based on the taxable profit for the accounting year after taking into consideration the relevant provisions of the Income Tax Act, 1961.

**b. Deferred Tax:**

Deferred tax resulting from timing difference between accounting and taxable income is accounted for using the tax rates and laws that are enacted or substantively enacted on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent there is a virtual certainty that the asset will be realised in future.

**j) Borrowing Cost:**

Interest and Finance charges incurred in connection with borrowing of funds, which are incurred for development of long term project are transferred to construction work in progress as a part of cost of Project. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**k) Earnings per share**

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

**l) Cash and cash equivalent**

Cash and cash equivalent for the purpose of cash flow statement comprised cash at bank and cash in hand and other short term investment with maturity of three months or less.

**m) Share Issue Expenses**

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>NOTE 3</b>		
<b>SHARE CAPITAL</b>	5,30,68,000	5,30,68,000
<b>AUTHORISED</b>		
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs. 10 each	5,30,68,000	5,30,68,000
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs. 10 each fully paid up	5,30,68,000	5,30,68,000
	5,30,68,000	5,30,68,000

**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, 2016		March 31, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares with voting rights</b>				
Dilip K Mehta	6,16,400	11.62%	6,16,400	11.62%
Naresh K Mehta	6,05,000	11.40%	6,05,000	11.40%
Sangeeta N Mehta	3,21,900	6.07%	3,21,900	6.07%
Neuro Properties Pvt. Ltd	3,59,968	6.78%	3,59,968	6.78%
Noen Estate and Properties Pvt. Ltd	3,17,079	5.97%	3,17,079	5.97%

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>NOTE 4</b>		
<b>RESERVES AND SURPLUS</b>		
Share forfeited Account	34,66,000	34,66,000
Opening Profit & Loss balance	36,68,971	35,78,452
Profit / (Loss) for the year	(5,73,886)	90,519
	<b>30,95,085</b>	36,68,971
	<b>65,61,085</b>	71,34,971
<b>NOTE 5</b>		
<b>LONG TERM BORROWINGS</b>		
<b>Unsecured</b>		
From Director	20,00,000	-
From Others	10,48,00,000	-
	<b>10,68,00,000</b>	-
<b>NOTE 6</b>		
<b>DEFERRED TAX LIABILITIES (NET)</b>		
On account of Fixed Assets	6,310	-
	<b>6,310</b>	-
<b>NOTE 7</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
Electricity charges Fund	11,32,903	6,34,353
Maintenance charges Fund	14,95,375	6,83,645
	<b>26,28,278</b>	<b>13,17,998</b>
<b>NOTE 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Interest accrued and due on long term borrowings	30,11,495	-
Trade Deposits and Advances	33,25,613	41,24,109
Statutory liabilities	2,01,441	15,08,195
Creditors for Expenses	12,74,317	9,79,080
Book Overdraft	1,51,958	-
	<b>79,64,824</b>	<b>66,11,384</b>
<b>NOTE 9</b>		
<b>SHORT TERM PROVISIONS</b>		
Provision For Income Tax (Net of Tax Paid)	4,98,989	2,40,000
	<b>4,98,989</b>	<b>2,40,000</b>

NOTE 10  
FIXED ASSETS

PARTICULARS	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK	
	Balance as at 1st April, 2015	Additions	Adjustment	Balance as at 31 March, 2016	Balance as at 1st April, 2015	Depreciation /amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2016	Balance as at 31 March, 2015
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
(A) Tangible Assets	-	57,750	-	57,750	-	14,231	-	43,519	-
Computer & Printer	-	57,750	-	57,750	-	14,231	-	43,519	-
<b>TOTAL</b>	-	-	-	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-	-	-	-

