

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

“ANNEXURE – 5” TO THE DIRECTORS’ REPORT

CORPORATE GOVERNANCE REPORT

A. COMPANY’S PHILOSOPHY :-

Corporate Governance at “SYNERGY BIZCON LIMITED” is a journey to constantly achieve targets, value creations at the same time following best emerging practices, standards and policies. Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed. Company’s philosophy on Corporate Governance is to ensure that the:

- (i) Board and Top Management of the Company are fully apprised of the Company’s affairs which is aimed at assisting them in the efficient conduct of the Company so as to meet Company’s obligation to the Shareholders.
- (ii) Board exercises its fiduciary responsibilities towards Shareholders and Creditors so as to ensure high accountability.
- (iii) Disclosure of every information to present and potential Investors are maximized.
- (iv) Decision making process in the Company is transparent and is backed by documentary evidence.

B. BOARD OF DIRECTORS:-

(i) Composition:

In compliance with the applicable provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board represents a desired mix of experience, knowledge and gender. The Board of Directors of the Company is constituted with optimum combination of 1 Executive Promoter Director, 1 Non-Executive Promoter Director and 3 Non-Executive Independent Directors including 1 Woman Director with the Chairman as an Executive Promoter Director. More than half of the Board comprises of Non-Executive Independent Directors.

(ii) Number of Board Meetings:

During the year, 4 (Four) Board Meetings were held, and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings. The details of Board Meetings are given below:

1.	28 th May, 2016	2.	12 th August, 2016
3.	14 th November, 2016	4.	10 th February, 2017

The 23rd Annual General Meeting of the Company was held on 19th September, 2016.

(iii) Details of attendance at the Board Meetings, Last Annual General Meeting and Shareholding of each Director are as follows:

Name of Directors	Designation/Category of Directorship	No. of Board Meetings in F.Y. 2016-17		Attendance at last AGM	No. of Equity Shares held as on 31/03/2017
		Held	Attended		
Mr. Dhirajbhai Koradiya	Promoter/Executive/Chairman and Managing Director	4	4	Yes	Nil

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

Mr. Shwet Koradiya	Promoter/Non-Executive Director	4	4	Yes	9,32,000
Mr. Rameshkumar Mehta#	Non- Executive/ Independent Director	4	4	Yes	Nil
Mr. Mukesh Patel#	Non- Executive/ Independent Director	4	4	Yes	Nil
Ms. Surbhi Mudgal*	Non- Executive/ Independent Director	4	4	No	Nil
Mr. Jayeshkumar Pandav&	Non- Executive/ Additional Independent Director	N.A.	N.A.	N.A.	Nil
Mr. Hitesh Patel&	Non- Executive/ Additional Independent Director	N.A.	N.A.	N.A.	Nil

The necessary quorum was present for all the meetings.

(iv) Number of other Companies or Committees of which the Director is a Director/Member/Chairman:

Name of the Director	No. of other Public Limited Companies in which Director	No. of other Private Limited Companies in which Director	No. of Committees in which Member (other than SBCL)	No. of Committees in which Chairman (other than SBCL)
Mr. Dhirajbhai Koradiya	--	1	--	--
Mr. Shwet Koradiya	2	2	--	--
Mr. Rameshkumar Mehta#	--	--	--	--
Mr. Mukesh Patel #	--	--	--	--
Ms. Surbhi Mudgal*	--	--	--	--
Mr. Jayeshkumar Pandav&	--	--	--	--
Mr. Hitesh Patel&	--	--	--	--

* Reappointed as a Regular Independent Director in 23rd AGM held on 19/09/2016.

Ceased w.e.f. 10/07/2017

& Appointed w.e.f. 11/07/2017

- None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which they are Directors. All the Directors have made necessary disclosures in this regards to the Company.
- During the year 2016-17, information as mentioned in Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been placed before the Board for their consideration.
- The Agenda for the Board, General as well as Committee Meetings together with the appropriate supporting documents and relevant information were circulated in advance of the meetings to enable the Board to take the informed decisions.
- The Company has not entered into any materially significant transactions during the year under report with Promoter Directors, Senior Management Staff etc. that could have potential conflict of interest with the Company at large.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

Disclosure of Relationships between Directors inter-se:

None of the Directors except Mr. Dhirajbhai Koradiya and Mr. Shwet Koradiya are related with each other.

