



FORM A

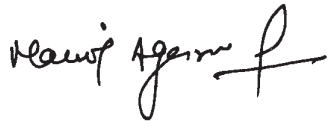
1	Name of the Company	Bhanderi Infracon Limited
2	Annual Financial Statements for the year ended	31 st March 2014
3	Type of Audit Information	Un – Qualified
4	Frequency of Observation	Un – Qualified observation
5	Signed by the Auditor of the Company	




Managing Director
(Sunil Patel)



Audit Committee Chairman
(Rohit Thumar)



Manoj Agarwal
Partner
S A R A & Associates,
Chartered Accountants
M. No. 119509



BHANDERI INFRACON LIMITED

Annual Report

2013 – 2014

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Directors

Mr. Sunil Patel, Managing Director

Mr. Dhirubhai Patel, Whole Time Director

Mr. kishore Patel (upto 24.05.2013)

Mr. Rohit Thumar, Independent Director (w.e.f. 24.05.2013)

Mr. Kanubhai Bhanderi, Independent Director (w.e.f. 24.09.2013)

Mr. Mahesh Savaliya, Independent Director (w.e.f. 24.09.2013)

Registered office

B/12, Jabuka Complex, Nr. Bajrang Ashram,
Below Vikas School, NH - 8, Thakkar Bapanagar,
Ahmedabad – 382350

Email : bhanderiinfracon@gmail.com

Contact No. – 079 - 22830245

Statutory Auditors

S A R A & Associates, Chartered Accountants

202, 2nd Floor, May Building,

297/299/301, Princess Street,

Near Marine Lines Flyover,

Mumbai - 400002

Registrar and Share Transfer Agents

Purva Sharegistry (India) Private Limited

9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,

Opp. Kasturba Hospital, Lower Parel (East), Mumbai – 400 011

Tel No. 23018261/23016761

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of Bhanderi Infracon Limited will be held on Monday, 29th September, 2014 at 12.00 P.M. at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, Gujarat to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2014, the statement of Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint M/s. S A R A & Associates, Chartered Accountants, Mumbai as Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the fifteenth Annual General Meeting, subject to ratification by Members at every Annual General Meeting and fixation of their remuneration by the Board of Directors.

Special Business:

3. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Mahesh Savaliya (DIN No. 06698871), Director of the Company be and is hereby appointed as an Independent Director of the Company for a term commencing from 29th September, 2014 to 31st March, 2019 not liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof) read with Schedule IV to the Companies Act, 2013, Mr. Kanubhai Bhanderi (DIN No. 06698850), Director of the Company be and is hereby appointed as an Independent Director of the Company for a term commencing from 29th September, 2014 to 31st March, 2019 not liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Nikunj Chodvadiya who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, is eligible for appointment as such and in respect of whose appointment a notice has been received from a Member alongwith the requisite deposit as required under Section 160 of the Companies Act, 2013, subject to him complying with the provision of Section 152(3) on the date of his appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual general Meeting, not liable to retire by rotation.”

6. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, including any modification or amendment thereof, Mr. Ghanshyam L. Dobaria, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, is eligible for appointment as such and in respect of whose appointment a notice has been received from a Member alongwith the requisite deposit as required under Section 160 of the Companies Act, 2013, subject to him complying with the provision of Section 152(3) on the date of his appointment, be and is hereby appointed as Independent Director of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual general Meeting, not liable to retire by rotation.”

7. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Remuneration Committee and as approved by the Board of Directors, Mr. Rohit Thumar (DIN No. 06489378), presently an Independent Director of the Company be and id hereby appointed as the Whole Time Director of the Company for a term of three years beginning from 1st October, 2014 to 30th September, 2017, liable to retire by rotation.

RESOLVED FURTHER THAT he be paid a yearly remuneration of 3% of the Net profits of the Company p.a. with effect from 1st October, 2014;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in Schedule V.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above Resolution.”

8. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT Smt. Bhumikaben Patel, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non Executive Director of the Company, liable to retire by rotation, subject to her complying with the provision of Section 152(3) on the date of her appointment.

9. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Remuneration Committee and as approved by the Board of Directors, in supersession of earlier Resolution passed, Mr. Sunil Patel (DIN No. 00307827), Managing Director of the Company be paid a yearly remuneration of 4% of the Net profits of the Company p.a. with effect from 1st April, 2014;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in Schedule V.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above Resolution.”

10. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Remuneration Committee and as approved by the Board of Directors, in supersession of earlier Resolution passed, Mr. Dhirubhai Patel (DIN No. 02043847), Whole Time Director of the Company be paid a yearly remuneration of 4% of the Net profits of the Company p.a. with effect from 1st April, 2014;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration shall be governed by Section II of Part II of Schedule V of the Act or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in Schedule V.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above Resolution.”

11. To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re – enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31st, 2015, be paid the remuneration as may be deemed appropriate by the Board.”

12. To consider and if thought fit to pass with or without modification the following Resolution as a Special resolution.

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act 2013 the Board of Directors of the Company be and is hereby authorized to borrow, from time to time such sums of money for the purposes of the business of the Company and on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (other than temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up share capital and reserves of the Company for the time being, that is to say, reserves not set aside for any specific purpose, provided however that the total amount of monies borrowed at any time shall not exceed Rs. 50,00,00,000 /- (Rupees Fifty Crore only).”

13. To consider and if thought fit to pass with or without modification the following Resolution as a Special resolution.

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act 2013, or any applicable provisions of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the Board of Directors of the Company for creating such mortgages/charges in addition to the existing Mortgages/ charges, hypothecation and other encumbrances, if any, created by the Company, as the Board may deem fit, on the assets of the Company, both present and future, together with power to take over the Management of the Company in certain events for securing the sum of monies aggregating to Rs. 50,00,00,000 /- (Rupees Fifty Crore only) borrowed and to be borrowed by the Company including money raised by issue of debentures from banks, financial institutions, other investing agencies or persons or body corporate.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to finalise the documents for creating the aforesaid mortgage and /or charges and to do all such acts and things as may be necessary for giving effect to the above Resolution.”

14. To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to give loan, provide guarantee, security and invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, upto a sum of Rs. 20 crore, notwithstanding that the aggregate of the aforesaid so far made or to be made exceeds the limits/will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above Resolution.”

**By order of the Board of Directors
Bhanderi Infracon Limited**

**Place: Ahmedabad
Date: 01.09.2014**

**Sunil Patel
(Managing Director)
(DIN No.:00307827)**

NOTES:

1. (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A 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 FORTY EIGHT HOURS BEFORE THE MEETING.**

(b) A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed hereto.

3. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Company’s Registrar, M/s Purva Sharegistry (India) Private Limited. In the event of non – availability of Members latest address either in the Companies

records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the Company.

4. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Company's Registrar to enable prompt reply to their queries.
5. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25th September, 2014 to Friday, 26th September, 2014 (both days inclusive).
7. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays and Sunday during business hours.
8. Members are requested to dematerialize their shareholding to eliminate all the risks associated with the physical shares and for ease in portfolio management.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding the shares in same/identical name(s) are requested to apply for consolidation of such folio & relevant share certificates.
11. The Equity Shares of the Company are listed at BSE Limited and the Company has paid requisite Annual Listing Fees for the year 2013 – 2014 to the Exchanges.
12. In terms of Section 72 of the Companies Act, 2013 facility for making the Nominations is available for shareholders in respect of physical shares held by them. Nomination forms can be obtained from the Company's Registered Office
13. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all Resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail as also physical copies:

- (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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department

	<p>(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. 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.
DOB#	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.
Dividend Bank Details#	<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 CDSL 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 Bhanderi Infracon Limited 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instructions:

- (A) The voting period begins on 25th September, 2014 at 09.00 A.M. and ends on the same day at 06.00 P.M. 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 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C) The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date of 29th August, 2014.
- (D) Ms. Avani Suresh Popat, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (E) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two 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.
- (F) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Avani S. Popat, Practicing Company Secretary, (Membership No. ACS 27774) at 202, 2nd floor, May Building, 297/299/301, Princess Street, Near Marine lines Flyover, Mumbai – 400 002 of the Company not later than 25th September, 2014 by 6.00 p.m. IST. Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (G) The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two days of the passing of the Resolutions at the 10th AGM of the Company on 29th September, 2014 and communicated to the BSE Limited, where the shares of the Company is listed and shall also be placed on the Website of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3 & 4:

Mr. Mahesh Savaliya (DIN No.06698871), & Mr. Kanubhai Bhanderi (DIN No. 06698850) were appointed as Independent Directors of the Company liable to retire by rotation. In terms of the relevant provision of the Companies Act, 2013 (the Act) the Board has decided to determine their tenure of appointment for a term commencing from 29th September, 2014 to 31st March, 2019, not liable to retire by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.

As per Section 150, their appointment is to be approved by the shareholders and hence the same is placed for consideration and approval at the AGM.

The Board considers it desirable that the Company should avail the services of Mr. Mahesh Savaliya & Mr. Kanubhai Bhanderi and also in the opinion of the Board, the appointees fulfill the conditions specified in the act and the rules made thereunder to be eligible to be appointed as Independent Directors pursuant to the provisions of Section 149 of the Act.

Considering their qualification, experience, stature and standing, they are qualified to be appointed as Independent Directors. Their appointment and guidance as Independent Directors will be of great value to the Company.

Except Mr. Mahesh Savaliya & Mr. Kanubhai Bhanderi, none of the other Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution.

Item no. 5 & 6:

The Company has received a notice from its members proposing the appointment of Mr. Nikunj Chodvadiya and Mr. Ghanshyam L. Dobaria as Independent Directors of the Company alongwith requisite deposit in respect thereto. Accordingly, the Resolution proposing their appointment as independent Directors of the Company is placed before the Shareholders of the Company. In accordance with the provisions of the Companies Act, 2013 and the Listing Agreement they are proposed to be appointed for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 15th Annual general Meeting, not liable to retire by rotation.

The Board considers it desirable that the Company should avail the services of Mr. Nikunj Chodvadiya and Mr. Ghanshyam L. Dobaria and also in the opinion of the Board, the appointees fulfill the conditions specified in the act and the rules made thereunder to be eligible to be appointed as Independent Directors pursuant to the provisions of Section 149 of the Act.