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>NOTE 11</b>		
<b>NON CURRENT INVESTMENTS</b>		
Investment in Wholly owned subsidiary		
12,10,040 (P.Y. Nil) Equity Shares of Rs. 10 Each Of New-Tech Infrastructure Private Limited	8,96,67,960	-
10,00,000 (P.Y. Nil) Equity Shares of Rs. 10 Each Of Nocil Infrastructure Limited	1,81,25,000	-
	<b>10,77,92,960</b>	-
<b>NOTE 12</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
Other advances		
Balance with Government authorities	13,72,141	13,49,141
	<b>13,72,141</b>	13,49,141
<b>NOTE 13</b>		
<b>INVENTORIES</b>		
(At lower of cost and net realisable value)		
Construction Work-in-progress	2,91,06,044	5,37,75,120
	<b>2,91,06,044</b>	5,37,75,120
<b>NOTE 14</b>		
<b>TRADE RECEIVABLES</b>		
More than six months	-	64,97,544
Others	62,30,187	77,86,511
	<b>62,30,187</b>	1,42,84,055
<b>NOTE 15</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
Cash on hand	4,59,522	3,54,302
Balances with banks		
In current accounts	11,931	2,69,015
	<b>4,71,453</b>	6,23,317
<b>NOTE 16</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
Advance to Vendors	53,71,742	66,04,000
Loans to wholly owned Subsidiary	2,97,56,844	-
Prepaid Expenses	76,689	-
	<b>3,52,05,275</b>	66,04,000

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>NOTE 17</b>		
<b>REVENUE FROM OPERATIONS</b>		
Sale of Flats	3,30,23,456	2,16,95,877
	<b>3,30,23,456</b>	<b>2,16,95,877</b>
<b>NOTE 18</b>		
<b>OTHER INCOME</b>		
Interest on loan	10,10,096	-
Other non-operating income	-	8,572
	<b>10,10,096</b>	<b>8,572</b>
<b>NOTE 19</b>		
<b>COST OF SALES</b>		
Cost of Flats sold	2,76,37,613	1,81,83,311
	<b>2,76,37,613</b>	<b>1,81,83,311</b>
<b>NOTE 20</b>		
<b>EMPLOYEES BENEFIT EXPENSES</b>		
Salary and allowances	10,03,333	3,00,000
	<b>10,03,333</b>	<b>3,00,000</b>
<b>NOTE 21</b>		
<b>FINANCIAL EXPENSES</b>		
Interest on unsecured loan	35,08,025	-
Interest on Statutory Dues	4,620	26,722
	<b>35,12,645</b>	<b>26,722</b>
<b>NOTE 22</b>		
<b>OTHER EXPENSES</b>		
Listing Fees	2,24,720	1,37,641
Membership & Subscription fees	66,275	8,427
Professional Fees	4,56,723	5,50,780
Advertisement Expense	1,44,798	11,91,854
Auditors Remuneration	2,69,075	1,68,540
Business Promotion Expenses	1,78,000	2,05,000
Travelling Expenses	3,20,668	84,937
Donation	-	3,96,000
Rates and Taxes	10,800	74,610
Other Miscellaneous Expenses	1,45,767	32,871
	<b>18,16,827</b>	<b>28,50,660</b>

### 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, 2016

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, 2016 and the Profit and Loss Account for the year ended March 31, 2016 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) Subsidiary Company**

Newtech infrastructure Pvt Ltd (with effect from 15th October, 2015)

Nocil Infrastructure Ltd. (with effect from 15th October, 2015)

**(B) Key Managerial Personnel**

Naresh K. Mehta

Dilipkumar K. Mehta

**(C) Enterprises over which Key Managerial Personnel Having Significance Influence**

Neo builders Limited

Neon Metal Impex Pvt Ltd

Neo builders & Developers (Proprietor)

Nocil Steels (Partnership)

Universal Builders & Developers

Stamag Builders And Developers Private Limited

Nancy Exports

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

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
<b>Remuneration</b>		
Mr. Naresh K. Mehta	3,00,000	3,00,000
<b>Interest Received</b>		
New-Tech Infrastructure Pvt. Ltd.	9,35,709	-
Nocil Infrastructure Ltd.	74,385	-
<b>Loan Given</b>		
New-Tech Infrastructure Pvt. Ltd.	2,79,80,835	-
Nocil Infrastructure Ltd.	24,76,009	-
<b>Loan Received</b>		
New-Tech Infrastructure Pvt. Ltd.	7,00,000	-
<b>Outstanding as on 31st March, 2016</b>		
<b>Payable</b>		
Mr. Naresh K. Mehta	3,00,000	35,000
<b>Receivable</b>		
New-Tech Infrastructure Pvt. Ltd.	2,72,80,835	-
Nocil Infrastructure Ltd.	24,76,009	-

