

SYNERGY INFRASTRUCTURES LIMITED

NOTICE

Notice is hereby given that the 18th Annual general meeting of SYNERGY INFRASTRUCTURE LIMITED is scheduled to be held on Saturday, the 31st December, 2011 at 11.00 A.M at the registered office of the Company at ST-3, Press Complex, A. B. Road, Indore – 452001, MP to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 30th September, 2011 and Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Jyoti Prakash Bapna who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint M/s. Rajesh Shantilal Jain & Co., Chartered Accountants, Indore as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Paras Ramniklal Doshi who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice under section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for office of director, be and is hereby appointed as a director of the Company.”

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

“RESOLVED THAT Mr. Rameshkumar Mehta who was appointed as an additional director of the Company pursuant to section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice under section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for office of director, be and is hereby appointed as a director of the Company.”

Notes:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer book of the Company will remain closed from 27th December, 2011 to 30th December, 2011 (both days inclusive).
3. Corporate Members intending to send authorized representative(s) to attend the annual General meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the meeting.
4. A Member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
5. A brief note on Directors eligible for appointment and re-appointment is furnished in the Report on Corporate Governance.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

ITEM NO. 4

Mr. Paras Ramniklal Doshi has been appointed as an additional director of the Company with effect from 9th September, 2011 pursuant to section 260 of the Companies Act, 1956. In terms of section 260 of the Act, he can hold office upto the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing his candidature for the office of director pursuant to section 257 of the Act.

Accordingly, the Board recommends the resolution mentioned in Item No. 4 for approval of the members of the Company.

None of the Directors except Mr. Paras Ramniklal Doshi is considered to be interested or concerned in the resolution.

ITEM NO. 5

Mr. Rameshkumar Mehta has been appointed as an additional director of the Company with effect from 9th September, 2011 pursuant to section 260 of the Companies Act, 1956. In terms of section 260 of the Act, he can hold office upto the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing his candidature for the office of director pursuant to section 257 of the Act.

Accordingly, the Board recommends the resolution mentioned in Item No. 5 for approval of the members of the Company.

None of the Directors except Mr. Rameshkumar Mehta is considered to be interested or concerned in the resolution.

By order of the Board of Directors
For SYNERGY INFRASTRUCTURES LTD.

Place: Indore
Date: 30-10-2011

J. P. BAPNA
Chairman

DIRECTOR'S REPORT

To
The Members
SYNERGY INRASTRUCTURES LIMITED

Your Directors have pleasure in submitting their Annual Report and Audited statement of accounts for the period ended on 30th September 2011.

FINANCIAL PERFORMANCE:

PARTICULARS	For the period ended on 30-09-2011	For the period ended on 30-09-2010
Income from Operations		
-From Sale of Shares	1,50,00,000	51,20,000
Building/flat's sale	16,84,000	-
Profit/(loss) before Depreciation & Tax	4,58,805	1,91,790
Profit before Taxation	4,58,805	1,91,790
Less Provision For Taxation	----	----
Net Profit After Taxation	4,58,805	1,91,790
Previous Year Balance	----	----
Balance available for appropriation	4,58,805	1,91,790
Appropriation		
Balance carried to Balance Sheet	4,58,805	1,91,790

RESULT OF OPERATION:-

The company was continuing share trading business, commodities trading business and construction and it is giving good results.

RESERVES:-

During the year the company has not proposed to transfer any funds to the General Reserve.

DIVIDEND: -

The Board of Director recommends no dividend.

BUSINESS OPERATION:-

The Company is continuing Share Trading Business and construction it is giving good results.

CORPORATE GOVERNANCE:-

The Company has been proactive in following the principles and practices of good governance. The company has taken adequate steps to ensure that the conditions of Corporate Governance as stipulated in Clause 49 of the Listing/Agreements of the Stock Exchange are complied with.

FIXED DEPOSITS: -

The Company has not accepted any fixed deposits within the meaning of the section 58A of the Companies Act, 1956, during the year under review.

AUDITORS: -

The term of present auditors M/s Rajesh Shantilal Jain & Co. Chartered Accountants retires at the conclusion of the ensuring Annual General Meeting and they are eligible for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT: -

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, the board of directors of the company hereby confirm that.