Considering their qualification, experience, stature and standing, they are qualified to be appointed as Independent Directors. Their appointment and guidance as Independent Directors will be of great value to the Company.

Except Mr. Nikunj Chodvadiya and Mr. Ghanshyam L. Dobaria, none of the other Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution.

Item no. 7:

The Board of the Company considers it appropriate and deem it in the interest of the Company to appoint Mr. Rohit Thumar, who is presently an Independent Director of the Company as the Whole Time Director of the Company, liable to retire by rotation. Mr. Rohit Thumar, being a qualified Chartered Accountant has good Industry experience as well.

Pursuant to the provisions of Sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Board has subject to the approval of Shareholders approved on the appointment of Mr. Rohit Thumar as a Whole Time Director for a term of three years beginning from 1st October, 2014 to 30th September, 2017, liable to retire by rotation. The remuneration payable to him shall be as under:

A. REMUNERATION AND PERQUISITES

- a) He shall be entitled to a remuneration of 3% of the Net profits of the Company,
- b) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Whole Time Director of the Company.

B. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to such remuneration as may be agreed upon by the Board subject Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in that Schedule.

In addition to the above, the Whole Time Director shall also be entitled to permissible perquisites, if and when provided for by the Company, which shall not be included in the computation of the ceiling on remuneration as per the provisions of the applicable sections of the Companies Act, 2013.

The explanatory statement together with the Notice should be treated as an abstract of the terms of the Agreement and Memorandum of Concern or Interest.

The Board accordingly recommends the Resolution at Item No. 7 for your approval as an Ordinary Resolution for appointment of Mr. Rohit Thumar as the Whole Time Director of the Company. Except Mr. Rohit Thumar, none of the other Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolution.

Item no. 8:

The provisions of Section 149 of the Companies Act, 2013 as also the provisions of the revised Clause 49 of the Listing Agreement (Clause 52 of the SME Listing Agreement in the case of the Company) applicable with effect from 1st October, 2014, it is mandatory for a listed Company to have a Woman Director on its Board. To ensure compliance with the aforesaid sections and provisions the Board considers it appropriate to appoint Mrs. Bhumika Patel, who is also a part of the promoter group of the Company as its Director, Non – Executive Category.

The Company has also received a notice from its member proposing her appointment as a Non Executive Director of the Company alongwith requisite deposit in respect thereto. Accordingly, the Resolution proposing her appointment as Director of the Company is placed before the Shareholders for their approval. She shall be appointed as a Non Executive Director, liable to retire by rotation.

Mrs. Bhumika Patel, is a Member of the Promoter group of the Company and personally holds 8000 shares (0.39%) in the Company and may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Mr. Sunil Patel, Managing Director and Mr. Dhirubhai Patel, Whole Time Director who are her relatives and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mrs. Bhumika Patel.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.8 of the Notice.

Item No. 9

The Shareholders of the Company at their Meeting held on 13th January, 2014 had approved the appointment of Mr. Sunil Patel as Managing Director of the Company. The Board, on the recommendation of the Remuneration committee considers it appropriate to revise the terms of his appointment.

Accordingly, it has been decided that the revised terms of his appointment shall be as follows:

Pursuant to the provisions of Sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Board has subject to the approval of Shareholders approved on the appointment of Mr. Sunil D. Patel as the Managing Director for a term of three years with effect from 1st April, 2014. The remuneration payable to him shall be as under:

A. REMUNERATION AND PERQUISITES

- a) Remuneration of 4% of the Net profits of the Company,
- b) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Managing Director of the Company.

B. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure as the Managing Director of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to such remuneration as may be agreed upon by the Board subject Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in that Schedule.

In addition to the above, the Managing Director shall also be entitled to permissible perquisites, if and when provided for by the Company, which shall not be included in the computation of the ceiling on remuneration as per the provisions of the applicable sections of the Companies Act, 2013.

The explanatory statement together with the Notice should be treated as an abstract of the terms of the Agreement and Memorandum of Concern or Interest.

The Board accordingly recommends the Resolution at Item No. 9 for your approval as an Ordinary Resolution.

Mr. Sunil Patel, is a Member of the Promoter group of the Company and personally holds 1438100 shares (70.86%) in the Company and may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in the proposed Resolution. Mr. Dhirubhai Patel, Whole Time Director and Mrs. Bhumika Patel, proposed Non Executive Director, who are his relatives and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mr. Sunil Patel.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.9 of the Notice.

Item No. 10

The Shareholders of the Company at their Meeting held on 13th January, 2014 had approved the appointment of Mr. Dhirubhai Patel as Whole Time Director of the Company. The Board, on the recommendation of the Remuneration committee considers it appropriate to revise the terms of his appointment.

Accordingly, it has been decided that the revised terms of his appointment shall be as follows:

Pursuant to the provisions of Sections 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Board has subject to the approval of Shareholders approved on the appointment of Mr. Dhirubhai Patel as the Whole Time Director for a term of three years with effect from 1st April, 2014. The remuneration payable to him shall be as under:

A. REMUNERATION AND PERQUISITES

- a) Remuneration of 4% of the Net profits of the Company,
- b) The Company shall reimburse from time to time all expenses that he may be required to incur in the course of performance of duties as Whole Time Director of the Company.

B. MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein contained, where in any financial year during his tenure as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to such remuneration as may be agreed upon by the Board subject Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and he shall be paid such remuneration as deemed appropriate by the Board within the limits specified in that Schedule.

In addition to the above, the Whole Time Director shall also be entitled to permissible perquisites, if and when provided for by the Company, which shall not be included in the computation of the ceiling on remuneration as per the provisions of the applicable sections of the Companies Act, 2013.

The explanatory statement together with the Notice should be treated as an abstract of the terms of the Agreement and Memorandum of Concern or Interest.

The Board accordingly recommends the Resolution at Item No. 10 for your approval as an Ordinary Resolution.

Mr. Dhirubhai Patel, is a Member of the Promoter group of the Company and personally holds 8500 shares (0.42%) in the Company and may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in the proposed Resolution. Mr. Sunil Patel, Managing Director and Mrs. Bhumika Patel, proposed Non Executive Director, who are his relatives and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mr. Dhirubhai Patel.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.10 of the Notice.

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015. Accordingly, M/s Kewlani & Associates have been appointed as the Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

The Directors seek Shareholders approval to pay remuneration to the Cost Auditors as they may deem appropriate.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in item No. 11 of the Notice for the ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 12 & 13:

The Central Government has, vide notification dated 12th September, 2013, notified, inter alia, Section 180 of the Companies Act, 2013. As per Section 180 (1) (c) of the Companies Act, 2013 effective from 12th September, 2013, the Board of Directors should exercise, inter alia, the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company exceeds aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the Company by Special Resolution.

Hence, Resolution at Item No. 12 of the accompanying notice is proposed to be passed as a Special Resolution giving consent of the Company to the Board of Directors of the Company to borrow monies exceeding its aggregate paid up share capital and free reserves as mentioned in Section 180 (1) (c) of the Companies Act, 2013.

Further, for securing the borrowings, etc., the Company may require to mortgage its property or hypothecate the assets for which shareholders' approval is required by way of Special Resolution as mentioned in Section 180 (1)(a) of the Companies Act, 2013.

The Directors recommend the passing of the Resolution set out at Item No. 12 & 13 of the accompanying Notice as Special Resolutions.

There is no concern or interest, financial or otherwise of any Director, Key Managerial Personnel of the Company or their relatives in respect of the said Resolution.

Item No. 14:

As per Section 186 of the Companies Act, 2013 read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for giving loan, extending guarantee or providing security in connection with a loan to any other body corporate or person and acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

The approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to enable the Company for giving loan, extending guarantee or providing security in connection with a loan to any other body corporate or person and acquisition by way of subscription, purchase or otherwise, the securities of any other body upto an extent of Rs. 20 Crore.

The Directors recommend the passing of the Resolution set out at Item No. 14 of the accompanying Notice as Special Resolution.

There is no concern or interest, financial or otherwise of any Director, Key Managerial Personnel of the Company or their relatives in respect of the said Resolution.

**By order of the Board of Directors
Bhanderi Infracon Limited**

**Place: Ahmedabad
Date: 01.09.2014**

**Sunil Patel
(Managing Director)
(DIN No.: 00307827)**

Information required to be furnished under provisions of the Companies Act, 2013 and the Listing Agreement in respect of Directors sought to be appointed:

Name of Director	Nikunj Chodvadiya	Ghanshyam L. Dobaria	Bhumika Patel	Mr. Rohit Thumar
Age	27	27	29	29
Date of Appointment	29.09.2014	29.09.2014	29.09.2014	Whole Time Director w.e.f. 01.10.2014
Qualification	M.B.A. in Marketing	S.S.C.	Under Graduate	Chartered Accountant
Expertise in Specific Functional Area	Marketing	Entrepreneur, Textile Industry	Entrepreneur, Real Estate	Finance
Executive & Non Executive Director	Non Executive Director	Non-executive director	Non Executive Director	Whole Time Director w.e.f. 01.10.2014
Promoter Group	N.A.	N.A.	Yes	N.A.
Independent Director	Yes	Yes	No	No
Other Directorships	None	None	None	1. Bhanderi Corporation Limited 2. Sudarshan Procon Limited
Chairman/Member of Committees of the Boards of Which he is a Director	None	None	None	None
Shareholding in the Company	NIL	NIL	8000 shares (0.39%)	NIL

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present Annual Report and the Company's Audited Accounts for the financial year ended March 31, 2014.

1. Financial Results:

Particulars	2013 – 2014	2012 - 2013
Sales & other Income	155.39	7.47
Expenditure	118.02	53.65
Profit/(Loss) before tax	37.37	17.83
Tax	(4.94)	(4.17)
Profit/(Loss) after tax	32.42	13.66

2. Initial Public offer

The Company has recently successfully completed an Initial Public Offering wherein 5,49,600 Equity Shares of Rs. 10/- each have been issued at a premium of Rs. 110/- per share. The shares of the Company are now listed on the SME Platform of the BSE Limited.