**26. Earnings per share**

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
Net profit after tax as per profit and loss statement	(5,73,886)	90,519
Weighted average number of equity shares outstanding during the year	53,06,800	53,06,800
Nominal value per equity share	10	10
Basic earnings per share	(0.11)	0.02
Diluted earnings per share	(0.11)	0.02

**27. Auditors' Remuneration (Excluding Service tax)**

Particulars	March 31, 2016 Amount in ₹	March 31, 2015 Amount in ₹
Audit fees	1,75,000	1,00,000
Taxation matters & Tax Audit	60,000	50,000
<b>TOTAL</b>	<b>2,35,000</b>	<b>1,50,000</b>

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 II of the Companies Act, 2013 is not being provided.
31. Figures of previous year are regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

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

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

**Place: Mumbai**  
**Date: 30<sup>th</sup> May 2016**

**For Neo Infracon Limited**

**Naresh K. Mehta**  
Managing Director  
DIN No. 01189583

**Dilip K. Mehta**  
Director  
DIN No. 01929640

## INDEPENDENT AUDITORS' REPORT

### **To the Members of Neo Infracon Limited**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Neo Infracon Limited ("the Holding Company") and its subsidiaries ("the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated 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 Consolidated Financial Statements**

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 Group 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 consolidated 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 thereunder.

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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 Holding Company's Directors, as well as evaluating the overall presentation of the consolidated 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 consolidated financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March, 2016, its consolidated profit and its consolidated cash flows for the year ended on that date.



**Report on Other Legal and Regulatory Requirements**

3. As required by Section 143 (3) of the Act, we report that:
- (h) 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 of the aforesaid consolidated financial statements.
    - (i) 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.
  - (j) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss Statement and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - (k) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (l) On the basis of the written representations received from the directors of the Group as on 31st March, 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (m) In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.
  - (n) 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:
    - iv. The Group has disclosed the impact of pending litigations on its financial position in its financial statements.
    - v. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - vi. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

**For D. Kothary & Co.**

Chartered Accountants

(Firm's Registration No. 105335W)

**Vipul N. Chauhan**

(Partner)

(Membership No. 047846)

**Place: Mumbai**

**Date: 30<sup>th</sup> May 2016**

**CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2016**

Particulars	Note	March 31, 2016 Amount in ₹
<b>I. EQUITY AND LIABILITIES</b>		
<b>1 Shareholders' funds</b>		
Share capital	3	5,30,68,000
Reserves and surplus	4	67,26,007
		<b>5,97,94,007</b>
<b>2 Non current liabilities</b>		
Long term borrowings	5	34,95,09,762
Deferred tax Liabilities (Net)	6	1,78,015
Other Long term liabilities	7	30,90,278
		<b>35,27,78,055</b>
<b>3 Current liabilities</b>		
Trade payables		1,82,28,119
Other current liabilities	8	9,03,95,162
Short term provisions	9	15,02,307
		<b>11,01,25,588</b>
<b>TOTAL</b>		<b>52,26,97,650</b>
<b>II. ASSETS</b>		
<b>1 Non current assets</b>		
Fixed Assets	10	
i) Tangible Assets		74,19,697
ii) Goodwill on consolidation		2,91,54,796
Long term loans & Advances	11	30,71,671
		<b>3,96,46,164</b>
<b>2 Current assets</b>		
Inventories	12	41,21,61,432
Trade receivables	13	2,55,40,982
Cash and Cash Equivalents	14	19,25,750
Short term loans and advances	15	4,34,23,322
		<b>48,30,51,485</b>
<b>TOTAL</b>		<b>52,26,97,650</b>
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. 47846)

**For Neo Infracon Limited****Naresh K. Mehta**

Managing Director

DIN No.: 01189583

**Dilip K. Mehta**

Director &amp; CFO

DIN No.: 01929640

**Place: Mumbai****Date: 30<sup>th</sup> May 2016**

**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	Note	March 31, 2016 Amount in ₹
Revenue from operations	16	6,39,43,456
Other income	17	14,45,595
<b>Total Revenue</b>		<b>6,53,89,051</b>
<b>Expenses:</b>		
Cost of Flats sold	18	5,30,94,655
Employee Benefit expenses	19	24,41,497
Financial Expenses	20	36,06,668
Depreciation	10	7,58,818
Other expenses	21	45,54,214
<b>Total Expenses</b>		<b>6,44,55,851</b>
<b>Total Expenses Profit before tax</b>		<b>9,33,200</b>
<b>Tax expense:</b>		
Current tax		13,72,700
Short/(Excess) tax provision for earlier years		16,480
Deferred tax		(47,016)
<b>Profit after tax</b>		<b>(4,08,964)</b>
<b>Earning per share on Equity Shares of Rs. 10 each (Refer note 26)</b>		
- Basic		(0.08)
- Diluted		(0.08)
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. 47846)