1. In the preparation of the annual account, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of each financial year and profit or loss for the company under review.
3. The Directors have taken proper and sufficient care for maintenance of adequate records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and irregularities.
4. The Directors have arranged preparation of the accounts for the financial period ended 30-09-2011 on "going concern basis".

PERSONNEL: -

The Director wishes to place on record their appreciation for the valuable contribution made by all employees in achieving the objects of the Company.

PARTICULARS OF EMPLOYEES: -

No employees is eligible, whose information required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules 1975 in respect of employees of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO: -

Particulars with regard conservation of Energy etc. as required under Companies (Disclosure of particulars in the report on Board of Directors) Rules, 1988 are as per attached from A. The foreign Exchange earning and expenditure of the company is NIL.

APPRECIATION: -

The Directors acknowledge with gratitude and wish to place on record their appreciation for the support and cooperation received by the company from Bankers, Shareholders, Employees and its various agencies for their contribution to Company's successful operation during the year & look forward to their continued support.

**For and on behalf of the Board of Directors
SYNERGY INFRASTRUCTURES LIMITED**

**DATE : 30-10-2011
PLACE : INDORE**

**J. P. BAPNA
Chairman**

SYNERGY INFRASTRUCTURES LIMITED

REPORT ON CORPORATE GOVERNANCE

The detailed report on Corporate Governance, for the financial year October 1st, 2010 to September 30th, 2011 as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :-

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

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

B. BOARD OF DIRECTORS:-

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

Name of the Director	Category	No. of other Public Limited Company Directorship	No. of other Board Committees	
			Member	Chairman
Mr. Jyoti Prakash Bapna	Promoter	--	--	--
Mr. Ghanshyam Soni	Independent	--	--	--
Mrs. Pushpalata Soni	Independent	--	--	--
Mr. Rameshkumar Mehta	Independent	1	--	--
Mr. Paras Doshi	Independent	1	--	--

(ii) Meeting of the Board of Directors: -

The Board of Directors provides the strategic direction and thrust to the operations of the company. During the period under review, 6 (Six) Board Meetings were held on 30th October 2010, 31st January 2011, 30th April 2011, 30th July 2011, 31st September 2011 and 9th September 2011.

The 17th Annual General Meeting was held on 31st December, 2010.

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

Name	Attendance Particulars		No. of Equity Shares Held
	Board Meetings	Last AGM	
Mr. Jyoti Prakash Bapna	6	Yes	12,60,000
Mr. Ghanshyam Soni	6	Yes	Nil
Mrs. Pushpalata Soni	6	Yes	Nil
Mr. Rameshkumar Mehta ¹	1	NA	Nil
Mr. Paras Doshi ¹	1	NA	Nil

Note:-

1. Appointed as an Additional Director with effect from 09/09/2011.

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

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

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

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

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

C. DETAILS OF REMUNERATION PAID TO DIRECTORS:-

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

D. COMMITTEES OF THE BOARD: -

(i) Audit Committee

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

The attendance of each member of the Audit Committee in the Committee meetings is below:

Name of the Director	No. of Meeting held	No. of Meetings attended
Mr. Ghanshyam Soni	4	4
Mrs. Pushpalata Soni	4	4
Mr. Jyoti Prakash Bapna	4	4

During the period under review, 4 (Four) meetings of the committee were held on 30th October 2010, 31st January 2011, 30th April 2011 and 30th July 2011.

The Chairman of the Audit Committee is Mr. Ghanshyam Soni.

(ii) Shareholders' / Investors' Grievance Committee

The following Directors are members of the Shareholders'/Investors' Grievance Committee.

1. Jyoti Prakash Bapna
2. Ghanshyam Soni

Mr. Atul Chouhan is the Compliance Officer of the company.

All Members were present at the Committee Meeting.

The brief terms of reference of the Committee include redressal of investors'/shareholders' complaints and requests like transfer of shares, non-receipt of dividend, annual report, etc.

E. GENERAL BODY MEETING: -

Particulars of the last Three Annual General Meeting (AGM) of the company have been held at the following places in the last three years: -

AGM for the financial year ended	Date, Time & Venue of AGM	Special Resolution
30-06-2008	31-08-2008 at 11.00 A.M. 22, Press Complex, Indore	-
30-09-2009	31-12-2009 at 11.00 A.M. 22, Press Complex, Indore	-
30-09-2010	31-12-2010 at 11.00 A.M. 22, Press Complex, Indore	-

During the year, no Extra-ordinary General Meeting was held. During the year, no postal ballot was conducted.

