

# SYNERGY BIZCON LIMITED

(Formerly known as '*Synergy Infrastructures Limited*')

Reg. Off.: 404, Navneet Plaza, 5/2, Old Palasia, Indore – 452001, Madhya Pradesh

Email : [info@synergyinfrastructures.com](mailto:info@synergyinfrastructures.com), Tel.: 0731 – 4202337

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## **POSTAL BALLOT NOTICE**

(Pursuant to Section 192A of the Companies Act, 1956)

NOTICE is hereby given to the Members of Synergy Bizcon Limited (“The Company”) that the Board of Directors of the Company have decided at its meeting held on 5<sup>th</sup> November, 2013 to seek the consent of the Members of the Company through voting by postal ballot in accordance with the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules 2001 to the proposed resolutions as mentioned at Serial Nos. 1 and 2 herein below:

### **1. Alteration of sub-clause 3 of main object Clause III (A) of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the confirmation of the Registrar of Companies, Madhya Pradesh & Chhattisgarh, sub-clause 3 of Main Object Clause III(A) of the Memorandum of Association of the Company be and is hereby replaced and substituted by the following new sub-clause 3:

3. To carry on in India or elsewhere the business of traders, merchants, wholesalers, retailers, stockiest, distributors, importers, exporters, intermediaries, brokers, suppliers, C & F agents, commission agents, selling agents, buying agents or otherwise to exchange, load, unload, handle, deal in all types of durable, consumable & marketable goods, equipments, articles, components, products, by-products, commodities, consumables, materials, stores, spares, tools, appliances and other items used in any industry, commerce, transport, public welfare, defense, diamond, aviation, agriculture, construction, power, textile, transmission, pollution or in any other field.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard.”

### **2. Issue of equity shares on preferential basis:**

To consider and if thought fit to pass with or without modifications, the following resolution as a Special Resolution:

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“RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act 1956 (including statutory modification(s), amendments or re-enactment thereof for the time being in force) and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into between the Company with the Stock Exchange, the subsisting guidelines and clarifications issued by the Government of India / Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI) or any other relevant authority and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors of the Company and / or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board of Directors (hereinafter referred to as “the board”) in its absolute discretion, to offer/issue and allot, in one or more tranches, 20,00,000 Equity Shares of face value of Rs.10/- each, at a price calculated in accordance with regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009, to the promoters/non-promoters group of the Company as per the list mentioned in the explanatory statement attached to the notice convening this meeting, on a preferential basis, as the Board may in its absolute discretion decide and on such terms and conditions, as the board considers fit, subject to the following:

- a) The Equity Shares to be offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company in all respects.
- b) The Equity Shares to be allotted shall rank pari passu with the existing Equity Shares of the Company in all respects including as to Dividend from the date of allotment and would be entitled to received all corporate benefits for which the book closure / record date falls after the date of allotment.
- c) The price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations and the “Relevant Date” for the purpose of calculating the price of the Equity Shares is 12<sup>th</sup> November, 2013, viz. 30 days prior to 12<sup>th</sup> December, 2013, the date when the result of Postal Ballot will be announced by the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board / committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds.

FURTHER RESOLVED THAT the Board be and is hereby authorized to accept such terms and conditions as the Government of India, SEBI, The Reserve Bank of India, Financial Institutions and / or Stock Exchanges may stipulate in that behalf.

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FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director or Directors or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