**For Neo Infracon Limited****Naresh K. Mehta**

Managing Director

DIN No.: 01189583

**Dilip K. Mehta**

Director &amp; CFO

DIN No.: 01929640

**Place: Mumbai****Date: 30<sup>th</sup> May 2016**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016**

Particulars	March 31, 2016 Amount in ₹
<b>A. Cash Flow From Operating Activities :</b>	
Net profit before tax as per statement of profit and loss	9,33,200
<u>Adjustments for :</u>	
Depreciation	7,58,818
Rent Income	(12,05,400)
Interest Expenses	36,06,668
<b>Operating Cash Flow Before Changes in Working Capital</b>	<b>40,93,285</b>
<b>Changes in current assets and liabilities</b>	
(Increase)/ Decrease in trade receivables	1,88,23,128
(Increase)/ Decrease in loans and advances & Current & Non Current Assets	35,15,872
(Increase)/ Decrease in Inventories	2,42,80,844
Increase/ (Decrease) in trade payables	(65,24,662)
Increase/ (Decrease) in other current Liabilities & Provisions	(5,95,02,879)
<b>Cash Generated From Operations</b>	<b>(1,53,14,411)</b>
Payment of Taxes (Net of Refunds)	(9,44,522)
<b>Net Cash Flow From Operating Activities (A)</b>	<b>(1,62,58,933)</b>
<b>B. Cash Flow From Investing Activities :</b>	
Purchase of Fixed Assets	(76,125)
Rent Income	12,05,400
Purchase of Investment in wholly owned subsidiary	(10,77,92,960)
<b>Net Cash Flow From Investment Activities (B)</b>	<b>(10,66,63,685)</b>
<b>C. Cash Flow From Financing Activities :</b>	
(Repayment)/Borrowing of loans	12,64,10,414
Interest Paid on Borrowing	(36,06,668)
<b>Net Cash From/ (Used In) Financing Activities (c)</b>	<b>12,28,03,747</b>
<b>Net Increase In Cash Or Cash Equivalents (A+B+C)</b>	<b>(1,18,872)</b>
<b>Cash And Cash Equivalents At The Beginning Of The Year</b>	<b>6,23,317</b>
<b>Cash And Cash Equivalents of Subsidiary at the beginning</b>	<b>14,21,305</b>
<b>Cash And Cash Equivalents As At The End Of The Year</b>	<b>19,25,750</b>
<b>Component of Cash and Cash equivalents (Refer note 14)</b>	

As per our report of even dated

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

Vipul N. Chauhan  
Partner  
(Membership No. 47846)

Place: Mumbai  
Date: 30<sup>th</sup> May 2016

For Neo Infracon Limited

Naresh K. Mehta  
Managing Director  
DIN No.: 01189583

Dilip K. Mehta  
Director & CFO  
DIN No.: 01929640

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31,2016****1 Corporate information**

Neo Infracon Ltd is mainly dealing in Construction Services in respect of Commercial or Industrial Buildings & Civil Structures, Construction of Residential Complex and its place of business i.e. the registered office is situated at 52/52A,Nanubhai Desai Road, 9 Mulji thakarsi Bldg, Sindhi Lane, Mumbai - 400004.

The subsidiary company, controlled directly or indirectly by the Company with percentage holding is as below:

- i) New-tech Infrastructure Private Limited (100%)
- ii) NOCIL Infrastructure Limited (100%)

**2 Significant accounting policies****a) Basis of preparation of consolidated financial statements**

The consolidated financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (GAAP) and comply with the Accounting Standards as per Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 2013 to the extent applicable.