F. DISCLOSURES REGARDING APPOINTMENT/REAPPOINTMENT: -

i) Mr. Jyoti Prakash Bapna:

Mr. Jyoti prakash Bapna, aged about 42 years, has more than two decades of experience in the field of agriculture and construction.

(ii) Mr. Paras Ramniklal Doshi:

Mr. Paras Ramniklal Shah, aged about 32 years, is a under graduate and having more than 10 years of experience in the business of textile and Construction.

(iii) Mr. Rameshkumar Mehta:

Mr. Rameshkumar Mehta, aged about 47 years, is a under graduate and is actively involved in the business of diamond and Construction.

G. DISCLOSURES: -

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company at large: NIL
- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 financial years: NIL
- (iii) The Company has generally complied with all mandatory requirements of Corporate Governance under Clause 49 of the Listing Agreement.
- (iii) Pursuant to sub-clause V of the Clause 49 of the Listing Agreement, the Board has received CEO/CFO certificate for the Financial Year ended September 30, 2011.

H. MEANS OF COMMUNICATIONS: -

Financial Results

The quarterly unaudited financial results and annual audited financial results are normally published in Malav Anchal & Free Press.

I. GENERAL SHAREHOLDERS INFORMATION: -

(i) Annual General Meeting: -

Day, date and time : Saturday, 31st December 2011
Venue : ST - 3, 22, Press Complex,
A. B. Road, Indore - 452001

(ii) Financial Calendar: -

Calendar of events for the year ended 30th September 2011 – on or before 30-09-2012

Audited results for the period ended 01-10-2011: 30-09-2012

First Quarter Results (2011-2012) : On or before 31-01-2012

Second Quarter Results (2011-2012) : On or before 30-04-2012

Third Quarter Results (2011-2012) : On or before 31-07-2012

Fourth Quarter Results (2011-2012) : On or before 31-10-2012

(iii) Date of Book Closure: -

The Company's Register of Members and Share Transfer Books shall remain closed from Tuesday, 27th December, 2011 to Friday, 30th December, 2011 (both days inclusive).

(iv) Share Transfer System: -

The Company had an in-house share transfer department for transfer of shares in physical form as on date and all works related to share transfer is being maintained in-house only i.e., at single point.

Physical shares for transfer are duly transferred within a period of 15-20 days from the date of receipt the documents if found in order. The Shareholder's Committee of the Company meets regularly to review and approve transfer proposals.

(v) Investor Services – queries / complaints during the period ended.

During the period from 01-10-2010 to 30-09-2011, no queries / complaints / requests were received by the Company from the shareholders and investors.

(vi) Listing on Stock Exchange: -

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

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

(vii) Market Price data (At MPSE)

Not traded during the year.

(viii) Distribution of Shareholding (As on 30-09-2011)

Shareholding of Nominal Value	Number of Shareholders	% of Total Shareholders	Number of Shares held	% of Shareholding
Upto - 5000	751	98.04	375500	3.64
5001 - 10000	1	0.14	600	0.00
10001 -20000	0	0.00	0.00	0.00
20001 - 30000	0	0.00	0.00	0.00
30001 – 40000	0	0.00	0.00	0.00
40001 – 50000	0	0.00	0.00	0.00
50001 - 100000	0	0.00	0.00	0.00
100001 - Above	14	1.82	9948900	96.36
Total	766	100.00	103250000	100.00

(ix) Dematerialization of Shares: -

Dematerialization is still to be done, Company's share exist only in physical form.

(x) Address for Correspondence for Shareholders: -

Address of Company	:	ST – 3, 22 Press Complex, A. B. Road, Indore – 452001, Madhya Pradesh Tel.: 0731 – 4202337
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MANAGEMENT DISCUSSION AND ANALYSIS REPORT: -

(a) Industry structure and developments

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

(b) Segment-wise or products-wise performance

The company has only two business segment, Construction and Share Trading.

(c) Risk and concerns

Share Trading is a risky business but the company is doing business diligently and does not expect any losses in the future.

(d) Internal Control System and their adequacy: -

The company has an elaborate system of internal controls to ensure optimal utilization of company's resources and protection thereof, facilitating accurate and speedy compilation of accounts and management information reports and compliance with laws and regulations. The internal Auditors and company's internal audit department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance this laws and regulations of the country as well as to suggest improvements.

