DIRECTORS' REPORT

To
The Members,

THE DIRECTORS HAVE PLESURE IN PRESENTING THE ANNUAL REPORT TOGETHER WITH AUDITED STATEMENTS

OF THE COMPANY FOR THE PERIOD ENDED AS ON 31ST MARCH,2013.

FINANCIAL RESULTS:
The company has incurred the net profit of Rs.36306419.00

DIVIDEND:
In the absence of enough profit no dividend is recommended.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION:

Consevation of energy: Not Applicable

Technology absorption: Not Applicable

Foreign Echange earning and outgo: NIL

EMPLOYEES:

None of the employees of the company was in receipt of remuneration as prescribed U/s **271 (2A)** of the Companies Act, for the whole of the year under review or any part thereof.

DEPOSITS:

The company has not accepted any deposits from the public dur ng the period under review.

DIRECTORS RESPONSIBILITY STATEMENT:

As stipulated in Section 217 (2AA) of the Companies Act your directorssubscribe to the "Directors' Responsibility Statement" and confirm as under:

1. That in the preparation of the Annual Account, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;

2. That the directors has selected such accountung policies and applied themconsistenly and made judgmenets 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 fianacial year and of the profit of the company for the period.

3. That the directors had taken proper and sufficient care for the maintenanceof 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.

4. That the directors had prepared the annual accounts of a going concern basis

AUDITORS:

Auditors of the company retire at the Annual General Meeting and being eligible for reappointment.

ACKNOWLEDGEMENT:

The board would like to express their gratitude to all involed parties.

Place: Ahmedabad

Date: 31/08/2013

For & on behalf of the Board,

Dev Procon Ltd.

Director

DIRECTORS' REPORT

To
The Members,

THE DIRECTORS HAVE PLESURE IN PRESENTING THE ANNUAL REPORT TOGETHER WITH AUDITED STATEMENTS OF THE COMPANY FOR THE PERIOD ENDED AS ON **31ST MARCH,2014**.

FINANCIAL RESULTS:
The company has incurred the net profit of Rs.14026989.00.

DIVIDEND:
In the absence of enough profit no dividend is recommended.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION:

Consevation of energy: Not Applicable

Technology absorption: Not Applicable

Foreign Echange earning and outgo: NIL

EMPLOYEES:

None of the employees of the company was in receipt of remuneration as prescribed U/s 271 (2A) of the Companies Act, for the whole of the year under review or any part thereof.

DEPOSITS:

The company has not accepted any deposits from the public during the period under review.

DIRECTORS RESPONSIBILITY STATEMENT:

As stipulated in Section 217 (2AA) of the Companies Act your directorssubscribe to the "Directors' Responsibility Statement" and confirm as under:

1. That in the preparation of the Annual Account, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
2. That the directors has selected such accountung policies and applied themconsistenly and made judgmenets 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 fianacial year and of the profit of the company for the period.
3. That the directors had taken proper and sufficient care for the maintenanceof 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.
4. That the directors had prepared the annual accounts of a going concern basis

AUDITORS:

Auditors of the company retire at the Annual General Meeting and being eligible for reappointment.

ACKNOWLEDGEMENT:

The board would like to express their gratitude to all involed parties.

Place: Ahmedabad

Date: 15/08/2014

For & on behalf of the Board,

Sanjay H Thakkar Dipak A Thakkar

Dev Procon Ltd.

Director

DECLARATION OF INDEPENDENCE

For the F.Y.2015-16

Date :04.04.2015

To,

The Board of Directors,

Dev Procon Limited,

Dear Sirs,

This is to inform you that upto the date of this certificate, I did not have any pecuniary relationship of transaction with the Company , its Promoters , its Directors, its Senior Management or its holding , its Subsidiary and Associate which may affect my independence as an independent Director on the Board of the Company.

I declare that I am not related to Promoters or persons occupying Management positions at the Board level or at one level below the Board and also have not been an executive of the Company in the immediately preceding three financial years or in the current financial year. I am neither a partner nor an executive or was also neither a partner nor an executive during the preceding three years, of any of the following:

- The Statutory Audit firm or the Internal Audit firm that is associated with the Company; and

- The Legal firm(s) and consulting firm(s) associated with the Company.

I have not been a material supplier, service provider or a customer or a lessor or a lessee of the Company, which may affect my independence; and was not a substantial shareholders of the Company i.e. owing two per cent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship /transactions, whether material or non-material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/ transactions.

Thanking You.

Yours Faithfully,

Bhupendra Damodardas Thakkar
(Independent Director)
DIN - 03023167

Annexure-II

DECLARATION OF INDEPENDENCE

For the F.Y.2015-16

Date :04.04.2015

To,

The Board of Directors,

Dev Procon Limited,

Dear Sirs,

This is to inform you that up to the date of this certificate, I did not have any pecuniary relationship of transaction with the Company, its Promoters, its Directors, its Senior Management or its holding, its Subsidiary and Associate which may affect my independence as an independent Director on the Board of the Company.

I declare that I am not related to Promoters or persons occupying Management positions at the Board level or at one level below the Board and also have not been an executive of the Company in the immediately preceding three financial years or in the current financial year. I am neither a partner nor an executive or was also neither a partner nor an executive during the preceding three years, of any of the following:

- The Statutory Audit firm or the Internal Audit firm that is associated with the Company; and

- The Legal firm(s) and consulting firm(s) associated with the Company.

I have not been a material supplier, service provider or a customer or a lessor or a lessee of the Company, which may affect my independence; and was not a substantial shareholders of the Company i.e. owing two per cent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship /transactions, whether material or non-material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/ transactions.

Thanking You.

Yours Faithfully,

Sunil Natvarbhai Patel
(Independent Director)
DIN – 02109468

DECLARATION OF INDEPENDENCE

For the F.Y.2015-16

Date :04.04.2015

To,

The Board of Directors,

Dev Procon Limited,

Dear Sirs,

This is to inform you that upto the date of this certificate, I did not have any pecuniary relationship of transaction with the Company , its Promoters , its Directors, its Senior Management or its holding , its Subsidiary and Associate which may affect my independence as an independent Director on the Board of the Company.

- I declare that I am not related to Promoters or persons occupying Management positions at the Board level or at one level below the Board and also have not been an executive of the Company in the immediately preceding three financial years or in the current financial year. I am neither a partner nor an executive or was also neither a partner nor an executive during the preceding three years, of any of the following:

- The Statutory Audit firm or the Internal Audit firm that is associated with the Company; and

- The Legal firm(s) and consulting firm(s) associated with the Company.

I have not been a material supplier, service provider or a customer or a lessor or a lessee of the Company,which may affect my independence; and was not a substantial shareholders of the Company i.e. owing two per cent or more of the block of voting shares.

I undertake that I shall seek prior approval of the Board if and when I have any such relationship /transactions, whether material or non-material. If I fail to do so I shall cease to be an Independent Director from the date of entering into such relationship/ transactions.

Thanking You.

Yours Faithfully,

Sharad Janmashanker Mehta
(Independent Director)
DIN - 02912381