



Neo Infracon Limited
Annual Report 2022-23

Our Completed Project



Neo Ornate



Neo Pearl



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40th ANNUAL REPORT

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COMPANY INFORMATION

- | | |
|-------------------------------|---|
| 1. Mr. Ankush Mehta | :Chairman & Managing Director |
| 2. Mr. Dilip Mehta | :Chief Financial Officer |
| 3. Mr. Bhavik Mehta | :Non-Executive Director |
| 4. Ms. Varisha Kanungo | :Non-Executive Independent Director |
| 5. Mr. Rajen Mehta | :Non-Executive Independent Director |
| 6. Mr. Rahul Kanungo | :Non-Executive Independent Director |
| 7. Mr. Nitesh Milapchand Jain | :Non-Executive Independent Director |
| 8. Ms. Tamanna Rawal | :Company Secretary and Compliance Officer |

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 : cs@neoinfraconltd.com
Website: www.neoinfraconltd.com
CIN: L65910MH1981PLC248089

**REGISTRAR & SHARE
TRANSFER AGENT**

- Purva Share Registry (India) Pvt Ltd.
9, Shiv Shakti Industrial Estate,
J. R. Boricha Marg,
Lower Parel (E),
Mumbai - 400 011.
Phone: 2301 8261
Email Id: support@purvashare.com

CORPORATE OFFICE

- 1st Floor, 103 & 104, Sarah Heights Building, Situated at
322 B, M.S. Ali Road, Grant Road, Mumbai - 400007

NOTICE

Notice is hereby given that the **40th Annual General Meeting** of the Members of **M/s. Neo Infracon Limited** will be held on Thursday, 21st September, 2023 at 4.00 p.m **through video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)** without the in-person presence of shareholders 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, 2023 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Ankush Nareshkumar Mehta (DIN: 06387976) the Director, who retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval of Related Party Transaction:

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 the Companies Act, 2013 (“the act”) with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into and/or continue the related party transaction(s), contract(s)/arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions in terms of the explanatory statement to this resolution and forming part of the explanatory statement to this resolution on the respective material terms and conditions as set out in the said explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the

Company, to delegate all or any of its powers conferred under this resolution to any Director of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Place: Mumbai
Date: 10/08/2023

By Order of the Board
For Neo Infracon Limited

Registered Office:
52/52-A, Nanubhai Desai Road,
9, MuljiThakarsi Building, Sindhi Lane,
Mumbai - 400 004, Maharashtra
CIN : L65910MH1981PLC248089
Website: www.neoinfraconltd.com
Email: neoinfraconlimited@gmail.com
Contact No.: 022- 23856390

Sd/-
Ankush Mehta
DIN:06387976
Chairman & Managing Director

NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular no. 02/2022 dated May 5, 2022 and Circular no. 11/2022 dated December 28, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic”, circular no. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”). On 5th January, 2023 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM) which does not require physical presence of members at a common venue. Pursuant to these circulars, this Integrated Annual Report is being sent by email only.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
3. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), is annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.neoinfraconltd.com. The Notice may also be accessed from the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com also on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://www.evoting.nsdl.com>.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2023 to Thursday, 21st September, 2023 (both days inclusive) for Annual General Meeting of the Company.
9. The Register of Contracts or arrangements, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company.
10. Pursuant to Section 171 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the venue of the Annual General Meeting.
11. In terms of Section 152 of the Act, Mr. Ankush Nareshkumar Mehta (DIN - 06387976), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company has recommended his re-appointment.

The Profile of Director seeking re-appointment, as required in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

12. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 14th September, 2023 (‘Cut-off Date’).
13. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020. MCA Circular No. 02/2022 dated May 05, 2022 and MCA Circular No. 11/2022 dated December 28, 2022.
14. The Company has appointed Mr. Vijay Kumar Mishra, Practicing Company Secretary, Mumbai as the Scrutinizer for analyzing the remote e-voting as well as e-voting processes conducted during e-AGM in a fair and transparent manner.