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

During the year company has not earned profit.

(f) Human Resources

The company firmly believes that Human Resources and knowledge capital are vital for business success and creating value for stakeholders. The Company recognizes the fact that people drive business success, strengthening its efforts to build leadership at all levels. The Industrial relationship at both the units has remained quite cordial with total dedicated efforts from employees.

The total number of employees as on 30-09-2011 was one.

For & on behalf of the Board of Directors

Dated: 30-10-2011

Place: Indore

J. P. BAPNA

Chairman

DECLARATION REGARDING COMPLIANCE WITH THE CODE OF CONDUCT

To,
The Members of
SYNERGY INFRASTRUCTURES LIMITED

It is hereby certified and confirmed that as provided in clause 49 I(D) of the Listing Agreement with the Stock Exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended 30th September, 2011.

For SYNERGY INFRASTRUCTURES LIMITED

Place: Indore
Date: 30.10.2011

J. P. BAPNA
Chairman/CEO

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Synergy Infrastructures Limited

We have examined the compliance of conditions of Corporate Governance by Synergy Infrastructures Limited for the period ended 30-09-2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the period ended 30-09-2011 no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS**

**Place: Indore
Dated: 30-10-2011**

**RAJESH JAIN
(PROPRIETOR)**

AUDITOR'S REPORT

To,
The Members of
SYNERGY INFRASTRUCTURES LIMITED

1. We have audited the attached Balance Sheet of **SYNERGY INFRASTRUCTURES LIMITED** as at 30th September, 2011 and also the profit and loss account for the year ended on that date annexed thereto.

These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides the reasonable basis for our opinion
3. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government in terms of sub-section (4A) of Section 227 of the Companies Act 1956, we enclose give in the Annexure a statement of the matters specified in paragraph 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that: -
 - (a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of accounts as required by law have been kept by the Company so far it appears from our examination of those books;
 - (c) The Balance Sheet & Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956;
 - (e) On the basis of written representations received from the directors, as on 31st March, 2006 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 30th September, 2011 from being

appointed as director in terms of clause (g) of Section 274(1) of the Companies Act, 1956;

(f) In our opinion and to the best of our information and according to the explanations given to us, the said account read together with notes there on give the information required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India: -

i.) In case of Balance Sheet, of the state of affairs of the company as at 30th September 2011;

ii.) In the case of the Profit & Loss Account, of the Profit for the year ended 30th September 2011.

**For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS**

**DATE : 30.10.2011
PLACE: INDORE**

**RAJESH JAIN
(PROPRIETOR)**

ANNEXURE TO AUDITORS REPORT

Referred to in paragraph 1 of our report of even date.

On the basis of such checks as considered appropriate and in terms of the information explanations given to us, we state as under: -

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have not been physically verified by the Management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) During the year the Company has not disposed off any substantial part of Fixed Assets.
- (ii) (a) The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, to or from companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

In view of what has been stated above, clause (iii)(b) regarding terms and conditions of such loans, clause (iii)(c) regarding payment of principal amount and interest and clause (iii)(d) regarding stems for recovery of overdue amount of Para 4 of the Order are not applicable to the Company for the year.

- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for sale of goods.

- (v) Based on the audit procedures applied by us and according to information and explanations provided by the Management, we are of the opinion that the Company has not entered into any transactions during the year, which need to be entered into the register maintained under Section 301 of the company Act, 1956.

In view of what has been stated above, clause (V) (b) regarding reasonability of price of such transactions is not applicable.

- (vi) During the year under review, the Company has not accepted any deposits from public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) Cost audit rules are not applicable to company as per Section 209(1) (d) of the Companies Act, 1956.
- (ix) (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax, Sales Tax and other statutory dues. According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax were outstanding, as at 30th September 2011 for a period of more than six months from the date they became payable.

(b) According to the records of the Company, there are no dues of income tax, which have not been deposited on account of any dispute.
- (x) The Company has no accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and on the basis of information and explanations given by the Management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) The provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/Society are not applicable to the Company.
- (xiv) The Company has maintained proper records of the transactions & contracts and has made timely entries in the records. The company has held shares, securities, in its own name except to the extent of exemption granted u/s 49 of the Act.
- (xv) According to the information and explanations given to us and records made available to us. The company has not given any guarantee for loans to others.