3. Dematerialization of Shares

During the period under review, the Company has entered into Tripartite Agreement with both the depositories, National Securities Depository Limited and Central Depository Services (India) Limited for providing Demat facility to its Shareholders. For the purpose, the Company has appointed M/s Purva Sharegistry (India) Private Limited as its registrar and Share Transfer Agent.

4. Preferential issue

During the year under issue, the Company has also issued 3,89,100 Equity Shares of Rs. 10/- each at a premium of Rs. 115/- per Equity Share on Preferential Basis to Mr. Sunil Patel. The said shares have been issued on partial conversion of unsecured loan extended by him to the Company.

5. Dividend:

During the Financial year ended 2013 – 14, the Company had not declared any dividend.

6. CHANGE OF REGISTERED OFFICE OF THE COMPANY:

During the year under review, the company has changed its registered office from Bileshwar Indl. Estate, Opp. Gumm, Nr. AMC Octrol, Odhav, Ahmedabad to B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH – 8, Thakkar Bapanagar, Ahmedabad - 382350.

7. APPOINTMENT OF DIRECTORS:

During the year under review:

- 1.) Mr. Rohit Thumar was appointed as an Independent Director of the Company on 24th May, 2013 and Mr. Mahesh Savaliya and Mr. Kanubhai Bhanderi were appointed as Independent Director with effect from 24th September, 2013;
- 2.) Mr. Sunilbhai Patel and Mr. Dhirubhai Patel were appointed as Managing Director and Whole Time Director respectively with effect from 23rd December, 2013;
- 3.) Kishore M. Patel resigned as Director with effect from 24th May, 2013

At the forthcoming Annual General Meeting, the following changes are proposed to be made in the Directors of the Company:

- 4.) Fixation of tenure of appointment of the Independent Directors of the Company, Mr. Mahesh Savaliya and Mr. Kanubhai Bhanderi upto 31st March, 2019;
- 5.) Appointment of Mr. Rohit Thumar, who is presently an Independent Director of the Company as the Whole Time Director of the Company with effect from 1st October, 2014
- 6.) Appointment of Mr. Ghanshyam L. Dobaria and Mr. Nikunj Chodvadiya as Independent Directors of the Company for a tenure commencing from the conclusion of the forthcoming Annual General Meeting upto the conclusion of the 15th Annual General Meeting.
- 7.) Change in terms of appointment of Mr. Sunil Patel, Managing Director and Mr. Dhirubhai Patel, Whole Time Director.
- 8.) Appointment of Mrs. Bhunikaben Patel as a Non Executive Director of the Company.
- 9.) Mr. Mustafa Shabbir Badami was appointed as the Company Secretary of the Company w.e.f. 2nd April, 2014 and he has resigned w.e.f. 31st August, 2014.

8. AUDITORS:

The present statutory Auditors of the Company M/s. S A R A & Associates, Chartered Accountants, retire at the conclusion of ensuing Annual General Meeting. The Company has received a letter as required from M/s. S A R A & Associates, Chartered Accountants, confirming their eligibility and willingness to act as a Statutory Auditors, if re –appointed. The Members are requested to appoint the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 15th Annual General Meeting.

9. DIRECTOR'S RESPONSIBILITY STATEMENT:

In compliance to the requirements of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

- a. The Company has followed the applicable accounting standards in the preparation of the Annual Accounts and there had been no material departure.
- b. That the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- c. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. That the directors had prepared the annual accounts on a going concern basis.

10. PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees attracting the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

11. ENERGY CONVERSATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 is not applicable in case of the Company. There are no foreign exchange earnings and outgoes in the Company.

12. CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standard of Corporate Governance and adhere to the requirements set out by the SEBI. The report on the Corporate Governance as stipulated under Clause 49 of the Listing Agreement, including the shareholding information and certificate from Practicing Company Secretary on its compliance, forms a part of this Annual Report.

13. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management Discussions and analysis report for the year under review, as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges in India, is provided in the separated section forming part of the Annual Report.

14. ACKNOWLEDGMENTS:

The Board of Directors expresses their deep gratitude for the co – operation and support extended to your company by its customers, suppliers, Bankers and various Government agencies. Your Directors also place on record the commitment and involvement of the employees at all levels and looks forward to their continued co – operation.

Place: Ahmedabad
Date: 01.09.2014

Sd/-
Sunil Patel
(Managing Director)
(DIN No. 00307827)

Sd/-
Dhirubhai Patel
(Whole time Director)
(DIN No. 02043847)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Overview:

Currently, Our Company is engaged in development of Residential Flats and Bungalows under Partnership Firms. While conceptualizing a project, we rely on a research based approach for layout planning, FSI utilization, unit size, fittings and interiors, and determining sales and marketing strategy. Depending on our market research, regulatory practices and consumer preferences, we alter our development mix and product design to ensure that our products cater to customer requirements. Our Company intends to exploit the opportunities that are available in the Real Estate Sector and our operations will cover all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects, maintenance and management of our completed developments etc.

Our Services:

We provide land development/construction services for the sectors described below:

- a) **Residential:** In the residential sector, we construct residential buildings;
- b) **Commercial:** In the commercial sector, our services consist of the construction of structures such as Commercial offices and Shops; and
- c) **Industrial:** In the industrial sector, our services consist of the construction of factories, sheds and workshops.

Our Strength:

- (i) Significant experience and strong presence in Gujarat
- (ii) Good Reputation and Brand Image
- (iii) Experienced management team
- (iv) Joint Development Model

Competition:

Our Company faces competition from various domestic and international real estate developers. Our competition varies depending on the size, nature and complexity of the project and on the geographical region in which the project is to be executed. We believe that our capability, experience and reputation for providing safe and timely quality services allow us to compete effectively.

Discussion on financial performance with respect to operational performance:

The Company has not incurred losses during the year under review.

Development in human resources:

Since the management has a long term vision, the challenge to recruit employees with the right knowledge and skill is very important.

Corporate Governance:

Your Company has successfully implemented the mandatory provisions of corporate governance in accordance with the provisions of clause 52 of the listing agreement (BSE-SME). Separate report on corporate governance is included in the annual report.

Industrial Relations:

During the year under review, your company had cordial and harmonious industrial relations at all levels of the organization.

Cautionary statement:

Statements in this management discussion and analysis may be 'forward looking` within the meaning of applicable laws and regulations. Actual results and planning might differ materially from those expressed or implied.

Place: Ahmedabad

Date: 01.09.2014

Sd/-

Sunil Patel
(Managing Director)
(DIN No. 00307827)

Sd/-

Dhirubhai Patel
(Whole time Director)
(DIN No. 02043847)

SECRETARIAL COMPLIANCE CERTIFICATE
{U/S 383A of the Companies Act, 1956 & Rule 3 of the Companies (Compliance Certificate)
Rules, 2001}

To
The Members,
M/s. Bhanderi Infracon Limited
Co. No. – 044481

I have examined the registers, records, books and papers of M/s Bhanderi Infracon Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made hereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

- 1.) The Company has kept and maintained all registers as stated in Annexure `A` to this certificate, as per the provisions and the rules made hereunder and all entries therein have been duly recorded.
- 2.) The Company has duly filed the forms and returns as stated in Annexure `B` to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made hereunder.
- 3.) The Company being a public limited company comments are not required.
- 4.) The Board of Directors duly met 9 times on 24th May 2013, 28th August 2013, 2nd September, 2013, 5th September, 2013, 24th September, 2013, 11th December 2013, 23rd December, 2013, 1st March, 2014 and 25th March, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- 5.) During the period under review, the company was not required to close its register of members and Share Transfer Books.
- 6.) The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 30th September, 2013
- 7.) During the year under review three Extra Ordinary General Meetings were held, details as under:
 - a. On 2nd September, 2013 to obtain Shareholders approval for Preferential issue of 3,89,100 Equity Shares at Rs. 125/- per Share to Mr. Sunil Patel;
 - b. On 13th January, 2014 to obtain Shareholders approval for appointment of Mr. Sunil Patel as Managing Director and Mr. Dhirubhai Patel as Whole Time Director; and
 - c. On 24th March, 2014 to obtain Shareholders approval for Initial Public Offering, subsequent Listing on the SME Platform of the BSE Limited and for granting borrowing powers to the Board

8.) During the year under review there were no transactions necessitating approval under the provisions of Section 295 of the Companies Act, 1956.

9.) During the year under review the Company has duly complied with the provisions of Section 297 of the Companies Act, 1956 in respect of transactions entered into with parties covered under the said Section.

10.) The company has made the necessary entries in the register maintained under section 301 of the Act.

11.) As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors or Central Government.

12.) During the period under review proper procedure has been followed in respect of issue of duplicate share certificates.

13.) The Company during the period under review has:

- allotted 3,89,100 Equity Shares of Rs. 10/- each to Mr. Sunil Patel at Rs. 125/- per share on 2nd September, 2013;
- was not required to deposit amount in separate Bank Account as no dividend was declared during the financial year;
- not required to post warrants to any member of the Company as no dividend was declared during the financial year;
- the Company was not required to transfer any amount in unpaid dividend account and the interest accrued thereon to Investor Education and Protection Fund as there was no amount which has remained unclaimed or unpaid for a period of seven years; and
- duly complied with the requirements of section 217 of the Act.

14.) The Board of Directors of the Company is duly constituted. During the year under review, following appointments and resignations have been made:

- a) Mr. Rohit Thumar was appointed as an Independent Director of the Company on 24th May, 2013 and Mr. Mahesh Savaliya and Mr. Kanubhai Bhanderi were appointed as Independent Director with effect from 24th September, 2013;
- b) Mr. Sunilbhai Patel and Mr. Dhirubhai Patel were appointed as Managing Director and Whole Time Director respectively with effect from 23rd December, 2013;
- c) Kishore M. Patel resigned as Director with effect from 24th May, 2013

The appointment and resignation of Directors made during the year have been in due compliance of the provisions of the Companies Act, 1956.

15.) During the year under review, the Company has appointed Mr. Sunil Patel as the Managing Director, Mr. Dhirubhai Patel as the Whole-time Director.

16.) The Company has not appointed any sole-selling agents during the financial year.