(v) Independent Directors:

The Nomination and Remuneration Committee considers the appointment of such a person as an Independent Director on the Board of the Company, who has an independent standing in his/her respective field or profession and possess the required skill to contribute to the maximum improvement and growth of the Company. Qualification, positive attribute, expertise, skills, etc. are considered by the Nomination and Remuneration Committee for the selection of a person as an Independent Director, in accordance to the Company's policy.

Meeting of Independent Directors:

During the year, 3 (Three) Separate meetings of Independent Directors of the Company were held on 12th August, 2016, 14th November, 2016 and 10th February, 2017 were held. All the Independent Directors have attended the said meeting.

Familiarization Program to Independent Directors:

The Board has formulated a Familiarization Program for every newly appointed Directors of the Company. Such program enables the Independent Directors to understand about the operations and affairs of the Company. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. They are familiarized with the Company's operation. A familiarization policy in this regard has been framed by the Company and hosted on the Company's Website at www.sbcl.co.in.

Declaration by Independent Directors:

All the Independent Directors provide declaration about their independence on regular basis. As required, the terms and conditions of their appointment are disclosed on the website of the Company. None of the Independent Directors is a Director in any other Company in excess of the prescribed limit.

(vi) Code of Conduct:

The Board has laid down a Code of Conduct for Board Members and Senior Management Staff of the Company. The Board Members and Senior Management Staff have affirmed compliance with the said Code of Conduct. The Board has also approved a Code for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on Company's website www.sbcl.co.in.

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. A declaration to this effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

(vii) Note on Directors seeking Appointment/Re-appointment:

The Notes on Directors seeking Appointment/Re-appointment are provided in the Notice convening the 24th Annual General Meeting of the Company.

(viii) Board and Director's Evaluation and Criteria for evaluation:

During the year, the Board has carried out an annual evaluation of its own performance, of its Directors, as well as of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board evaluation include inter-alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The criteria for evaluation of Individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to KMPs.

The criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

C. COMMITTEES OF THE BOARD:-

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review.

The Board has currently established the following 4 (Four) statutory and non-statutory Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Risk Management Committee

(i) AUDIT COMMITTEE:

- (a) The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors of the Company and oversees the financial reporting process.
- (b) The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- (c) The terms of reference of the Audit Committee are broadly as under:
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and reliable;

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

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- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
 - Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
 - Reviewing, with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - Matters disclosed in the Director's Responsibility Statement are required to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - Changes in accounting policies and practices, if any, and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any Related Party Transactions.
 - Qualifications in the draft Audit Report.
 - Reviewing, with the management, the Quarterly Financial Statements before submission to the Board for approval;
 - Reviewing, with the management, the Statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the Statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Review and monitor the Auditors' Independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Examination of the financial statement and the auditors' report thereon;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of Internal Financial Controls and Risk Management Systems;
 - Establish a vigil mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed;
 - The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
 - The Audit Committee shall review the information required as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (d) The Audit Committee invites such an Executives as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.

The Company Secretary acts as the Secretary of the Audit Committee and remains present in its Meetings.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

- (e) During the financial year 2016-17, the Audit Committee met 4 (Four) times on 28th May, 2016, 12th August, 2016, 14th November, 2016 and 10th February, 2017 and the gap between two meetings does not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Mr. Rameshkumar Mehta\$	Member/Chairman	NEID	4
Mr. Dhirajbhai Koradiya	Member	EPD	4
Mr. Mukesh Patel%	Member	NEID	4
Ms. Surbhi Mudgal@	Member	NEID	N.A.
Mr. Jayeshkumar Pandav#	Member/Chairman	NEID	N.A.
Mr. Hitesh Patel*	Member	NEID	N.A.

EPD: Executive Promoter Director

NEID: Non-Executive Independent Director

\$ Ceased as Member & Chairman w.e.f. 10/07/2017

% Ceased as Member w.e.f. 10/07/2017

@ Appointed as Member w.e.f. 10/02/2017

Appointed as Chairman & Member w.e.f. 11/07/2017

* Appointed as Member w.e.f. 11/07/2017

- (f) The Chairman of the Audit Committee has attended 23rd AGM held on 19/09/2016. The Minutes of all the Audit Committee Meetings were noted at the Board Meeting.