- (xvi) The term loans have been applied for the purposes for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long investment by the Company.
- (xviii) The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) During the period covered by our audit report, the Company has not issued any debentures requiring report under this clause.
- (xx) The company has not raised any money by way public issue during the year and hence the question of disclosure and verification of end use of such moneys does not arise.
- (xxi) Based upon the audit procedures performed and information and explanations given by the Management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS**

**RAJESH JAIN
(PROPRIETOR)**

**DATE : 30.10.2011
PLACE: INDORE**

SYNERGY INFRASTRUCTURES LIMITED
BALANCE SHEET AS AT 30th SEPTEMBER, 2011

PARTICULARS	SCHEDULE	AMOUNT 30/09/2011	AMOUNT 30/09/2010
SOURCES OF FUND			
SHAREHOLDERS FUND			
Share Capital	A	103,250,000.00	103,250,000.00
Reserve & Surplus	B	8,245,813.00	7,787,008.00
Loans	C	-	6,050,000.00
TOTAL		111,495,813.00	117,087,008.00
APPLICATION OF FUNDS			
Fixed Assets (Net)			
Investments	D	10,500,000.00	13,500,000.00
CURRENT ASSETS, LOANS & ADVANCES			
Cash & Bank Balance	E	1,012,616.25	395,168.00
Loans & Advances	F	17,996,029.00	21,921,888.00
Other Current Assets		-	-
Stock in Trade		97,493,168.00	97,493,168.00
Sub Total		116,501,813.25	119,810,224.00
Less: - CURRENT LIABILITIES & PROVISIONS	G	15,506,000.00	16,223,216.00
NET CURRENT ASSETS		100,995,813.25	103,587,008.00
TOTAL		111,495,813.25	117,087,008.00

Notes on Account & Accounting
Policies & Additional Information

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For RAJESH SHANTILAL JAIN & CO.
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

(RAJESH JAIN)
PROPRIETOR

J.P. Bapna
DIRECTOR

Ghanshyam Soni
DIRECTOR

DATE : 30-10-2011
PLACE : INDORE

SYNERGY INFRASTRUCTURES LIMITED
PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 30th SEPTEMBER, 2011

PARTICULARS	SCHEDULE	AMOUNT 30-09-2011	AMOUNT 30-09-2010
INCOME			
Operating Income	H	16,684,000.00	5,120,000.00
TOTAL		16,684,000.00	5,120,000.00
EXPENDITURE			
Cost of Shares	I	15,030,000.00	4,800,000.00
Employees Remuneration & Benefits	J	9,650.00	79,240.00
Office & Administration Expenses	K	1,184,730.00	47,920.00
Financial Expenses	L	815.00	1,050.00
TOTAL		16,225,195.00	4,928,210.00
Profit/Loss before Taxation		458,805.00	191,790.00
Profit/Loss after Taxation		458,805.00	191,790.00
Prior Year Adjustments		-	-
Balance Carried to Balance Sheet		458,805.00	191,790.00

Notes on Account & Accounting
Policies & Additional Information

M
N

For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

(RAJESH JAIN)
PROPRIETOR

J.P. Bapna
DIRECTOR

Ghanshyam Soni
DIRECTOR

DATE : 30-10-2011
PLACE : INDORE

SYNERGY INFRASTRUCTURES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30th September 2011

Pursuant to Clause 32 of Listing Agreement(s) Amended (Rs in Lacs)

PARTICULARS	AMOUNT	AMOUNT
	30/09/2011	30/09/2010
A. CASH FLOW FROM OPERATION ACTIVITIES		
Profit before Tax	4.59	1.92
Adjustment for Items not involving the movements		
Depreciation as per P & L A/c	0	0
Provision for Tax	0.00	0.00
Preliminary & Pre-Operative Expenses	0.00	0.00
Prior Year Adjustment	0.00	0.00
Operative Profit before Working Capital Changes	4.59	1.92
Increase/Decrease in Unsecured Loan	-60.5	60.5
Increase/Decrease in Investment	30.00	-70.00
Increase/Decrease in Loans & Advances	39.26	-5.73
Increase/Decrease in Current Liabilities	-7.17	16.55
Increase/Decrease in Current Assets	0.00	0.00
Cash Generated from Operation	1.59	1.32
A. Net Cash flow from Operation	6.18	3.24
Net Increase/Decrease in Cash & Cash Equivalent	6.18	3.24
Add:- Cash & Cash Equivalent as at 30th September 2010	3.95	0.71
Cash & Cash Equivalent as at 30th September 2011	10.13	3.95