- 17.) The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
- 18.) The Company has issued 3,89,100 Equity Shares of Rs. 10/- each to Mr. Sunil Patel at Rs. 125/- per share on 2nd September, 2013 during the financial year.
- 19.) The Company has not bought back any shares during the financial year.
- 20.) The Company has not redeemed any preference shares/debentures during the financial year.
- 21.) There was no transaction necessitating the Company to keep in abeyance right to dividend, right shares and bonus shares pending registration of transfer of shares.
- 22.) The Company has not invited/accepted any deposits including unsecured loans falling within the purview of section 58A during the financial year.
- 23.) The borrowings made during the year are in compliance with the provisions of section 293(1)(d) of the Act.
- 24.) All loans given, investments made and guarantees or securities provided to other bodies corporate are in compliance with the provisions of the Act.
- 25.) The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
- 26.) The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
- 27.) The company has not altered the provisions of the memorandum with respect to name of the Company during the year under scrutiny.
- 28.) The company has not altered the provisions of the memorandum with respect to Authorised Share Capital of the company during the year under scrutiny.
- 29.) During the year under scrutiny, the Company has not altered the provisions of its Articles of Association.
- 30.) There was/were no prosecution initiated against or show cause notice received by the Company, during the financial year, for offences under the Act.
- 31.) The Company has not received any money as security from its employees during the financial year under certification.

32.) Section 418 of the Act relating to transfer of both employee's and employer's contribution to provident fund with prescribed authorities is not applicable to the company and as such there was no such transfer.

Place: Mumbai
Date: 01.09.2014

Sd/-
Avani S. Popat
Company Secretary in Practice
C.P. No. 10923
ACS No. 27774

ANNEXURE A

(a) Registers as maintained by the Company

- | | |
|--|-----------|
| 1. Register of Members with Index | u/s. 150 |
| 2. Share Transfer Register with Index | u/s. 108 |
| 3. Register of Directors | u/s. 303 |
| 4. Register of Director's Shareholding | u/s. 307 |
| 5. Register of Contracts | u/s. 301 |
| 6. Register of Investments | u/s. 372A |
| 7. Register of Loans | u/s. 372A |
| 8. Register of Charge | u/s. 143 |
| 9. Minutes of Board Meeting | u/s. 193 |
| 10. Minutes of the AGM/EGM Meeting | u/s. 193 |

Place: Mumbai
Date: 01.09.2014

Sd/-
Avani S. Popat
Company Secretary in Practice
C.P. No. 10923
ACS No. 27774

ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014.

Sr. No.	Form No./Return	Filed under section	For the Period	Date of Filing	Whether filed within prescribed time yes/no	If delay in filing whether requisite additional fee paid Yes/no.
1	Form 32	303(2)	Not Applicable	01.06.2013	Yes	Not Applicable
2	Form 23	192	Not Applicable	24.09.2013	No	Yes
3	Form 2	75	Not Applicable	24.09.2013	No	Yes
4	Form 18	146	Not Applicable	25.09.2013	Yes	Not Applicable
5	Form 32	303(2)	Not Applicable	26.09.2013	Yes	Not Applicable
6	Balance sheet	220	31 st March, 2013	30.10.2013	Yes	Not Applicable
7	Form 66	383A	31 st March, 2013	30.10.2013	Yes	Not Applicable
8	Form 32	303(2)	Not Applicable	31.10.2013	No	Yes
9	Form 23	192	Not Applicable	08.01.2014	No	Yes
10	Annual Return	159	31 st March, 2013	08.01.2014	No	Yes
11	Form 2	75	Not Applicable	08.01.2014	No	Yes
12	Form 32	303(2)	Not Applicable	22.01.2014	Yes	Not Applicable
13	Form 23	192	Not Applicable	11.03.2014	No	Yes
14	25C	269(2)	Not Applicable	11.03.2014	Yes	Not Applicable
15	25C	269(2)	Not Applicable	11.03.2014	Yes	Not Applicable
16	Form 23	192	Not Applicable	29.03.2014	Yes	Not Applicable
17	Form 32	303(2)	Not Applicable	29.03.2014	No	Yes
18	Form 32	303(2)	Not Applicable	31.03.2014	No	Yes

Place: Mumbai
Date: 01.09.2014

Sd/-
Avani S. Popat
Company Secretary in Practice
C.P. No. 10923
ACS No. 27774

CORPORATE GOVERNANCE REPORT

Corporate governance is a systemic process by which organization is directed, administered, managed and controlled. It is a process to manage the business affairs of the Company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder value, while taking into account the interest of the other stakeholders. In this dynamic environment, shareholders across the globe evince keen interests in the performance of the Companies and thus good corporate governance is of paramount importance for companies seeking to distinguish themselves in the global footprint.

The equity shares of the Company are listed and admitted to dealings on the SME Platform of the BSE Limited w.e.f. 8th August, 2014. Pursuant to the provisions of Clause 52 of the SME Listing Agreement, a report on Corporate Governance for the financial year ended 31st March, 2014 is furnished below:

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's Philosophy on Corporate Governance is aimed at enhancing long term shareholder value through assisting the top management in taking sound business decisions and prudent financial Management achieving transparency and professionalism in all decisions and activities of the Company. Achieving excellence in corporate governance by confirming to prevalent guidelines on corporate governance and excelling in, wherever possible reviewing periodically the existing systems and controls for further improvements.

2. BOARD OF DIRECTORS:

a) Composition:

The composition of the Board is as under:

Director	Executive/Non – Executive/Independent
Mr. Sunil Patel	Managing Director
Mr. Dhirubhai Patel	Whole Time Director
Mr. Kanubhai Bhanderi	Non – Executive Independent Director
Mr. Maheshbhai Savaliya	Non – Executive Independent Director
*Mr. Rohit Thumar	Non – Executive Independent Director

*At the forthcoming Annual General Meeting, Mr. Rohit Thumar is proposed to be appointed as a Whole Time Director

b) Attendance of each Director at the Board Meeting and last Annual General Meeting and Number of Directorships and Committees Memberships:

The names and categories of the Directors on the Board, their Attendance at Board Meetings during the year and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by them in other Companies are given below: F.Y. 2013 – 14 (1st April, 2013 to 31st March 2014)

Name of Director	Category	Board Meeting Held	Attendance Particulars		<u>No. of other Directorships and Committee Memberships/Chairmanships in other Indian Public Limited Company as on 31.03.2014 #</u>		
			Board Meeting	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Sunil Patel	MD & PD	9	9	Y	6	NIL	NIL
Mr. Dhirubhai Patel	WTD	9	9	Y	6	NIL	NIL
Mr. Kanubhai Bhanderi	ND & ID	9	4	Y	NIL	NIL	NIL
Mr. Maheshbhai Savaliya	ND & ID	9	4	Y	NIL	NIL	NIL
*Mr. Rohit Thumar	ND & ID	9	4	Y	2	NIL	NIL

C – Chairman, **MD** – Managing Director **WTD** – Whole Time Director, **NE** – Non – Executive, **PD** – Promoter Director **ID** – Independent Director, **PFD** -Professional Director

For the purpose of considering the number of other Committee positions, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013, have been excluded and Committees other than Audit Committee and Stakeholders Relationship Committee have been excluded.

c) Meetings of Board of Directors:

During the Financial Year 2013 -14, 9 Board Meetings were held on the following dates: 24th May 2013, 28th August 2013, 2nd September, 2013, 5th September, 2013, 24th September, 2013, 11th December 2013, 23rd December, 2013, 1st March, 2014 and 25th March, 2014

3. AUDIT COMMITTEE:

a. Brief Description of term of reference:

The Broad terms of reference of Audit Committee are in accordance with the prescribed guidelines as set out in the Companies Act, 2013 and the Listing Agreement executed with the Stock Exchange, that inter alia, includes overseeing financial reporting processes, reviewing the financial statements,

quarterly, half yearly/annual financial results and adequacy of internal control systems, discussions with the Auditors on any significant findings etc.

b. Composition:

The composition of the Audit Committee is as follows:

At present Committee consists of:

Name of Member	Designation	Executive, Non Executive/Independent	–
Mr. Rohit Thumar	Chairman	Non – Executive/Independent	
Mr. Kanubhai Bhanderi	Member	Non – Executive/ Independent	
Mr. Sunil Patel	Member	Managing Director/ Promoter	

c. Meeting and attendance during the year:

The committee was constituted at the Board Meeting held on 23rd December, 2013 and only one Meeting of the Committee has been held during the year at which all the committee Members were present.

1. Nomination and Remuneration Committee:

a. Brief Description of Terms of Reference:

The Remuneration Committee of the Company has been renamed as the Nomination and Remuneration Committee as per the provisions of Section 178(1) of the Companies Act, 2013. It has been constituted to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Composition:

Name of Member	Designation	Executive, Non Executive/Independent	–
Mr. Rohit Thumar	Chairman	Non – Executive/Independent	
Mr. Kanubhai Bhanderi	Member	Non – Executive/Independent	
Mr. Mahesh Savaliya	Member	Non – Executive/Independent	

b. Meeting and Attendance during the year:

During the year under review, no Meeting of the Remuneration Committee was held.

c. Remuneration Policy:

The Committee shall recommend the Remuneration payable to Managing Director or any other Executive Director based on their contribution to the growth and development of the Company, keeping in mind the Remuneration package of the Industry.

2. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The name of Shareholders'/ Investors' Grievance & Share Transfer Committee was changed to Stakeholders Relationship Committee as per the provisions of Section 178(5) of the Companies Act, 2013.

a. Constitution and terms of reference of the Committee:

Name of Member	Designation	Non-Executive/Independent
Mr. Mahesh Savaliya	Chairman	Non – Executive/Independent
Mr. Rohit Thumar	Member	Non – Executive/Independent
Mr. Dhirubhai Patel	Member	Non – Executive/Independent

The Committee specifically looks into the redressal of the Shareholders complaints in respect of all matters including transfer of shares, non – receipt of Annual Report, non – receipt of declared dividend, dematerialization of shares and investors complaints etc.

b. Name and designation of the Compliance Officer:

Mr. Sunil Bhandari, present Managing Director acted as the Compliance officer of the Company during the year. Mr. Mustafa Shabbir Badami was appointed as the Company Secretary of the Company w.e.f. 2nd April, 2014 and acted as the Compliance Officer of the Company upto 31st August, 2014, whereafter he has resigned from the Company. At present, Mr. Sunilbhai Patel, Managing Director of the Company is the Compliance officer of the Company.

c. Number of shareholders' complaints received so far:

No complaints were received during the year under review.

d. Meeting and Attendance during the year:

The committee was constituted at the Board Meeting held on 23rd December, 2013 and only one Meeting of the Committee has been held during the year at which all the committees Members were present.