**b) Principles of consolidation**

- i) The consolidated financial statements have been prepared in accordance with the principles and procedures required for the preparation and presentation of consolidated financial statements as laid down under the Accounting Standard (AS) 21-'Consolidated Financial Statements.
- ii) The financial statements of the Company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The results of subsidiaries acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transactions have been eliminated on consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the Balance Sheet of the Company and its share in the post - acquisition increase in the relevant reserves of the subsidiaries/ joint ventures.
- iii) The excess of cost to the Company of its investments in subsidiaries over its share of the equity of the subsidiaries at the date on which the investment in the subsidiaries are made, is recognized as "Goodwill on Consolidation" being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of the investment is in excess of cost of investment of the Company, it is recognized as "Capital reserve" and shown under the head "Reserves and surplus", in the consolidated financial statements. Impact of currency translation on such "Goodwill" and "Capital reserve" is adjusted in the respective carrying amounts. The unamortized carrying value of goodwill is tested for impairment as at each Balance Sheet date. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the business combination. Cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised in goodwill is not reversed in a subsequent period.

- iv) Minority interest in the net income and net assets of the consolidated financial statements are computed and shown separately. Losses applicable to minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the group.
- v) As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's financial statements.

**c) Use of estimates**

The preparation of consolidated financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) and requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**d) Revenue recognition**

- a) Revenue from real estate developmental projects under development is recognised based on 'Percentage Completion Method'.

The Percentage Completion Method is applied when the stage of completion of the project reaches a reasonable level of development. For projects that commenced on or after 1st April 2012 or where revenue on a project is being recognised for the first time on or after that date, the threshold for 'reasonable level of development' is considered to have been met when the criteria specified in the Guidance Note on Accounting for Real Estate Transactions (Revised 2012) issued by the Institute of Chartered Accountants of India are satisfied, i.e., when:

- (i) The expenditure incurred on construction and development costs is not less than 25 % of the construction and development costs.
  - (ii) At least 25% of the saleable project area is secured by contracts or agreements with buyers.
  - (iii) At least 10 % of the total revenue as per the agreements of sale or any other legally enforceable documents are realised at the reporting date in respect of each of the contracts and it is reasonable to expect that the parties to such contracts will comply with the payment terms as defined in the contracts.
- b) Sale of plots and completed units is recognised at the sale consideration when all significant risks and rewards of ownership in the property is transferred to the buyer and are net of adjustments on account of cancellation.
  - c) Facility charges, management charges, rental, hire charges, sub lease and maintenance income are recognised on accrual basis as per the terms and conditions of relevant agreements.
  - d) Interest income is recognised on time proportion basis.

**e) Inventories**

Inventories are valued as under

- i) Completed Flats- At lower of Cost or Market Value
- ii) Construction Work in progress-At Cost

Construction Work in Progress includes Cost of Land, Construction Cost, allocated Interest and expenses incidental to projects undertaken by the company.

**f) Investments**

Investments are classified into non current investments and current investments. Investments which are intended to be held for more than one year are classified as non current investments and investments which are intended to be held for less than one year, are classified as current investments. Non current investments are stated at cost and a provision for diminution in value of non current investments is made only if the decline is other than temporary in the opinion of the management. Current investments are valued at cost or market/fair value whichever is lower. In case of investments in mutual funds, the net asset value of units is considered as market/fair value.

**g) Provisions, Contingent Liabilities and Contingent Asset**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the consolidated financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the assets and related income are recognized in the period in which the change occurs.

**h) Fixed assets and depreciation**

- i. Fixed assets are stated at cost of acquisition and installation less accumulated depreciation. Cost is inclusive of freight, duties, levies and any directly attributable cost of bringing the assets to their working condition for intended use.
- ii. Depreciation on Fixed Assets is provided on Straight Line Method at the rates and in the manner prescribed in Schedule III to the Companies Act, 2013.
- iii. Expenses incurred on Project and other charges during construction period are included under pre-operative expenditure (grouped under Capital Work in Progress) and are allocated to the cost of Fixed Assets on the commencement of commercial operations.

**i) Retirement benefits**

Long-Term Employee Benefits:

Defined Benefit Plan:

The company is accounting for Gratuity & Leave Encashment on payment basis.