(ii) **NOMINATION & REMUNERATION COMMITTEE:**

- (a) The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (b) The broad terms of reference of the Nomination and Remuneration Committee are as under:
- Recommend to the Board, the setup and composition of the Board and its Committees, including the “formulation of the criteria for determining qualifications, positive attributes and Independence of a Director.” The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
 - Recommend to the Board, the appointment or reappointment of Directors.
 - Devise a policy on Board diversity.
 - Recommend to the Board, appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee).
 - Carry out evaluation of every Director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
 - Recommend to the Board, the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of the employees.
 - On an annual basis, recommend to the Board, the remuneration payable to the Directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
 - Oversee familiarization programmes for Directors.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and Executive team).
 - Provide guidelines for remuneration of Directors on material subsidiaries.
 - Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
 - Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.
- (c) During the financial year 2016-17, the Nomination and Remuneration Committee met 2 (Two) times on 28th May, 2016 and 12th August, 2016. The necessary quorum was present for all the meetings.

The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Ms. Surbhi Mudgal	Member/Chairman	NEID	2
Mr. Rameshkumar Mehta\$	Member	NEID	2
Mr. Mukesh Patel\$	Member	NEID	2
Mr. Jayeshkumar Pandav#	Member	NEID	N.A.
Mr. Hitesh Patel#	Member	NEID	N.A.

NEID: Non-Executive Independent Director

\$ Ceased as Member w.e.f. 10.07.2017

Appointed as Member w.e.f. 11.07.2017

During financial year 2016-17, the Company is not paying sitting fees to its Non-Executive Directors for attending meetings of the Board and others Committees. The Company is also not paying any remuneration to its Executive Director.

(d) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

(e) Remuneration Policy:

The key principles governing the Company's remuneration Policy are as follow:

Managing Director/(s), Whole time Director, Non – Executive and Independent Directors:

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Executive and Non - Executive Directors. This will be then approved by the Board and Shareholders. Prior approval of Shareholders will be obtained wherever applicable.

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director(s), Whole Time Director. Remuneration is paid in accordance with the statutory provisions of the Companies Act, 2013 alongwith the ceiling approved by the Shareholders.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

The remuneration shall be paid to the Directors keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

CFO, CS and other Senior management personnel

The remuneration of CFO, CS and other Senior Management largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

- (a) The Stakeholders' Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (b) The broad terms of reference of the Stakeholders' Relationship Committee are as under:
 - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other security holders' related matters.
 - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- (c) During the financial year 2016-17, the Stakeholders' Relationship Committee met 4 (Four) times on 28th May, 2016, 12th August, 2016, 14th November, 2016 and 10th February, 2017. The necessary quorum was present for all the meetings.

The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Mr. Rameshkumar Mehta \$	Member/ Chairman	NEID	4
Mr. Mukesh Patel %	Member	NEID	4
Ms. Surbhi Mudgal	Member	NEID	4
Mr. Jayeshkumar Pandav #	Member/ Chairman	NEID	N.A.
Mr. Hitesh Patel *	Member	NEID	N.A.

NEID: Non-Executive Independent Director

\$ Ceased as Member and Chairman w.e.f. 10/07/2017

% Ceased as Member w.e.f. 10/07/2017

Appointed as Member and Chairman w.e.f. 11/07/2017

* Appointed as Member w.e.f. 11/07/2017

During the year, the Company has not received any complaints from its Shareholders. There were no outstanding complaints as on 31/03/2017.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

(iv) **RISK MANAGEMENT COMMITTEE:**

The composition of the Risk Management Committee is not applicable to the Company. However, the Company has constituted a Risk Management Committee as a measure of good governance.

During the Financial Year 2016-17, no Risk Management Committee meeting was held.

The composition of the Committee are given below:

Name	Designation	Category
Mr. Shwet Koradiya	Member/ Chairman	NEPD
Mr. Rameshkumar Mehta %	Member	NEID
Mr. Mukesh Patel %	Member	NEID
Mr. Jayeshkumar Pandav #	Member	NEID
Mr. Hitesh Patel #	Member	NEID

NED: Non-Executive Promoter Director, NEID: Non-Executive Independent Director

% Ceased as Member w.e.f. 10/07/2017

Appointed as Member w.e.f. 11/07/2017

The role of Risk Management Committee is to:

- oversee the implementation of Risk Management Systems and Framework;
- review the Company's financial and risk management policies;
- assess risk and procedures to minimize the same;
- frame, implement and monitor the risk management plan for the Company.