By Order of the Board  
For **SYNERGY BIZCON LIMITED**

Place: Surat  
Date: 05-11-2013

**DHIRAJBHAI KORADIYA**  
Chairman & Managing Director

## NOTES:

- (1) The Explanatory Statement setting out the material facts concerning the special business mentioned under item no. 1 and 2 of Postal Ballot Notice as required under Section 173(2) of the Act and the ICDR Regulations is annexed hereto.
- (2) The Company is providing voting facilities to members only through Postal Ballot form.
- (3) In order to conduct the Postal Ballot process in a fair and transparent manner, the Board has appointed M/s. Kaushal Ameta & Co., Company Secretaries, Indore as the Scrutinizer.
- (4) You are requested to carefully read the instructions printed on the Postal Ballot form enclosed hereto and return the completed and signed form in the enclosed prepaid self-addressed envelope.
- (5) The Postal Ballot forms should reach the scrutinizer on or before the close of working hours on 11<sup>th</sup> December, 2013. No other form or photo copy thereof is permitted. Any member who has not received the Postal Ballot form may apply to the company for a copy of the same.
- (6) Please note that any Postal Ballot form(s) received by the scrutinizer after the said date will be treated as have not been received.
- (7) The scrutinizer after completion of scrutiny, will submit his report to the Executive Chairman of the Company on 12<sup>th</sup> December, 2013. The date of declaration of result should be date of passing of resolutions.

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## **Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and pursuant to Section 102 of the Companies Act, 2013 read with Chapter VII of SEBI (ICDR) Regulations, 2009.**

### **Item No. 1:**

The Company is engaged in the construction related business. With the various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company and therefore, it is proposed to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company. With that end in view, certain modification/additions in the Object Clause of Memorandum of Association have been proposed.

Your Directors unanimously recommend the special resolution for approval of the shareholders.

None of the Directors may be considered to be interested or concerned in passing of the said resolution.

### **Item No. 2:**

The information as required in terms of the SEBI (ICDR) Regulations, 2009 are given as under.

#### **a) The Object & Purpose of the issue:**

Taking into consideration its growth plan and to meet Capital & Operational requirements, the Board at its meeting held on 5<sup>th</sup> November, 2013 has decided to issue 20,00,000 equity shares on preferential basis to promoters and non-promoters group of the Company.

#### **b) Intention of the Promoters to subscribe to the offer:**

The intention and primary objective of the Promoters to subscribe to the equity shares through this Preferential Issue is to make available scarce funds readily to finance the object and purpose of the Company.

There is no change in control of the Company subsequent to the issue of equity shares by way of preferential issue.

#### **c) Shareholding pattern before and after the issue:**

The information on shareholding pattern before and after the preferential issue is given hereunder.

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CATEGORY	Pre-Issue		Post-Issue	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
<b>1. Promoters Holding</b>				
A. Indian Promoters	3844000	37.23	4994000	40.52
B. Foreign Promoters	0	0	0	0
<b><i>SUB TOTAL</i></b>				
<b>2. Non Promoters Holding</b>				
<b><i>A. Institutional Investors</i></b>				
a. Mutual Funds	0	0	0	0
b. Indian Financial Institutions / Banks	0	0	0	0
c. FIIs	0	0	0	0
d. Indian Bodies Corporate	0	0	0	0
<b><i>B. Others</i></b>				
a. NRIs / OCB's	0	0	0	0
b. Indian Public	6481000	62.77	7331000	59.48
c. Any other	0	0	0	0
<b><i>SUB TOTAL (A+B)</i></b>				
<b>GRAND TOTAL</b>	<b>10325000</b>	<b>100.00%</b>	<b>12325000</b>	<b>100.00%</b>

**Note:** (i) Post issue pattern is based on the assumption of full subscription of the Equity shares of the Company.

(ii) The above pre-issue shareholding pattern has been prepared on the basis of the shareholding of the Company as on 31<sup>st</sup> October, 2013.

**d) Proposed time within which the allotment shall be completed:**

The allotment of equity shares shall be completed, within a period of 15 days from the date of passing of the resolution by the shareholders provided, that where the allotment is pending on account of pendency of any approval from any regulatory authority or the Central Government, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**e) Issue Price:**

The price of the shares shall be fixed as on the relevant date as per the Preferential Issue guidelines issued by the Securities and Exchange Board of India (SEBI).