3. General Body Meeting:

a. Details of Last Three Annual General Meeting Held is as under:

Financial Year	AGM	Day, Date & Time	Venue	Special Resolution Passed
2012-2013	9 th AGM	30 th September, 2013 at 10.00 A.M	Bileshwar Indl. Estate, Opp. Gumm., Nr. AMC Octrol, Odhav, Ahmedabad –	Nil

			382415	
2011-2012	8 th AGM	21 st September, 2012 at 10.00 A.M	Bileshwar Indl. Estate, Opp. Gumm., Nr. AMC Octrol, Odhav, Ahmedabad – 382415	Nil
2010-2011	7 th AGM	15 th September, 2011 at 10.00 A.M.	Bileshwar Indl. Estate, Opp. Gumm., Nr. AMC Octrol, Odhav, Ahmedabad – 382415	Nil

b. Ordinary and Special Resolution passed through Postal Ballot:

During the financial year under review, no Resolutions were passed through Postal Ballot.

4. Disclosures:

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the year 2013-14 under review, there were no materially significant related party transactions of the Company with its Promoters, Directors or the management, their subsidiaries or relatives, etc. that had a potential conflict with the interest of the Company at large.

b. Details of non – compliance by the company:

During the last three years there were no strictures or penalties imposed by either SEBI or the Stock Exchange or any statutory authority for non – compliance of any matter related to capital market.

c. Whistle Blower Policy:

The Board of Directors affirm and confirm that no personnel have been denied access to the Audit Committee and Company is in process of setting up a formal vigil mechanism.

d. Code of Conduct:

The Board of Directors has adopted the Code of Conduct for Director and Senior Management. The said Code has been communicated to the Directors and members of the Senior Management and has also been put up on the website of the Company.

e. Shareholding of Non – Executive Directors:

None of the Non – Executive Directors are holding any shares in the Company. Mrs. Bhumikaben Patel, proposed Non Executive Director, holds 8000 Equity Shares in the Company, constituting 0.39%

5. Means of Communication:

The Company's shares have been listed on the SME Platform of the BSE Ltd with effect from 8th of August, 2014 as such till date no results have been filed with the Stock exchanges. The results, as required shall be communicated to Stock Exchange where the Company's shares are listed, as soon as they are approved by the Board of Directors of the Company. Further, the results shall also be published in English and Marathi newspaper.

The Financial Results shall also be displayed on the website of the Company: www.bhanderiinfracon.com

6. General Shareholders Information:

a) 10th Annual General Meeting:

Day, Date and Time : 29th September, 2014
Venue : B/12, Jabuka Complex, Near Bajrang Ashram, Below Vikas School, N.H. – 8, Thakkarbapa Nagar, Ahmedabad – 2 82350

- b) Financial Year : 1st April, 2013 to 31st March, 2014
c) Date of Book Closure : Thursday, 25th September, 2014 to Friday, 26th September, 2014
d) Dividend Payment Date : Not Applicable
e) Listing on Stock Exchange : SME Platform of the BSE Ltd
f) Stock Code : 538576
g) ISIN : INE336Q01016
h) Market Price Data: High, Low during each month in last financial year – Not Available since the Company got listed on 8th of August, 2014

i) Registrar and Share Transfer Agent:

M/s. Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai – 400011.

j) Share Transfer System:

Share Transfer are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects.

k) Distribution of Shareholding as on 31st March, 2014

Grouping of Shares	No. of Shareholders	% of total Shareholders	No. of Shares per Category	% of total shares
Upto 5000	1	14.29	400	0.03
5001 – 10000	5	71.43	41500	2.80
10001 - 20000	NIL	NIL	NIL	NIL
20001 – 30000	NIL	NIL	NIL	NIL

30001 – 40000	NIL	NIL	NIL	NIL
40001 – 50000	NIL	NIL	NIL	NIL
50001 – 100000	NIL	NIL	NIL	NIL
100001 and above	1	14.29	1438100	97.17

l) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and likely impact on equity:

There were no outstanding instruments as on 31st March, 2014.

m) Plant locations

The Company is not having any plant.

n) Address for Correspondence:

• **For share transfer/dematerialization of shares/other queries relating to the securities:**

M/s. Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (East), Mumbai – 400011.

• **For Queries on Annual Report or Investors' assistance:**

B/12, Jabuka Complex, Near Bajrang Ashram, Below Vikas School, N.H. – 8, Thakkarbapa Nagar, Ahmedabad – 2 82350

o) Chairman:

The Company has an Executive Chairman and hence the requirement pertaining to reimbursement of expenses to Non – Executive Chairman does not arise.

p) Training of Board Members:

The necessary training will be provided to the Board Members, as and when required.

CEO/CFO Certification

To,
The Board of Directors
Bhanderi Infracon Limited

I, Sunil Patel, the Managing Director of the Company, to the best of my knowledge and belief, certify that:-

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and the same have been disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit committee that:

- (i) there are no significant changes in internal control over financial reporting during the year;
- (ii) there have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (iii) I am not aware of any instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Bhanderi Infracon Limited

Place: Ahmedabad
Date: 01.09.2014

Sd/-
Sunil Patel
(Managing Director)

ANNUAL CERTIFICATION BY CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR PURSUANT TO CLAUSE 52 OF THE SME LISTING AGREEMENT

As the Managing Director of Bhanderi Infracon Limited and pursuant to Clause 52 of the SME Listing Agreement, I hereby declare and certify that all the Board Members of the Company have affirmed compliance with the code of conduct as adopted by the Company for the year 2013 - 14

For Bhanderi Infracon Limited

Place: Ahmedabad
Date: 01.09.2014

Sd/-
Sunil Patel
(Managing Director)

Compliance Certificate on Corporate Governance

To,
The Members of Bhanderi Infracon Limited

The Shares of the Company got listed on the SME Platform of BSE Limited w.e.f. 8th August, 2014. As such Clause 52 of the Listing Agreement was not applicable to the Company for the year ended 31st March, 2014.

Presently, the Company is in compliance with the said clause of the Listing Agreement.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause 52. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Clause 52 of the Listing Agreement.

I 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.

Place: Mumbai
Date: 01.09.2014

Sd/-
Avani S. Popat
Company Secretary in Practice
C.P. No. 10923
ACS No. 27774

INDEPENDENT AUDITORS' REPORT

To,
The Shareholders

Report on the Financial Statements

1. We have audited the accompanying financial statements of **BHANDERI INFRACON LIMITED** (Formerly known as Bileshwar Industrial Estate Developers Private Limited) (the "Company"), which comprise the Balance Sheet as at **31st March, 2014**, and the Statement of Profit and Loss for the period then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September 2013 of Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so require and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2014:
- ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- iii) In the case of cash flow statement, of the cash flows for the year ended on that date.

Report on other Legal and regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraph 4 and 5 of the Order. However **matters specified in clauses 8, 13, 14, 18, 19, 20 of paragraph 4 of CARO, 2003 do not apply to the company.**
2. As required by section 227(3) of the Act, 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 account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September 2013 of Ministry of Corporate Affairs in respect of section 133 of Companies Act, 2013.
 - e) On the basis of written representation received from the directors as on 31st March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For **S A R A & Associates**
Chartered Accountants
Firm Registration No. 120927W

Sd/-

(Rajesh Agarwal)

Partner

Membership No. 078310

Mumbai

Date: 01.09.2014

ANNEXURE TO AUDITOR'S REPORT

Referred to in paragraph 7 of Auditor's Report of even date to the members of **BHANDERI INFRACON LIMITED** (Formerly known as Bileshwar Industrial Estate Developers Private Limited) on the financial statement for the year ended 31st March, 2014

1. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book records and the physical inventory have been noticed.

(c) In our opinion and according to the information and explanations given to us, a substantial part of fixed assets has not been disposed of by the Company during the year.

2. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory 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 inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

3. The Company has taken unsecured loans from companies, firms or other parties covered in the register maintained under Section 301 of the Act. The maximum amount outstanding was of Rs. 1528.48 lacs and closing balance was of Rs. 999.32 lacs. As per the information and explanation provided by the company, loan taken from these parties are repayable on demand and no other specific terms and conditions have been laid down for accepting of such loans.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.

7. The Company has formal internal audit system commensurate with its size and nature of its business.

8. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities.

Further, since the Central Government has till date not prescribed the amount of cess payable under section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the company in depositing the same.

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amount payable in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were in arrears, as at 31st March, 2014 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of Income-tax, Wealth-tax, Service-Tax and Customs Duty which have not been deposited on account of any dispute.

9. The Company has no accumulated losses as at 31st March, 2014. The Company has not incurred cash losses in the financial year ended on that date and in the immediately preceding financial year.

10. According to the records of the Company examined by us and the information and explanations given to us, the Company has not availed any loan facility from any financial institution or bank or debenture holders as at the balance sheet date.

11. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

12. In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or other financial institutions.

13. In our opinion, and according to the information and explanations given to us, the company has not obtained any term loans.

14. On the basis of an overall examination of the balance sheet of the Company, in our opinion, and according to the information and explanations given to us, there are no funds raised on a short-term basis which have been used for long-term investment.

15. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For **S A R A & Associates**
Chartered Accountants
Firm Registration No. 120927W

Sd/-

(Rajesh Agarwal)

Partner

Membership No. 078310

Mumbai

Date: 01.09.2014

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
BALANCE SHEET AS AT 31ST MARCH, 2014

	PARTICULARS	NOTE	AS AT 31ST MARCH, 2014	AS AT 31ST MARCH, 2013
I	<u>EQUITY & LIABILITIES</u>			
A	<u>SHARE HOLDERS FUND</u>			
(i)	Share capital	1	14,800,000	10,909,000
(ii)	Reserves & surplus	2	49,533,026	1,063,084
B	SHARE APPLICATION MONEY		-	-
C	<u>NON CURRENT LIABILITIES</u>			
(i)	Long term borrowings		-	-
(ii)	Deferred tax liability (Net)		-	-
(iii)	Other long term liabilities	3	1,950,000	6,600,000
(iv)	Long term provisions	4	-	180,000
D	<u>CURRENT LIABILITIES</u>			
(i)	Short term borrowings	5	99,932,622	10,370,925
(ii)	Trade payables	6	71,633,166	64,766,476
(iii)	Other current liabilities	7	1,245,356	4,597,297
(iv)	Short term provisions		-	-
	TOTAL		239,094,169	98,486,782
II	<u>ASSETS</u>			
A	NON CURRENT ASSETS			
(i)	Fixed Assets			
a.	Tangible assets	8	212,895	230,784
b.	Intangible assets		-	-
c.	Capital work-in-progress		-	-
(ii)	Non current investments	9	33,780,933	5,473,862
(iii)	Long term loans & advances	10	762,001	329,915
(iv)	Deferred tax asset (Net)		37,581	30,694
(v)	Other non-current assets		-	-
B	CURRENT ASSETS			
(i)	Current investments		-	-
(ii)	Inventories	11	200,482,421	83,159,989
(iii)	Trade receivable	12	-	6,082,000
(iv)	Cash & cash equivalents	13	2,139,743	3,179,538
(v)	Short term loans & advances		-	-

(vi)	Other current assets	14	1,678,595	-
	TOTAL		239,094,169	98,486,782

Significant accounting policies & notes to financial Statement

23

As per our Report of even date

For S A R A & Associates

Chartered Accountants

Firm Registration No : 120927W

FOR BHANDERI INFRACON LIMITED

Sd/-

Rajesh Agarwal

Partner

Membership No. 078310

Mumbai, September 1, 2014

Sd/-

Sunil Patel
Managing Director

Sd/-

Dhirubhai Patel
Wholetime Director

BHANDERI INFRACON LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2014

(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)

	PARTICULARS	NOTE	YEAR ENDED 31ST MARCH 2014	YEAR ENDED 31ST MARCH, 2013
I	<u>REVENUE FROM OPERATIONS</u>			
(i)	Sales and services	15	12,675,000	6,200,000
(ii)	Other income	16	2,863,515	947,186
	TOTAL REVENUE		15,538,515	7,147,186
II	<u>EXPENDITURE</u>			
(i)	Operating expenses	17	126,964,105	73,728,442
(ii)	Increase/Decrease in Inventories	18	(117,322,432)	(69,472,032)
(iii)	Employee benefits expenses	19	667,700	255,500
(iv)	Depreciation and amortization expense	8	62,689	80,623
(v)	Other expenses	20	1,429,768	772,009
	TOTAL EXPENSES		11,801,830	5,364,542
	Profit /(Loss) before Tax		3,736,685	1,782,644
	Provision for Income Tax		(487,300)	(430,000)
	Provision for Deferred Tax	21	6,887	12,344
	Income Tax for earlier years W/off		(14,030)	870
	Profit / (Loss) after Tax		3,242,242	1,365,858
	Basic / Diluted Earning Per Share	22	2.39	1.30
	Significant accounting policies & notes to financial Statement	23		
	As per our Report of even date For S A R A & Associates Chartered Accountants Firm Registration No : 120927W		FOR BHANDERI INFRACON LIMITED	
	Sd/- Rajesh Agarwal Partner Membership No. 078310 Mumbai, September 1, 2014		Sd/- Sunil Patel Managing Director	Sd/- Dhirubhai Patel Wholetime Director

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31,2014

PARTICULARS	31-Mar-14	31-Mar-13
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	3,736,685	1,782,644
Adjustement for		
Depreciation	62,689	80,623
Preliminary Exp.written off	481,200	120,300
Finance Cost	-	-
Interest Income	-	-
Dividend Receipt	(120)	(120)
Profit on sale of Fixed Assets	-	-
Loss on sale of Fixed Assets	-	-
Share of (Profit) / Loss From Partnership Firm	(2,784,374)	(604,558)
Sundry Balance write back	-	-
	(2,240,605)	(403,755)
Operating profit before working capital changes	1,496,080	1,378,889
Adjustement for		
Inventory	(117,322,432)	(69,472,032)
Trade Receivable	6,082,000	(2,621,470)
Short Term Loans and Advances	-	-
Long Term Loans and Advances	(218,612)	4,779,899
Other Non-current Assets	-	-
Short Term Borrowings	89,561,697	
Trade Payables	6,866,690	63,461,190
Other Current liabilities	(3,351,941)	780,480
Other Long Term liabilities	(4,650,000)	1,730,731
Other Current Assets	(1,678,595)	-
Long Term Provisions	-	-
Working Capital changes	(24,711,193)	(1,341,202)
Cash Generated From Operation	(23,215,113)	37,687
Income Taxes Paid	(894,804)	(289,130)
A. Cash Flow From Operating Activities	(24,109,917)	(251,443)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Long Term Investment	(28,307,071)	(5,472,857)
Purchase of Fixed Assets (Net)	(44,800)	-
Profit / (Loss) From Partnership Firm	2,784,374	604,558
Cash Flow From Investing Activities	(25,567,497)	(4,868,299)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of share capital	48,637,500	409,000
Interest Paid	-	-
Interest Received	-	-

Preliminary Expenses Incurred	-	(601,500)
Dividend Received	120	120
Long Term Borrowings	-	8,250,000
Short Term Borrowings	-	-
Cash Flow From Financing Activities	48,637,620	8,057,620
Net increase/(decrease) in cash and cash Equivalents	(1,039,794)	2,937,878
Opening balance of Cash and Cash Equivalents	3,179,538	241,660
Closing Balance Of Cash and Cash Equivalents	2,139,743	3,179,538

For S A R A & Associates

Chartered Accountants

Firm Registration No : 120927W

Sd/-

Rajesh Agarwal

Partner

Membership No. 078310

Mumbai, September 1, 2014

FOR BHANDERI INFRACON LIMITED

Sd/-

Sunil Patel
Managing Director

Sd/-

Dhirubhai Patel
Wholetime Director

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013									
<u>NOTE " 1 " SHARE CAPITAL</u>											
<u>Authorised Share Capital</u> 50,00,000 (P.Y.50,00,000) Equity Shares of Rs. 10/- each	50,000,000	50,000,000									
Total	50,000,000	50,000,000									
<u>Issued, Subscribed and Paid-up Capital</u> 14,80,000 (P.Y.10,90,900) Equity shares of Rs.10/-each Fully paid up	14,800,000	10,909,000									
Total	14,800,000	10,909,000									
<p>The company has only one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share. Every shareholder is entitled for dividend, bonus. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.</p> <p>(Out of the above 10,40,000 Equity Shares have been issued as Bonus Shares by capitalisation of Reserves and Surplus)</p> <p>Reconciliation of no. of shares outstanding at the beginning and at the end of the reporting period. (Refer Note no. 22(3))</p> <p>Details of shareholders holding more than 5% shares in the company</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Name of Shareholder</th> <th style="text-align: right;">No. of Shares</th> <th style="text-align: right;">%</th> </tr> </thead> <tbody> <tr> <td>Sunilbhai Patel</td> <td style="text-align: right;">14,38,100</td> <td></td> </tr> <tr> <td></td> <td></td> <td style="text-align: right;">97.17</td> </tr> </tbody> </table>			Name of Shareholder	No. of Shares	%	Sunilbhai Patel	14,38,100				97.17
Name of Shareholder	No. of Shares	%									
Sunilbhai Patel	14,38,100										
		97.17									
<u>NOTE " 2 " RESERVES AND SURPLUS</u>											
<u>(a) Share Premium Reserve</u>											
Securities Premium Reserve											
Opening Balance											
Add: During the year	44,746,500	-									

Closing Balance	44,746,500	-
<u>(b) Balance in Profit & Loss Account</u>		
Opening Balance	1,544,284	10,578,426
Add: Profit for the year	3,242,242	1,365,858
Less: Utilized for Bonus issue	-	(10,400,000)
Closing Balance	4,786,526	1,544,284
<u>(c) Preliminary Expenses</u>		
Opening Balance	481,200	-
Add: Additions	-	601,500
Less: Written off during the year	481,200	120,300
Closing Balance	-	481,200
Total	49,533,026	1,063,084

NOTES TO THE BALANCE SHEET
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
<u>NOTE " 3 " OTHER LONG TERM LIABILITIES</u>		
Booking Deposit from Allottee Members	1,950,000	6,600,000
Total	1,950,000	6,600,000
<u>NOTE " 4 " LONG TERM PROVISIONS</u>		
Provision for Income Tax (Net of advance tax)	-	180,000
Total	-	180,000
<u>NOTE " 5 " SHORT TERM BORROWINGS</u>		
Unsecured Loans		
<u>From Others</u>		

Loans and Advances from Related Parties	99,932,622	10,370,925
Total	99,932,622	10,370,925
NOTE " 6 " TRADE PAYABLES		
Due to Micro, Small and Medium Enterprises	-	-
Others	71,633,166	64,766,476
Total	71,633,166	64,766,476
NOTE " 7 " OTHER CURRENT LIABILITIES		
Statutory dues	-	555,309
Excess Cheques issued (Axis Bank Ltd.)	-	2,783,089
Other Liabilities	1,245,356	1,258,899
Total	1,245,356	4,597,297

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
NOTE "8" FORMING PART OF FINANCIAL STATEMENTS

S r. N O	Particulars	Rate of Dep	GROSS BLOCK				DEPRECIATION				NET BLOCK AS ON 31.03.14	NET BLOCK AS ON 31.03.13
			Balance as on 01.04.13	Addition	Deduc- tion	Balance as on 31.03.14	Up To 01.04.13	Addition	Deduct- ion	Up To 31.03.14		
	<u>Tangible Assets</u>											
1	Motor Car Office	25.89%	367,136	-	-	367,136	136,352	59,750	-	196,102	171,034	230,784
2	Equipment	13.91%	-	17,000	-	17,000	-	1,199	-	1,199	15,801	-
3	Mobile	13.91%	-	22,500	-	22,500	-	1,398	-	1,398	21,102	-
4	Computer	40.00%	-	5,300	-	5,300	-	343	-	343	4,957	-
	Total		367,136	44,800	-	411,936	136,352	62,689	-	199,041	212,895	230,784
	Previous Year		367,136	-	-	367,136	55,729	80,623	-	136,352	230,784	311,407