**j) Taxation****a. Current Tax:**

Provision for tax is based on the taxable profit for the accounting year after taking into consideration the relevant provisions of the Income Tax Act, 1961.

**b. Deferred Tax:**

Deferred tax resulting from timing difference between accounting and taxable income is accounted for using the tax rates and laws that are enacted or substantively enacted on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent there is a virtual certainty that the asset will be realised in future.

**k) Borrowing Cost:**

Interest and Finance charges incurred in connection with borrowing of funds, which are incurred for development of long term project are transferred to construction work in progress as a part of cost of Project. Other borrowing costs are recognised as an expense in the period in which they are incurred.

**l) Earnings per share**

The basic earnings per share is computed by dividing the net profit / loss attributable to the equity shareholders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that reduce profit / loss per share are included.

**m) Cash and cash equivalent**

Cash and cash equivalent for the purpose of cash flow statement comprised cash at bank and cash in hand and other short term investment with maturity of three months or less.

**n) Share Issue Expenses**

Share Issue Expenses is carried as an asset and is amortised over a period of 5 years

Particulars	March 31, 2016 Amount in ₹
<b>NOTE 3</b>	
<b>SHARE CAPITAL</b>	
<b>AUTHORISED</b>	
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs.10 each	5,30,68,000
	5,30,68,000
<b>ISSUED, SUBSCRIBED AND PAID UP</b>	
53,06,800 (Previous Year 53,06,800) Equity Shares of Rs.10 each fully paid up	5,30,68,000
	5,30,68,000

Note: 1. 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.

2. Details of shares held by each shareholder holding more than 5% shares:

Class of Shares / Name of shareholders	March 31, 2016	
	No. of Shares held	% holding in that class of shares
<b><u>Equity shares with voting rights</u></b>		
Dilip K Mehta	6,16,400	11.62%
Naresh K Mehta	6,05,000	11.40%
Sangeeta N Mehta	3,21,900	6.07%
Neuro Properties Pvt. Ltd	3,59,968	6.78%
Noen Estate and Properties Pvt. Ltd	3,17,079	5.97%



Particulars	March 31, 2016 Amount in ₹
<b>NOTE 4</b>	
<b>RESERVES AND SURPLUS</b>	
Share forfeited Account	34,66,000
Opening Profit & Loss balance	36,68,971
Profit / (Loss) for the year	(4,08,964)
	32,60,007
	67,26,007
<b>NOTE 5</b>	
<b>LONG TERM BORROWINGS</b>	
<b>Secured</b>	
From Bank	9,73,761
ICICI Bank Car Loan	1,32,176
<b>Unsecured</b>	
From Related Parties	2,84,72,070
From Others	31,99,31,755
	<b>34,95,09,762</b>
<b>NOTE 6</b>	
<b>DEFERRED TAX LIABILITIES (NET)</b>	
On account of Fixed Assets	1,78,015
	<b>1,78,015</b>
<b>NOTE 7</b>	
<b>OTHER LONG TERM LIABILITIES</b>	
Electricity charges Fund	11,32,903
Maintenance charges Fund	14,95,375
Security Deposit(Rent)	4,62,000
	<b>30,90,278</b>
<b>NOTE 8</b>	
<b>OTHER CURRENT LIABILITIES</b>	
Current maturities of long term borrowings	2,11,25,717
Interest accrued and due on long term borrowings	2,03,40,315
Trade Deposits and Advances	33,25,613
Statutory liabilities	29,05,497
Creditors for Expenses	18,72,217
Advances from customers	1,98,23,226
Advances for Sale of Land	2,05,45,000
Book Overdraft	4,57,577
	<b>9,03,95,162</b>
<b>NOTE 9</b>	
<b>SHORT TERM PROVISIONS</b>	
Provision For Income Tax	15,02,307
	<b>15,02,307</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016**