D. GENERAL BODY MEETING: -

(i) **Date, Time and Venue where last three Annual General Meetings were held:**

AGM for the Financial Year ended	Date	Time	Venue
30/06/2014	31/12/2014	11:00 A.M.	Hotel President, 163, R.N.T. Marg, Indore - 452001, Madhya Pradesh.
31/03/2015	29/09/2015	11:00 A.M.	
31/03/2016	19/09/2016	11:30 A.M.	

(ii) **Special Resolution:**

At the 23rd Annual General Meeting of the Company held on 19th September, 2016, one Special Resolution was passed-

- (a) Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(iii) **Extra-ordinary General Meeting:**

During the year, no Extra-ordinary General Meeting was held by the Company.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

(iv) Postal Ballot

During the year, No Postal Ballot was conducted.

E. DISCLOSURES: -

- (i) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large: NIL

Transactions with the related parties are disclosed in the notes to the accounts forming part of the accounts.

The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website www.sbcl.co.in

- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 financial years: NIL

However, during the Financial Year 2014-15, the Company has received SEBI notice no. EAD – 6/AK/VG/35168/2014 dated 10th December, 2014 regarding adjudication Proceedings for non-compliance or delayed compliance of SEBI Takeover Code by previous promoters of the Company. In this regard, the Company has filed appropriate reply with the Court of SEBI through its duly appointed representative. The matter is pending with SEBI.

- (iii) The Vigil Mechanism of the Company as required u/s 177 (9) of the Companies Act, 2013 and a Whistle Blower Policy of the Company, as required under Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is in place. The Directors and Employees can report concerns about any unethical behaviors, actual or suspected fraud or violation within the company. The said mechanism provides adequate safeguards against victimization and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. No event was occurred, during the year, invoking the Policy. Vigil Mechanism/Whistle Blower Policy is uploaded on the Company's website www.sbcl.co.in.

- (iv) The Company has also adopted Policy on determination of materiality of Information Events, Policy for Preservation of documents and policy on Archival of Records and same has been disclosed on the Company's website www.sbcl.co.in.

- (v) Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has received Certificate from Chairman & Managing Director and CFO for the Financial Year ended 31/03/2017.

- (vi) The Company has complied with all mandatory requirements of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

F. MEANS OF COMMUNICATIONS: -

The quarterly, half-yearly and annual results of the Company are published in leading newspaper in India which includes Financial Express and Mint (English) and Indore Samachar (Hindi). Additionally, the declared results and other important information are also periodically updated on the Company's website www.sbcl.co.in which also contains a separate dedicated section "Investor Relations".