For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS

FOR & ON BEHALF OF
BOARD OF DIRECTORS

(RAJESH JAIN)
PROPRIETOR

J. P. Bapna
DIRECTOR

Ghanshyam Soni
DIRECTOR

DATE : 30.10.2011

PLACE : INDORE

AUDITORS CERTIFICATE

To
The Board of Director
Synergy Infrastructures Limited

We have verified the attached Cash Flow Statement of Synergy Infrastructures Limited with reference to the audited annual accounts for the year ended 30th September 2011 and we found the same to be in agreement therewith.

For RAJESH SHANTILAL JAIN & COMPANY
CHARTERED ACCOUNTANTS

(RAJESH JAIN)
PROPRIETOR

DATE : 30.10.2011

PLACE: INDORE

SYNERGY INFRASTRUCTURES LIMITED

PARTICULARS	AMOUNT 30-09-2011	AMOUNT 30-09-2010
SCHEDULE - A		
SHARE CAPITAL		
AUTHORIZED CAPITAL (P.Y. 10500000 Equity shares of Rs. 10 each)	105,000,000.00	105,000,000.00
ISSUED SUBSCRIBED & PAID UP CAPITAL (10325000 Equity shares of Rs. 10 each)	103,250,000.00	103,250,000.00
TOTAL	103,250,000.00	103,250,000.00
SCHEDULE - B		
RESERVES & SURPLUS		
PROFIT & LOSS ACCOUNT		
Opening Balance	7,787,008.00	7,595,218.00
Profit for the Year	458,805.00	191,790.00
TOTAL	8,245,813.00	7,787,008.00
SCHEDULE - C		
LOANS		
Loans	-	6,050,000.00
TOTAL	-	6,050,000.00
SCHEDULE - D		
INVESTMENTS		
Krishna Kripa Holding Pvt. Ltd.	4,000,000.00	4,000,000.00
M/s Emerald Communication Pvt. Ltd.	1,500,000.00	1,500,000.00
M/s Jewels Media Pvt.Ltd.	1,000,000.00	1,000,000.00
Brilliant INSTI(Investment)	0.00	3000000.00
Investment in K K Infra Estate	1000000.00	1000000.00
Investment in Aqua shell Bathing Ltd.	3000000.00	3000000.00
TOTAL	10,500,000.00	13,500,000.00
SCHEDULE - E		
CASH & BANK BALANCES		
Cash in Hand	401,952.25	359,602.00
Balance with Scheduled Bank	610,664.00	35,566.00
TOTAL	1,012,616.25	395,168.00
SCHEDULE - F		
CURRENT ASSETS, LOANS & ADVANCES		
CURRENT ASSETS		
Sundry Debtors	10,720,000.00	1,050,000.00
Loan & Advances(Assets)	5,068,028.00	18,573,028.00
Work in progress Unique Project	2,208,001.00	2,298,860.00
TOTAL	17,996,029.00	21,921,888.00
SCHEDULE - G		
CURRENT LIABILITIES & PROVISIONS		
M.P.S.E.	-	397,500.00
Building Advance From Sylph Technologies Ltd.	14,125,000.00	14,125,000.00
Sundry Creditors	-	1,030,716.00
Outstanding Advertisement	-	70,000.00
Auditors	90,000.00	80,000.00
Advances	1,291,000.00	590,000.00
TOTAL	15,506,000.00	16,223,216.00

SCHEDULE - H		
OPERATING INCOME		
Sale of Shares	15,000,000.00	5,120,000.00
Sale of building	1,684,000.00	-
Other Income	-	-
Consultancy Income	-	-
TOTAL	16,684,000.00	5,120,000.00
SCHEDULE - I		
COST OF SHARES		
Purchase of Shares	15,030,000.00	4,800,000.00
TOTAL	15,030,000.00	4,800,000.00
SCHEDULE - J		
EMPLOYEES REMUNERATION & BENEFITS		
Staff Salaries	9,650.00	79,240.00
TOTAL	9,650.00	79,240.00
SCHEDULE - K		
OFFICE & ADMINISTRATIVE EXPENSES		
Audit Fees	10,000.00	10,000.00
Office expenses	1,000.00	-
Postage expenses	-	2,420.00
Listing fess	138,980.00	25,000.00
Legal Fess`	-	1,000.00
Legal Exp	6,250.00	-
Construction project exp	1,025,000.00	-
Advertisement Exp	3,500.00	7,800.00
Printing & Stationary	-	1,700.00
TOTAL	1,184,730.00	47,920.00
SCHEDULE - L		
FINANCIAL EXPENSES		
Bank Charges	815.00	1,050.00
TOTAL	815.00	1,050.00