**NOTE 10  
FIXED ASSETS**

PARTICULARS	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK	
	Balance as at 1st April, 2015	Additions	Adjustment	Balance as at 31 March, 2016	Balance as at 1st April, 2015	Depreciation /amortisation expense for the year	Eliminated on disposal of assets	Balance as at 31 March, 2016	Balance as at 31 March, 2015
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
<b>(A) Tangible assets</b>									
(a) Plant and Equipment	7,27,480	-	-	7,27,480	1,73,180	25,947	-	1,99,127	5,54,300
(b) Office Equipment	3,43,119	-	-	3,43,119	1,97,399	54,317	-	2,51,716	1,45,720
(c) Furniture and Fixtures	27,27,876	-	-	27,27,876	8,65,786	1,52,390	-	10,18,176	18,62,090
(d) Vehicles	74,82,454	-	-	74,82,454	20,23,926	4,84,853	-	25,08,779	54,58,528
(e) Computer	5,71,350	76,125	-	6,47,475	4,89,599	41,311	-	5,30,909	81,751
<b>Total</b>	<b>1,18,52,279</b>	<b>76,125</b>	<b>-</b>	<b>1,19,28,404</b>	<b>37,49,889</b>	<b>7,58,818</b>	<b>-</b>	<b>45,08,707</b>	<b>81,02,390</b>
Previous year									

Particulars	March 31, 2016 Amount in ₹
<b>NOTE 11</b>	
<b>LONG TERM LOANS &amp; ADVANCES</b>	
Other advances	
Balance with Government authorities	13,72,141
Deposits	16,99,530
	<b>30,71,671</b>
<b>NOTE 12</b>	
<b>INVENTORIES</b>	
<b>(At lower of cost and net realisable value)</b>	
Construction Work-in-progress	41,21,61,432
	<b>41,21,61,432</b>
<b>NOTE 13</b>	
<b>TRADE RECEIVABLES</b>	
More than six months	1,50,71,612
Others	1,04,69,370
	<b>2,55,40,982</b>
<b>NOTE 14</b>	
<b>CASH AND CASH EQUIVALENTS</b>	
Cash on hand	16,48,387
Balances with banks	
In current accounts	2,77,362
	<b>19,25,750</b>
<b>NOTE 15</b>	
<b>SHORT TERM LOANS AND ADVANCES</b>	
Advance to Vendors	4,00,60,144
Balance with Government Authority	2,48,067
Prepaid Expenses	1,00,961
Loans and advances to Others (also Refer Note 25)	30,14,150
	<b>4,34,23,322</b>
<b>NOTE 16</b>	
<b>REVENUE FROM OPERATIONS</b>	
Sale of Flats	3,30,23,456
Sale of godowns	41,00,000
Sale of Land	2,68,20,000
	<b>6,39,43,456</b>
<b>NOTE 17</b>	
<b>OTHER INCOME</b>	
Rent income	12,05,400
Other non-operating income	2,40,195
	<b>14,45,595</b>

Particulars	March 31, 2016 Amount in ₹
<b>NOTE 18</b>	
<b>COST OF SALES</b>	
Cost of Flats sold	2,76,37,613
Cost of Godowns sold	40,23,373
Cost of Land Sold	2,14,33,669
	<b>5,30,94,655</b>
<b>NOTE 19</b>	
<b>EMPLOYEES BENEFIT EXPENSES</b>	
Salary and allowances	24,41,497
	<b>24,41,497</b>
<b>NOTE 20</b>	
<b>FINANCIAL EXPENSES</b>	
Interest on unsecured loan	35,08,025
Interest on Statutory Dues	4,620
Interest on Vehicle Loan	90,760
Bank Charges	3,263
	<b>36,06,668</b>
<b>NOTE 21</b>	
<b>OTHER EXPENSES</b>	
Listing Fees	2,24,720
Insurance	62,553
Brokerage & Commission	50,402
Membership & Subscription fees	66,275
Electricity Charges	5,20,216
Rent	6,24,094
Professional Fees	7,17,028
Advertisement Expense	1,44,798
Auditors Remuneration	4,63,725
Business Promotion Expenses	7,58,000
Travelling Expenses	3,60,520
Donation	4,36,101
Rates and Taxes	24,017
Other Miscellaneous Expenses	1,01,764
	<b>45,54,214</b>

## 22 Contingent Liabilities

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

## 23 Segment Information for the year ended March 31, 2016

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, 2016 and the Profit and Loss Account for the year ended March 31, 2016 pertain to one business segment and related activities as per Accounting Standard (AS) 17 on "Segment Reporting".