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
<u>NOTE " 9 " NON CURRENT INVESTMENT</u>		
<u>Investment in Equity Shares (Unquoted)</u>		
100 Equity shares of The Vijay Co-op Bank Ltd. Rs.10/-	1,005	1,005
<u>Investment in Partnership Firm</u>		
Investment in Partnership Firm (See Note 23 note on accounts 2(8))	33,779,928	5,472,857
Total	33,780,933	5,473,862
<u>NOTE " 10 " LONG TERM LOANS & ADVANCES</u>		
Advance Income Tax (Net of Provisions)	454,989	241,515
(iii) Advance to creditors	307,012	88,400
Total	762,001	329,915
<u>NOTE " 11 " INVENTORIES</u>		
(Valued at lower of cost and net realizable value) (As certified by Management)		
Construction work-in-progress	-	83,159,989
Finished Properties	200,482,421	-
Total	200,482,421	83,159,989
<u>NOTE " 12 " TRADE RECEIVABLES</u>		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	6,082,000
Debts outstanding for a period exceeding Six months		
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	-	-
Total	-	6,082,000
<u>NOTE " 13 " CASH AND BANK BALANCES</u>		
(i) Cash on hand	1,940,985	3,152,991
(ii) Balance with Bank	198,758	26,547
Total	2,139,743	3,179,538
<u>NOTE " 14 " OTHER CURRENT ASSETS</u>		
IPO Related Expenses	1,671,630	-
Accrued Interest (Torent Power Limited)	6,965	-
Total	1,678,595	-

BHANDERI INFRACON LIMITED
(FORMERLY KNOWN AS BILESHWAR INDUSTRIAL ESTATE DEVELOPERS PRIVATE LIMITED)
NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	31ST MARCH, 2014	31ST MARCH, 2013
<u>NOTE " 15 " REVENUE FROM OPERATIONS (GROSS)</u>		
Income from Operations	12,675,000	6,200,000
Total	12,675,000	6,200,000
<u>NOTE " 16 " OTHER INCOME</u>		
Dividend	120	120
Interest Income	7,739	-
Income from Partnership Firm	2,784,374	604,558
Other income	71282	342508
Total	2,863,515	947,186
<u>NOTE " 17 " OPERATING EXPENSES</u>		
Material Purchased	99,551,258	15,944,909
Construction Expenses	-	52,677,000
Labour Charges	25,679,265	4,158,153
Professional Charges	921,636	593,416
Other operational expenses	811,946	354,964
Total	126,964,105	73,728,442
<u>NOTE " 18 " INCREASE/DECREASE IN INVENTORIES</u>		
Opening Inventories	83,159,989	13,687,957
Less: Closing Inventories	(200,482,421)	(83,159,989)
Total	(117,322,432)	(69,472,032)
<u>NOTE " 19 " EMPLOYEE BENEFITS EXPENSES</u>		
<u>Employees Cost</u>		
Salary & Bonus	667,700	255,500
Total	667,700	255,500
<u>NOTE " 20 " OTHER EXPENSES</u>		
Preliminary Expenses W/off	481,200	120,300
Rent	64,000	60,000
Insurance	6,200	6,832
<u>Audit Fees</u>		
For Statutory Audit	50,000	67,416
Directors' Remuneration	-	300,000
Miscellaneous Expenses	760,952	217,461
Professional fees	67,416	-
Total	1,429,768	772,009

Note - 21

Calculation of Deferred Tax	31st March, 2014
Depreciation as per Companies Act	62,689
Depreciation as per Income Tax Act	40,401
Difference	22,288
Tax Rate	30.90%
Deferred Tax Assets / (Liability)	6,887
Opening Balance (DTA)	30,694
Closing Balance	37,581

Note - 22

Calculation of EPS	2013-14	2012-13
Opening No. of shares	10,90,900	10,000
Add: Bonus Shares issued	-	1,040,000
	1,090,900	1,050,000
Add: Weighted no. of Equity shares issued during the year		
Date of issue	No. of Shares	
2/Sep/13	268,301	3,474
31/Jan/14	389100	
Weighted no. of Equity shares	1,359,201	1,053,474
Profit After Tax	3,242,242	1,365,858
Basic & Diluted Earning per share	2.39	1.30

Note “23”

Notes annexed to and forming part of financial statements for the Period ended 31st March, 2014

1) Significant Accounting Policies:

a) Nature of Operations:

The company is engaged in the business of real estate/ real estate development and incidental services.

b) Method of Accounting:

The financial statements are based on historical cost convention and prepared in accordance with Generally Accepted Accounting Principles(Indian GAAP) and in compliance with the Accounting Standards notified in section 211(3C) of the Companies Act, 1956, and other provisions of the Companies Act, 1956.

c) Use of Accounting Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires management to make estimates and assumption that affect the balances of assets and liabilities and disclosure relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses during the period of account. Example of such estimates includes contract costs expected to be incurred to complete construction contracts, provision for doubtful debts and income tax. Management periodically assesses whether there is an indication that an asset may be impaired and make provision in the account for any impairment losses estimated. Contingencies are recorded when it is probable that a liability will be incurred, and the amount can be reasonably estimated.

d) Revenue Recognition:

The Company follows completed project method of accounting. Direct/Allocable expenses incurred during the period are debited to work- in-progress account. The revenue is accounted for as and when the significant risks and rewards of ownership of the units in real estate have passed or deemed to have passed to the buyer and the Projects get completed or substantially completed, to the extent that the economic benefits will flow to the Company and the revenue can be reliably measured.

e) Fixed Assets:

Fixed assets are stated at cost, less accumulated depreciation and amortization. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Capital work in progress includes expenditure incurred till the assets are put into intended use.

f) Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that any asset may be impaired and if such indication exists, the carrying value of such asset is reduced to its recoverable amount and a provision is made for such impairment loss in the profit and loss account.

g) Depreciation:

Depreciation on Fixed assets has been provided on the written down value method at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on the additions during the period is provided on pro-rata basis.

h) Inventory:

Inventories comprise of unsold land and construction work-in-progress which consists of land development expenses of incomplete plots incurred by the company. These are valued at lower of cost or net realizable value.

i) Investments:

Investments that are readily realizable and intended to be held for not more than one period are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary decline in the value of the investments.

j) Employee Benefits:

The provisions of Provident Fund Act and Gratuity Act are not applicable to the company since its staff strength is below the threshold limit specified under the statute.

k) Taxes on Income:

Tax expenses for a period comprises of current tax and deferred tax.

Current Tax is measured at the amount expected to be paid to the tax authorities, after taking into consideration, the applicable deduction and exemption admissible under the provision of the Income Tax Act, 1961.

Deferred tax reflects the impact of current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier periods. Deferred tax is measured based on the tax rates and the tax law enacted or substantively enacted at the balance sheet date.

l) Earnings Per Share (EPS):

In arriving at the EPS, the Company's net profit after tax, computed in terms of the Indian GAAP, is divided by the weighted average number of equity share outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity shares that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The

date/s of issue of such potential shares, determine the amount of the weighted average number of potential equity shares.

m) Provisions, Contingent liabilities and Contingent assets:

A provision is recognized when the Company has a present obligation because of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are not recognized or disclosed.

n) Cash and Cash Equivalents:

Cash and cash equivalent in the cash flow statement comprises cash at bank and in hand and short-term investment with an original maturity of three months or less.

2) Notes On Accounts

1. The Company's operations predominantly relate to real estate development and incidental services. The company had acquired certain immovable property from M/s. Indian Electro Chemical Ltd. & others on which the Company executed Industrial park and plotting scheme. Amount received from various parties as booking amount for allotment in the said scheme has been shown under the head "Long Term liabilities" till the time of allotment of the said constructed plots.

2. During the period, the paid up share capital of the company has been increased from Rs. 1,09,09,000/- to Rs. 1,48,00,000/-.

Reconciliation of number of shares outstanding at the beginning and at the end of the period is as below:-

Particulars	Outstanding no. of shares as at 31.03.2014	Share capital as at 31.03.2014 (Amount in Rs.)	Outstanding no. of shares as at 31.03.2013	Share capital as at 31.03.2013 (Amount in Rs.)
Opening Balance	10,90,900	1,09,09,000	10,000	1,00,000
Addition during the period				
a. Issued at Par	-	-	40,900	4,09,000
b. Issued at Premium	3,89,100	38,91,000	-	-
b. Bonus Issue	-	-	10,40,000	1,04,00,000
Closing Balance	14,80,000	1,48,00,000	10,90,900	1,09,09,000

3. In the opinion of the Board, any of the assets other than fixed assets and non-current investments are approximately of the value stated, if realized in the ordinary course of business. Further provisions have been made for all known & accrued liabilities.

4. The current liabilities include the dues of sundry creditors amounting to Rs. Nil (Previous Period Rs. Nil) relating to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company. The parties of Micro, Small and Medium Enterprises to whom, the company owe any sum (principal) outstanding for more than forty-five days, are Nil. Further interest payable on the said outstanding is Nil.