Synergy Infrastructures Limited

ACCOUNTING POLICIES

SCHEDULE – M

1. Basis of preparation:

The Financial statements are prepared under the historical cost convention, in accordance with Indian Generally Accepted Accounting Principles (GAAP) and mandatory accounting standards issued by the Institute of Chartered Accountants of India (ICAI), provisions of the Companies Act, 1956 and guidelines issued by the Securities and Exchange Board of India. All incomes and expenditures having a material bearing on the financial statement are recognized on the accrual basis. Accounting Policies have been consistently applied except where a newly issued accounting standard if initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

2. Use of estimates:

The preparation of statements in conformity with GAAP requires Management to make estimates and assumptions that affect reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and reported amount of revenue and expenses during the reported period. Actual result could differ from estimates. Any changes in estimates are adjusted prospectively.

Management periodically assesses using external and internal sources whether there is any indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above. An impairment loss is reserved only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

3. Revenue recognition:

Revenue from software development services comprises income from time and material and fixed price contracts. Revenue from time and material basis recognized as the services are rendered. Revenue from fixed price contracts and sale of license and related customization and implementation is recognized in accordance with the percentage completion. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become certain based on the current estimates.

Revenue from annual technical service contracts is recognized on prorata basis over the period in which the services are rendered.

Service income accrued but not due represents revenue recognized on contracts to be billed in the subsequent period, in accordance with terms of the contract.

Profit on sales of investments is recorded on transfer of title of company from company and is determined as the difference between the sales price and then carrying value of the investment. Interest on development of surplus funds is recognized using time proportion method, based on interest rates implicit in the transaction. Dividend income is recognized when the right to receive the same is established.

4. Expenditure:

The cost of software purchased for use in software development and services is charged to the cost of revenue in the year of acquisition. Post sales customer support costs are estimated by the management, determined on the basis of past experience. Expenses are accounted for on accrual basis and provisions are made for all losses and liabilities.

5. Fixed Assets:

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation. Fixed assets under construction, advances paid towards acquisition of fixed asset and cost of assets not put to use before the period /years end, are disclosed as capital work in progress.

6. Depreciation:

Depreciation on fixed assets, except leasehold land, is on straight line method based on the useful lives of respective as estimated by the management. Depreciation a basis for assets purchased/ sold during the period / year. Assets costing less than Rupees 5000 are fully depreciated in the period / year of purchase.

The management's estimates of the useful lives of various fixed assets are as follows:

Assets category	Useful life (in years)
Building	30
Office and other equipment	5
Computers	4
Vehicles	5
Furniture and fixtures	5
Software	3
Temporary structures	1

7. Investments:

Investments are classified into long term and investments based on the intent of the management at the time of acquisition. Long term including investments in subsidiaries is stated at cost and provision is made to recognize any decline, other than temporary in the value of such investments. Current investments are stated at the lower of cost and the fair value.

8. Earnings Per share:

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the period /year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period/ year-end, except where the result would be anti – dilutive.

9. TAXATION

Income tax is computed using tax effect accounting period, where taxes are accrued in the same period the related revenue and expenditure arise. A provision is made for income tax based on the tax liability computed after considering tax allowances and exemptions. The differences that result between the profit offered for income taxes and the profit as per financial statements are identified and thereafter a deferred tax asset or deferred liabilities is recorded for timing differences, namely the differences that originate in one accounting period and reserve in another, based on the tax effect of the aggregate amount being considered. The tax effect is calculated on the accumulated timing differences at the end of the financial year based on the prevailing enacted or substantially enacted regulations. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only to the extent there is virtual certainty of realization of such assets. In other situation, deferred tax assets are recognized only to the extent there is reasonable certainty realization in future. Such assets are reviewed at the end of each financial year and written down or written up to reflect the amount that is reasonably / virtually certain to be realized. Deferred tax assets or liabilities arising due to the timing difference, originality during the tax holiday period and reversing after the tax holiday period are recognized in the period in which the timing difference originates.