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

G. GENERAL SHAREHOLDERS INFORMATION: -

1	AGM : Date, Time and Venue	Thursday, 21 st September 2017, 12:30 p.m. at Hotel President, 163, R.N.T. Marg, Indore-452001, Madhya Pradesh.																																									
2	Financial Year	Financial Year 2017-18 consists of 12 (Twelve) months starting from 1 st April, 2017 to 31 st March, 2018.																																									
3	Dividend Payment Date	The Company has not declared any Dividend in the Financial Year 2016-17.																																									
4	Listing on Stock Exchange	<p>1) BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.</p> <p>2) Calcutta Stock Exchange Limited 7, Lyons Range, Dalhousie, Murgighata, B B D Bagh, Kolkata-700001, West Bengal</p> <p>The Listing fees for Financial Year 2017-18 are paid to the Stock Exchanges. The custodial fees are paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL) for the Financial Year 2017-18.</p>																																									
5	Stock Code	BSE: 539143, CSE: 30010																																									
6	Security ISIN No.	INE945O01019																																									
7	Cut-off Date	14 th September, 2017																																									
8	Date of Book Closure	The Company's Register of Members and Share Transfer Books shall remain closed from 14 th September, 2017 to 21 st September, 2017 (both days inclusive).																																									
9	Investor Services – Queries / Complaints during the period ended	During the period from 1 st April, 2016 to 31 st March, 2017, no queries/complaints/requests were received by the Company from the Shareholders and Investors.																																									
10	Company's Registration Number	CIN of the Company is L45201MP1993PLC007647.																																									
11	Market Price data (At BSE & CSE)	<p>Equity Shares of the Company are listed at BSE Limited and at the Calcutta Stock Exchange Limited (CSE).</p> <p>During the year, Equity Shares of the Company were not traded on CSE platform. Hence, Market Price Data of CSE are not provided.</p>																																									
<p>-Source: www.bseindia.com</p> <table> <tr> <th rowspan="2">Month</th><th colspan="2">BSE</th></tr> <tr> <th>Month's High Price (Rs.)</th><th>Month's Low Price (Rs.)</th></tr> <tr><td>April-2016</td><td>280.00</td><td>230.90</td></tr> <tr><td>May-2016</td><td>259.00</td><td>242.00</td></tr> <tr><td>June-2016</td><td>280.00</td><td>257.50</td></tr> <tr><td>July-2016</td><td>315.00</td><td>266.90</td></tr> <tr><td>August-2016</td><td>335.50</td><td>272.80</td></tr> <tr><td>September-2016</td><td>398.00</td><td>332.90</td></tr> <tr><td>October-2016</td><td>418.00</td><td>183.00</td></tr> <tr><td>November-2016</td><td>179.35</td><td>146.40</td></tr> <tr><td>December-2016</td><td>143.50</td><td>96.65</td></tr> <tr><td>January-2017</td><td>94.75</td><td>76.10</td></tr> <tr><td>February-2017</td><td>74.60</td><td>60.90</td></tr> <tr><td>March-2017</td><td>59.70</td><td>51.25</td></tr> </table>			Month	BSE		Month's High Price (Rs.)	Month's Low Price (Rs.)	April-2016	280.00	230.90	May-2016	259.00	242.00	June-2016	280.00	257.50	July-2016	315.00	266.90	August-2016	335.50	272.80	September-2016	398.00	332.90	October-2016	418.00	183.00	November-2016	179.35	146.40	December-2016	143.50	96.65	January-2017	94.75	76.10	February-2017	74.60	60.90	March-2017	59.70	51.25
Month	BSE																																										
	Month's High Price (Rs.)	Month's Low Price (Rs.)																																									
April-2016	280.00	230.90																																									
May-2016	259.00	242.00																																									
June-2016	280.00	257.50																																									
July-2016	315.00	266.90																																									
August-2016	335.50	272.80																																									
September-2016	398.00	332.90																																									
October-2016	418.00	183.00																																									
November-2016	179.35	146.40																																									
December-2016	143.50	96.65																																									
January-2017	94.75	76.10																																									
February-2017	74.60	60.90																																									
March-2017	59.70	51.25																																									

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

12	A. <u>Distribution of Shareholding as on 31st March, 2017:-</u>																																																																																										
	<table><tr><th>Category</th><th>No. of Shareholders</th><th>% of total Shareholders</th><th>Total Holding (in Rs.)</th><th>% of Shareholding</th></tr><tr><td>Upto 5000</td><td>1211</td><td>72.78</td><td>4050950</td><td>3.29</td></tr><tr><td>5001 - 10000</td><td>44</td><td>2.64</td><td>347750</td><td>0.28</td></tr><tr><td>10001 - 20000</td><td>65</td><td>3.91</td><td>938020</td><td>0.76</td></tr><tr><td>20001-30000</td><td>14</td><td>0.84</td><td>338250</td><td>0.27</td></tr><tr><td>30001 -40000</td><td>7</td><td>0.42</td><td>237240</td><td>0.19</td></tr><tr><td>40001 - 50000</td><td>3</td><td>0.18</td><td>125180</td><td>0.10</td></tr><tr><td>50001 - 100000</td><td>28</td><td>1.68</td><td>2386850</td><td>1.94</td></tr><tr><td>100001 and above</td><td>292</td><td>17.55</td><td>114825760</td><td>93.16</td></tr><tr><td>Total</td><td>1664</td><td>100.00</td><td>123250000</td><td>100.00</td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td>No. of Shareholders</td><td>% of Shareholders</td><td>No. of Shares</td><td>% of Shareholding</td></tr><tr><td>Physical Mode</td><td>855</td><td>51.38</td><td>2166900</td><td>17.58</td></tr><tr><td>Electronic Mode</td><td>809</td><td>48.62</td><td>10158100</td><td>82.42</td></tr><tr><td>Total</td><td>1664</td><td>100.00</td><td>12325000</td><td>100.00</td></tr></table>	Category	No. of Shareholders	% of total Shareholders	Total Holding (in Rs.)	% of Shareholding	Upto 5000	1211	72.78	4050950	3.29	5001 - 10000	44	2.64	347750	0.28	10001 - 20000	65	3.91	938020	0.76	20001-30000	14	0.84	338250	0.27	30001 -40000	7	0.42	237240	0.19	40001 - 50000	3	0.18	125180	0.10	50001 - 100000	28	1.68	2386850	1.94	100001 and above	292	17.55	114825760	93.16	Total	1664	100.00	123250000	100.00							No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding	Physical Mode	855	51.38	2166900	17.58	Electronic Mode	809	48.62	10158100	82.42	Total	1664	100.00	12325000	100.00															
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SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