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## f) Identity of the proposed allottees and percentage of pre and post preferential issue is as under:

The propose allottees are from promoters and non-promoters group of the Company and they are ultimate beneficial owner of the equity shares proposed to be issued. Percentage of pre and post preferential allotment of equity shares to each allottee is as under:

Name of the Allottees	Pre Issue		Category	Further Allotment	Post Issue	
	No. of Shares	%			No. of Shares	%
Koradiya Mile Stone Pvt. Ltd.	2912000	28.20	Promoter	1110000	4022000	32.63
Varshaben Koradiya	0	0.00	Promoter	40000	40000	0.32
Arvinbhai Dangi	0	0.00	Non Promoter	27000	27000	0.22
Manjulaben Dhakate	0	0.00	Non Promoter	25000	25000	0.20
Sitaram Dhakate	0	0.00	Non Promoter	26000	26000	0.21
Chetana Parikh	0	0.00	Non Promoter	30000	30000	0.24
Arjanbhai Varsadia	0	0.00	Non Promoter	28000	28000	0.23
Dineshkumar Dangi	0	0.00	Non Promoter	27000	27000	0.22
Sanjaykumar Chaudhari	0	0.00	Non Promoter	26000	26000	0.21
Bharamolbhai Dangi	0	0.00	Non Promoter	28000	28000	0.23
Jayantibhai Patel	0	0.00	Non Promoter	25000	25000	0.20
Velabhai Chaudhari	0	0.00	Non Promoter	30000	30000	0.24
Bhagvatiben Goswami	0	0.00	Non Promoter	24000	24000	0.19
Bhikhabhai Koli	0	0.00	Non Promoter	30000	30000	0.24
Jayeshbhai Koli	0	0.00	Non Promoter	35000	35000	0.28
Bharatbhai Chaudhari	0	0.00	Non Promoter	30000	30000	0.24
Paragbhai Dangi	0	0.00	Non Promoter	29000	29000	0.24
Jivanbhai Panchal	0	0.00	Non Promoter	27000	27000	0.22
Dalpatbharthi Gosvami	0	0.00	Non Promoter	30000	30000	0.24
Mansungbhai Kharsan	0	0.00	Non Promoter	42000	42000	0.34
Jayantibhai Bukoliya	0	0.00	Non Promoter	25000	25000	0.20
Ashokbhai Bukolia	0	0.00	Non Promoter	40000	40000	0.32
Pragnaben Trivedi	0	0.00	Non Promoter	30000	30000	0.24
Vinaben Trivedi	0	0.00	Non Promoter	36000	36000	0.29
Mamta Shah	0	0.00	Non Promoter	70000	70000	0.57
Dipeshkumar Shah	0	0.00	Non Promoter	70000	70000	0.57
Rajeshkumar Shah	0	0.00	Non Promoter	60000	60000	0.49

**Note:** The above post issue pattern is based on the assumption of full subscription of the Equity shares and the subsequent allotment of Equity Shares of the Company.

## g) Change in the control or composition of the Board:

There will be no change in the control or composition of the Board after the preferential allotment.

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Consent of the members is being sought by a Special Resolution pursuant to the provisions of Section 81 (1A) and other applicable provisions of the Companies Act, 1956, for preferential allotment. The Special Resolution as set out at the item 6 of the Notice, if passed will have the effect of allowing the Board to issue and allot shares to the persons on the terms and conditions as may be decided by the Board. The Board may be authorized to take all steps necessary for implementing this Resolution.

A certificate will be obtained from the Statutory Auditors of the Company confirming the minimum price for the preferential issue as per the preferential issue guidelines in Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto and the Compliance of the relevant regulations and the same will be available for inspection during business hours i.e. from 10.00 A.M. to 5.00 P.M. on all working days at the Registered Office of the Company and also at the Meeting.

The Directors unanimously recommend the passing of the above resolution as a Special Resolution.

None of the Directors except Mr. Dhirajbhai Koradiya and Mr. Shwet Koradiya are considered to be interested or concerned in the said resolution to the extent of preferential allotment of equity shares to be made to the promoters group of the Company.

Mr. Dhirajbhai Koradiya and Mr. Shwet Koradiya hold 4.65% and 0.59% of equity shares respectively as promoters in Koradiya Milestone Pvt. Ltd.

By Order of the Board  
For **SYNERGY BIZCON LIMITED**

Place: Surat  
Date : 05.11.2013

**DHIRAJBHAI KORADIYA**  
Chairman & Managing Director