5. Basic & Diluted EPS is calculated as under: -

Particulars	31.03.2014	31.03.2013
(a) Profit available for equity shareholders (Amount in Rs.)	32,42,242	13,65,858
(b) Weighted Average No. of Equity Shares	13,59,201	10,53,474
(c) Basic & Diluted EPS (Amount in Rs.)	2.39	1.30

6. The breakup of Deferred Tax Liabilities and Deferred Tax Assets at the end of the period is as under:

Particulars	As on 31st March, 2013	During the period	As on 31st March, 2014
Deferred Tax Liability: Difference between book and tax depreciation	NIL	NIL	NIL
Deferred Tax Assets: Difference between book and tax depreciation	30,694	6,887	37,581
Net Deferred Tax Liability/(Assets)	(30,694)	(6,887)	(37,581)

7. Related Party Disclosures :

a) Name of Related Parties and description of relationship

Relationship	Name of related party
a)Key Management Personnel(KMP) and Relative of Key Management Personnel (RKMP)	Dhirubhai M. Patel Sunilbhai D. Patel Bhumikaben Patel Ramilaben Patel Ashaben Radadia Harshaben Senjalia Dhirubhai M. Patel HUF

	Sunilbhai D. Patel HUF
b) Enterprises having common key management personnel or relative of key management personnel	Balaji Enterprises Tulsi Enterprises Dharnidhar Developers

b) Transactions with Related Parties:

Particulars	For the period ended 31 st March, 2014
Transactions with KMP and RKMP	
Loan from Directors	
Sunilbhai Patel	9,99,32,622
Loan repaid to Shareholders and Directors	
Dhirubhai Patel	12,72,803
Bhumikaben Patel	34,00,000
Sunilbhai D. Patel HUF	20,00,000
Rent paid to Shareholders	
Ramilaben Patel	60,000

8. Details of Investment in Partnership Firms:-

- The company has investment in the partnership firm “**M/s. Balaji Enterprises**”. The Company’s profit/loss sharing ratio as on 31st March, 2014 is 5%. The partners of the firm are-
1. Geetanjali Space Private Limited
 2. Dhirubhai Mohanbhai Patel HUF
 3. Gajanand Realty Limited
 4. Bhanderi Infracon Limited
 5. Sudarshan Procon Limited

The Capital balance of the partners as on 31st March, 2014 is as under :-

	Geetanjali Space Private Limited (Rs.)	Dhirubhai Mohanbhai Patel HUF (Rs.)	Bhanderi Corporation Limited (Rs.)	Bhanderi Infracon Limited (Rs.)	Sudarshan Procon Limited (Rs.)
Capital Balance as on 31 st March, 2014	31,57,16,357.50	4,98,03,888	26,24,18,583	2,15,28,521	8,64,28,628
Profit/(Loss) sharing ratio	60%	25%	5%	5%	5%

- The company has investment in the partnership firm “**M/s. Tulsi Enterprises**”. The Company’s profit/loss sharing ratio as on 31st March, 2014 is 5%. The partners of the firm are-
1. Sunilbhai Patel
 2. Dhirubhai Mohanbhai Patel
 3. Ramilaben Patel

4. Bhumikaben Patel
5. Gajanand Realty Limited
6. Sudarshan Procon Limited
7. Bhanderi Infracon Limited

The Capital balance of the partners as on 31st March, 2014 is as under :-

	Sunil Patel (Rs.)	Dhirubhai Patel (Rs.)	Ramilaben Patel (Rs.)	Bhumikaben Patel (Rs.)	Bhanderi Corporation Limited (Rs.)	Bhanderi Infracon Limited (Rs.)	Sudarshan Procon Limited (Rs.)
Capital Balance as on 31 st March 2014	(3,68,58,750)	1,509	4,524	4,524	10,00,00,754	1,22,50,754	1,28,50,754
Profit/(Loss) sharing ratio	15%	10%	30%	30%	5%	5%	5%

➤ During the period, the company has made investment in the partnership firm “**M/s. Dharnidhar Developers**”. The Company’s profit/loss sharing ratio as on 31st March, 2014 is 7.5%. The partners of the firm are-

1. Sunilbhai Patel
2. Ashok Kumar Chelaram Rangwani HUF
3. Ashok Kumar Chelaram Rangwani
4. Gaurangbhai Ashokbhai Rangwani
5. Bhanderi Corporation Limited
6. Sudarshan Procon Limited
7. Bhanderi Infracon Limited
8. Dhirubhai Mohanbhai Patel

The Capital balance of the partners as on 31st March, 2014 is as under:-

	Sunil Patel (Rs.)	Ashok Kumar Rangwani HUF (Rs.)	Ashok Kumar Rangwani (Rs.)	Gaurangbhai Ashokbhai Rangwani (Rs.)	Dhirubhai Mohanbhai Patel	Bhanderi Corporation Limited (Rs.)	Bhanderi Infracon Limited (Rs.)	Sudarshan Procon Limited (Rs.)
Capital Balance as on 31 st March 2014	61,03,049	85,05,174	85,05,261	1,743	-	5,00,00,653	653	10,00,00,653
Profit/(Loss) sharing ratio	35%	2%	3%	20%	17.5%	7.5%	7.5%	7.5%

9. Additional information as required under part II of Schedule VI of the Companies Act, 1956 are disclosed to the extent applicable.

10. *Balance of current assets and current liabilities are subject to confirmation and reconciliation if any.*

11. Previous year's figures are regrouped and re-arranged wherever considered necessary.

As per our report of even date

For S A R A & Associates
Chartered Accountants
Firm Registration No. 120927W

For Bhanderi Infracon Limited

Sd/-
(Rajesh Agarwal)
Partner
Membership No. 078310
Mumbai,
Dated: 01.09.2014

Sd/-
Sunil Patel
Managing Director

Sd/-
Dhirubhai Patel
Wholetime Director

BHANDERI INFRACON LIMITED
CIN NO. U45201GJ2004PLC044481

Registered Office Address: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, Gujarat
Tel No.: 079 2283 0245, E Mail Id – bhanderiinfracon@gmail.com

ATTENDANCE SLIP

10th Annual General Meeting on 29th September, 2014

Regd. Folio/D.P. ID & Client ID	
Name and Address of the Shareholder	
Joint Shareholder(s)	
No. of Shares Held	

I /We hereby record my/our presence at the 10th Annual General Meeting of the members of **Bhanderi Infracon Limited** to be held at the registered office of the Company at "B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 on Monday the 29th September, 2014 at 12.00 p.m.

Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip in the below mentioned table and hand it over at the attendance verification counter at the entrance of the meeting Hall.

Member's Folio/DP ID/ Client ID No.	Member's/Proxy's name in block letters	Member's/ Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Electronic Voting Sequence Number	User ID	Password

As mentioned in the notes to the Notice convening the AGM, the voting period starts at 9.00 a.m. on 25th September, 2014 and ends at 6.00 p.m. on the same day. The voting module will be disabled by CDSL for voting thereafter.

BHANDERI INFRACON LIMITED
CIN NO. U45201GJ2004PLC044481

Registered Office Address: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, Gujarat
 Tel No.: 079 2283 0245, E Mail Id – bhanderiinfracon@gmail.com

PROXY FORM

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID:	
Folio No /DP ID Client ID No.	

I/We, being the member (s) ofshares of the above named company, hereby appoint

1. Name: -----E-mail Id: -----

Address: -----

-----Signature: -----

or failing him/her

2. Name: -----E-mail Id: -----

Address: -----

-----Signature: -----

or failing him/her

3. Name: -----E-mail Id: -----

Address: -----

-----Signature: -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on the 29th day of September, 2014 at 12.00 p.m. at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 and at any adjournment thereof.

*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Description	For	Against
1	Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st March, 2014, the Report of the Board of Directors' and Auditors' thereon.		

2	Re-appointment of M/s S A R A & Associates, Chartered Accountants, as statutory auditors of the Company upto the conclusion of the 15 th Annual General Meeting		
3	Fixation of tenure of Mr. Mahesh Savaliya as an Independent Director of the Company		
4	Fixation of tenure of Mr. Kanubhai Bhanderi as an Independent Director of the Company		
5	Appointment of Mr. Nikunj Chodvadiya as an Independent Director of the Company		
6	Appointment of Mr. Ghanshyam L. Dobaria as an Independent Director of the Company		
7	Appointment of Mr. Rohit Thumar as a Whole Time Director of the Company		
8	Appointment of Mrs. Bhumikaben Patel as a Non - Executive Director of the Company		
9	Change in terms of appointment of Mr. Sunil Patel, Managing Director		
10	Change in terms of appointment of Mr. Dhirubhai Patel, Whole - Time Director		
11	Payment of Remuneration to the cost auditors		
12	Granting of borrowing powers to the Board		
13	Creation of Charge		
14	Increase in limits of Investments		

Signed this..... day of..... 2014

Affix Stamp	Revenue
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Signature of shareholder

Signature of Proxy holder(s)

* Please put a (√) in the appropriate column against the Resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

BHANDERI INFRACON LIMITED
CIN NO. U45201GJ2004PLC044481

Registered Office Address: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, Gujarat
Tel No.: 079 2283 0245, E Mail Id – bhanderiinfracon@gmail.com

BALLOT FORM

10th Annual General Meeting on 29th September, 2014

Name(s) of the Member(s):

Address:

Folio No. / DPID No. and Client ID:

Number of Equity Share(s) held:

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed at the Tenth Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at 12.00 p.m. at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, in respect of businesses as stated in the Notice dated 1st September, 2014 by conveying my/our assent or dissent to the said resolution(s) by placing the tick (√) mark at the box against the respective matters:

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the financial year ended 31st March, 2014, the Report of the Board of Directors' and Auditors' thereon.			
2	Re-appointment of M/s S A R A & Associates, Chartered Accountants, as statutory auditors of the Company upto the conclusion of the 15 th Annual General Meeting			
3	Fixation of tenure of Mr. Mahesh Savaliya as an Independent Director of the Company			
4	Fixation of tenure of Mr. Kanubhai Bhanderi as an Independent Director of the Company			
5	Appointment of Mr. Nikunj Chodvadiya as an Independent Director of the Company			

6	Appointment of Mr. Ghanshyam L. Dobaria as an Independent Director of the Company			
7	Appointment of Mr. Rohit Thumar as a Whole Time Director of the Company			
8	Appointment of Mrs. Bhunikaben Patel as a Non - Executive Director of the Company			
9	Change in terms of appointment of Mr. Sunil Patel, Managing Director			
10	Change in terms of appointment of Mr. Dhirubhai Patel, Whole - Time Director			
11	Payment of Remuneration to the cost auditors			
12	Granting of borrowing powers to the Board			
13	Creation of Charge			
14	Increase in limits of Investments			

Place:

Date:

Signature of the Member

INSTRUCTIONS:

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Ms. Avani S. Popat, Practicing Company Secretary at S A R A & Associates, Chartered Accountants, 202, 2nd Floor, May Building, 297/299/301 Princess Street, Near Marine Lines Flyover, Mumbai-400 002.
2. In case of shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 6.00 p.m. on Thursday, 25th September, 2014.
6. The Scrutinizer's decision on the validity of a ballot form will be final.