10. Managerial Remuneration:

No managerial remuneration has been paid during the period / year to the directors. (Previous year nil)

11. Segment Reporting

(a) Segment accounting policies

The segment reporting policies complies with the accounting policies adopted for preparation and presentation of financial statements of the company and in conformity with accounting standard-17 on segment reporting issued by ICAI.

- (b) The company operates in two segments namely Construction and share trading.
- (c) The segment wise details of revenue and expenditure is as follows:

Particulars	Rs. In lacs	
	30-09-2011	30-09-2010
Revenue		

a. Construction	16.84	NIL
b. Share trading	150.00	51.20
Expenditure		
a. Construction	10.25	NIL
b. Share trading	150.30	48.00
Profit/loss		
a. Construction	6.59	NIL
b. Share trading	-.30	3.20
(d) The assets and liabilities for segments is as follows		
		Rs. In lacs
Particulars	30-09-2011	30-09-2010
Assets		
Construction	22.08	NIL
Share trading	1092.88	1170.88
Liabilities		
Construction	154.16	147.15
Share trading	0.90	15.20

12. Related party disclosures:

The company has not transacted with any related party during the year.(previous year Nil)

13. Legal and professional:

The payment to auditors is as follows:

	30.09.2011	30.09.2010
Audit fees	10000	10000

14. CIF value of imports

The company has not made any imports during the period. (Previous year NIL)

15 Expenditure in foreign currency:

The company has not made any expenditure in foreign currency during the Period. (Previous year NIL)

16 Earnings in foreign currency:

The company has not made earnings in foreign currency during the year. (Previous year Nil)

17. Dividend remittance in foreign currency

The company has not made any payment of dividend in foreign currency during the year (Previous year NIL)

18. Earnings per share:

	30.09.2011	30.09.2010
Profit (Loss) after tax available to equity shareholders (Before extra ordinary items)	458805	191790
NO. Of shares outstanding	10325000	10325000
Basic earnings per share	0.044	0.018

19. Capital commitments and contingents liabilities:

(a) Estimated amount of contracts remaining to be executed on capital account and not provided in the books of accounts is NIL.(Previous year NIL)

(b) The company does not have any contingent liabilities at the end of the period .
(Previous year NIL)

20. Previous year figure have been regrouped / reclassified wherever necessary to make them comparable with the current period.

As per report of even date attached.

**M/S RAJESH SHANTILAL JAIN & CO.
CHARTERED ACCOUNTANTS**

For & on Behalf OF Board of Director

**(RAJESH JAIN)
PROPRIETOR
Membership No.71697**

**J.P. Bapna
Director**

**Ghanshyam Soni
Director**

**DATE:-30.10.2011
PLACE:-INDORE**

M/S SYNERGY INFRASTRUCTURES LIMITED

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

Registration No.	7647	State Code	10
Balance Sheet Date	30.09.2011		
Capital raised during the year (Rs. In Thousand)	Nil		
Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

Position of mobilisation and deployment of funds **(Rs. In Lacs)**

Total Liabilities	1114.96	Total Assets	1114.96
<u>Sources of Funds</u>			
Paid up Capital	1032.50	Reserves & Surplus	82.46
Secured Loans	---	Unsecured Loans	0.00
Share Application Money (Pending Allotment)	---		
<u>Application of Funds</u>			
Net Fixed Assets	---	Investments	105.00
Net Current Assets	1009.96	Misc. Expenditure	0.00

Performance of the company **(Rs. In Lacs)**

Operative Income	166.84	Total Expenditure	162.25
Profit before tax	4.59	Profit after tax	4.59
Earnings per share	0.02	Dividend rate	---

Generic names of the three principal products of the company

(As monetary terms) not codified

Production discription Share Trading, Investment & Constructions.

**For RAJESH SHANTILAL JAIN & CO.
CHARTERED ACCOUNTANTS**

For & on Behalf of Board of Directors

**(RAJESH JAIN)
PROPRIETOR**

**J.P. Bapna
DIRECTOR**

**Ghanshyam Soni
DIRECTOR**

DATE : 30.10.2011

PLACE : INDORE