**24 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  
 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	March 31, 2016 Amount in ₹
<b>Receivables</b>	
Nocil Steels (Advance to suppliers)	34,72,342
<b>Payables</b>	
Neo Builders & Developers	5,40,684
Neon Metals Impex Pvt. Ltd.	20,08,084
Neo Builders Ltd.	2,87,93,084
<b>Rent Paid</b>	
Neo Builders & Developers	6,00,760
<b>Remuneration</b>	
Mr. Naresh K. Mehta	3,00,000
<b>Interest Paid on Loan</b>	
Neo Builders Ltd.	31,34,460
Neon Metals Impex Pvt. Ltd.	16,75,649
<b>Remuneration Payable</b>	
Mr. Naresh K. Mehta	3,00,000
<b>Sales of Godown</b>	
Naresh K. Mehta	60,26,400

**26. Earnings per Share**

Particulars	March 31, 2016 Amount in ₹
Net profit after tax as per profit and loss statement	(4,08,964)
Weighted average number of equity shares outstanding during the year	53,06,800
Nominal value per equity share	10
<b>Basic earnings per share</b>	<b>(0.08)</b>
<b>Diluted earnings per share</b>	<b>(0.08)</b>

**27 Auditors' Remuneration (Excluding Service tax)**

Particulars	March 31, 2016 Amount in ₹
Audit fees	2,85,000
Taxation matters & Tax Audit	1,20,000
Other Fees	-
<b>TOTAL</b>	<b>4,05,000</b>

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 II of the Companies Act, 2013 is not being provided.

31 Figures of previous year are regrouped, rearranged and reclassified wherever necessary to correspond to figures of the current year.

**For D. Kothary & Co.**

Chartered Accountants

(Firm's Registration No. 105335W)

**Vipul N. Chauhan**

Partner

(Membership No. 047846)

**For Neo Infracon Limited**

**Naresh K. Mehta**

Managing Director

DIN No. 01189583

**Dilip K. Mehta**

Director

DIN No. 01929640

**Place: Mumbai**

**Date: 30<sup>th</sup> May 2016**

# Neo Infracon Limited

CIN No. L65910MH1981PLC248089

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

**Corp. Office:** 1st Floor, Nilay Life Scapes, Parmanand Wadi , Charani Road, 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 Thursday, 29th September, 2016, at 12.00 noon.

\_\_\_\_\_  
Member / Proxy's Name  
(in Block Letters)

\_\_\_\_\_  
Signature of the Member/Proxy

**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

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

**Corp. Office:** 1st Floor, Nilay Life Scapes, Parmanand Wadi , Charani Road, 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

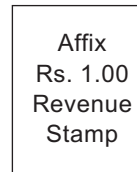
3 Name: \_\_\_\_\_ Address: \_\_\_\_\_

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 **33rd Annual General Meeting** of the company, to be held on the Thursday, 29th September, 2016 at 12.00 noon at Corporate Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ..... day of ....., 2016

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 33rd 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**  
 Corporate Office : 1st Floor, Nilay Life Scapes, Parmanand Wadi ,  
 Charani Road, 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:

<b>Ordinary Resolution:</b>	<b>Assent</b>	<b>Dissent</b>
1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audit Financial Statements) of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.		
2. To re-appointment of Mr. Dilip Mehta as Director		
3. To Appointment M/s. D. Kothary & Co. as Auditors		
4. To Appointment Mr. Bohman J. Irani as Independent Director		

**Place:**

**Date:**

**(Signature of the shareholder)**

## ROUTE MAP OF THE VENUE

OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY,  
TO BE HELD ON 29<sup>th</sup> September, 2016 at 12.00 Noon  
at 1<sup>st</sup> Floor, Nilay Life Scapes, Parmanand Wadi, Opp. Lohana Mahajan Wadi,  
Charni Road, Mumbai - 400 004, Maharashtra.



VENUE of the Meeting : 1<sup>st</sup> Floor, Nilay Life Scapes, Parmanand Wadi,  
Opp. Lohana Mahajan Wadi, Charni Road, Mumbai - 400 004,

Prominent Landmark: Parmanand Wadi

*Neo Pearl*



DEVELOPING TOMORROW

**Neo Infracon Limited**

Book Post

# Neo Infracon Limited

*Neo Galaxy*



If undelivered please return to :



## 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](mailto:anuvind@gmail.com)  
Website: [www.anuvind.com](http://www.anuvind.com)