



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
Website: www.anuvind.com
CIN : L65910MH1981PLC248089

**REGISTRARS & SHARE
TRANSFER AGENT** - Purva shareregistry (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

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 shareregistry (India) Private Limited and have it duly filled and sent back to them.

8. Re-appointment of Directors:

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

9. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.anuvinind.com to register the email id.
10. Electronic copy of the Annual Report for 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
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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. <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"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.

- (B) The voting period begins on 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 under help section or write an email to helpdesk.evoting.nsdl.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on September 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 NSDL 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 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 and on the website of NSDL 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: 30th May 2016

Naresh K. Mehta
Chairman & Managing Director