13	<u>Dematerialization of Shares & Liquidity:-</u>	As on 31 st March, 2017, Equity Shares comprising 82.42% of the Company's Equity Share Capital have been dematerialised.				
14	<u>Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-</u>	The Company has not issued GDRs/ADRs as on 31 st March, 2017. No Warrants/ Convertible Instruments were outstanding for conversion as on 31 st March, 2017.				
15	<u>Registrar & Share Transfer Agent</u> <table><tr><td>Registrar and Transfer Agent (RTA)</td><td>Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@vsnl.com</td></tr><tr><td>Share Transfer and Dematerialisation System</td><td>The complete work related to share transfer and dematerialisation is carried out by the above stated RTA. The Stakeholders' Relationship Committee of the Company holds its meetings regularly to monitor matters related to transfer and dematerialisation of shares and also to monitor other related matters. The Managing Director and the Company Secretary of the Company individually has been authorized to approve Transfer, Transmission, Demat request and other request to process the said requests expeditiously. The summary of share transfer and related activities is presented by the Company Secretary to the Board at its meeting. Half yearly certificate under Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 obtained from the Practicing Company Secretary is filed with the Stock Exchanges, where the Shares of the Company are listed.</td></tr></table>		Registrar and Transfer Agent (RTA)	Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@vsnl.com	Share Transfer and Dematerialisation System	The complete work related to share transfer and dematerialisation is carried out by the above stated RTA. The Stakeholders' Relationship Committee of the Company holds its meetings regularly to monitor matters related to transfer and dematerialisation of shares and also to monitor other related matters. The Managing Director and the Company Secretary of the Company individually has been authorized to approve Transfer, Transmission, Demat request and other request to process the said requests expeditiously. The summary of share transfer and related activities is presented by the Company Secretary to the Board at its meeting. Half yearly certificate under Regulation 40(9) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 obtained from the Practicing Company Secretary is filed with the Stock Exchanges, where the Shares of the Company are listed.
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16	<u>Address for Correspondence for Shareholders:-</u> <table><tr><td>Registrar and Transfer Agent (RTA)</td><td>Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@vsnl.com</td></tr><tr><td>Corporate Office Address of the Company</td><td>Synergy Bizcon Limited Plot – 828/829, 4th Floor, Office – 4, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat, India. Phone: 0261 - 3066688 Email: synergybizcon@gmail.com, info@sbcl.co.in</td></tr></table>		Registrar and Transfer Agent (RTA)	Purva Sharegistry Private Limited 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Lower Parel (E), Mumbai - 400 011, Maharashtra Tel.: 022 – 23016761; Fax: 022 – 23012517; Email: busicomp@vsnl.com	Corporate Office Address of the Company	Synergy Bizcon Limited Plot – 828/829, 4 th Floor, Office – 4, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat, India. Phone: 0261 - 3066688 Email: synergybizcon@gmail.com , info@sbcl.co.in
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11 **Reconciliation of Share Capital Audit:-**

In keeping with the requirement of the SEBI, an audit by a Qualified Practicing Company Secretary have been carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

SYNERGY BIZCON LIMITED

(CIN: L45201MP1993PLC007647)

12 Non-Mandatory Requirements:-

- (i) The Company has published Quarterly and Half Yearly financial results in the newspapers as stated above and uploaded the same in its website under the head of Financial. Hence, the same results are not separately circulated to the Shareholders.
- (ii) For the financial year 2016-17, there are no Audit Qualifications to the Company's financial statements.
- (iii) Reporting of the Internal Auditors: The Internal Auditors may report directly to the Audit Committee.

13 Auditors' Certificate on Corporate Governance:-

The Auditors' Certificate on Compliance with Corporate Governance, as stipulated under Schedule V-E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

By order of the Board of Directors
For SYNERGY BIZCON LIMITED

Place: Surat
Date: 18.08.2017

DHIRAJBHAI KORADIYA
Chairman & Managing Director
DIN: 03371017