



# **PARAB INFRA LIMITED**

**28th Annual General Meeting**

**Annual Report  
2016 - 2017**

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**CORPORATE INFORMATION****NAME OF THE COMPANY:** PARAB INFRA LIMITED**CIN:** L45209MH1989PLC221005**ISIN:** INE713M01023**BSE SCRIP CODE:** 513359**BOARD OF DIRECTORS**

NAMES OF THE DIRECTOR	DESIGNATION
Mr. Kalu Kamble	Chairman and CFO
Mr. Amrit Gandhi	Managing Director (Resigned on 31.08.2017)
Mr. Narendra Dogra	Additional Director (Appointed on 31.08.2017)
Mr. Shakil Bilali	Independent Director
Ms. Khushboo Parkar	Independent Director
Mr. Paresh Rathod	Independent Director

**BOARD COMMITTEES**

NAMES OF THE BOARD COMMITTEES	NAMES OF THE MEMBER
Audit Committee	Ms. Khushboo Parkar Mr. Shakil Bilali Mr. Amrit Gandhi
Nomination and Remuneration Committee	Mr. Shakil Bilali Mr. Paresh Rathod Ms. Khushboo Parkar
Stakeholders Relationship Committee	Mr. Shakil Bilali Ms. Khushboo Parkar Mr. Kalu Kamble

**COMPANY SECRETARY:**

CS Jinal Doshi (Resigned on 30.05.2017)  
CS Neha Botadra (Appointed on 12.08.2017)

**COMPLIANCE OFFICER:**

Mr. Amrit Gandhi (Resigned on 31.08.2017)  
CS Neha Botadra (Appointed on 31.08.2017)

**REGISTERED OFFICE:**

302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg, Mulund (West) 400080  
Contact No: 9167947511  
E-mail Id: pacheli.enterprises@yahoo.com Website: www.parabinfra ltd.com

**STATUTORY AUDITORS:**

M/s. D J N S & Associates  
Chartered Accountants  
13/ C, Sadashiv Bhavan, R R T Road, Mulund (West), Mumbai – 400080

**SECRETARIAL AUDITORS:**

SVVS & Associates, Company Secretaries LLP  
Office 11, Shree Durga Apts CHS, Plot 186, Sector 10, Sanpada, Navi Mumbai - 400705

**BANKERS:**

Corporation Bank  
Rameshwar Co-operative Bank

**REGISTRAR AND****SHARE TRANSFER AGENTS:**

Link Intime India Private Limited  
C - 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083  
E Mail: shruti.shetty@linkintime.co.in Website: www.linkintime.co.in

PARAB INFRA LIMITED  
CIN: L45209MH1989PLC221005  
Registered Office: 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,  
Mulund (West), Mumbai-400080  
Email: pacheli.enterprises@yahoo.com Website: www.parabinfra ltd.com  
Contact No: 9167947511

#### **NOTICE OF 28<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of Parab Infra Limited will be held at Registered office of the Company situated at 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg, Mulund (West), Mumbai 400080 on Friday, 29<sup>th</sup> September, 2017 at 09.30 am to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. **Item No 1: Adoption of Financial Statements:**  
To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Report of Board of Directors and Auditors thereon.
2. **Item No 2: Appointment of Mr. Kalu Shankar Kamble (DIN: 01834130) as a Director liable to retire by rotation:**  
To appoint a Director in place of Mr. Kalu Shankar Kamble (DIN: 01834130), who retires by rotation and being eligible has offered himself for re-appointment.
3. **Item No 3: Appointment of Statutory Auditor to fill the casual vacancy caused by resignation and to fix their remuneration:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules, as amended from time to time, M/s. Masrani & Co (Mem No: 043271), Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. D J N S & Associates, Chartered Accountants, Mumbai for a period of 5 consecutive years from the conclusion of this Annual General Meeting (subject to ratification at every AGM) on such remuneration as may be fixed by the Board of Directors plus taxes, as may be applicable and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the financial year 2017-18.”

#### **SPECIAL BUSINESS:**

4. **Item No 4: Appointment of Mr. Narendra Dogra (DIN: 07907587) as a Director of the Company:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Section 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Narendra Dogra (DIN: 07907587) who was appointed as an Additional Director by the Board of Directors of the Company pursuant to section 161(1) of the Companies Act, 2013 and who holds office upto the conclusion date of this AGM and in respect of whom the Company has received a notice under section 160(1) of Companies Act, 2013 from a member along with requisite deposit proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is severally authorized to do all such acts, deeds, matters and things as may be deem fit to give effect to the said resolution including filing of necessary e-forms with the Registrar of Companies, Mumbai.”

**5. Item No 5: Appointment of Mr. Narendra Dogra (DIN: 07907587) as a Managing Director:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule V to the Companies Act, 2013, Mr. Narendra Dogra (DIN: 07907587) who has been appointed as a Director be and is hereby appointed as a Managing Director of the Company for a period of 3 consecutive years with immediate effect.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 & 197 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with schedule V, the appointee shall be paid managerial remuneration of Rs.20,000/- monthly (Rupees Twenty Thousand only), details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the chairman for the purpose of identification.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is severally authorized to do all such acts, deeds, matters and things as may be deemed fit to give effect to the said resolution including filing of necessary e-forms with the Registrar of Companies, Mumbai.”

**By order of the Board of Directors  
For Parab Infra Limited**

sd/-

**Neha Botadra**

**Company Secretary & Compliance officer**

**Mem No: A52139**

**Place: Mumbai**

**Date: 31.08.2017**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Duly completed instrument of proxies must be deposited at Registered office not less than 48 hours before the scheduled time of the AGM. Proxies submitted on behalf of the Companies, Societies etc must be supported by an appropriate resolution, as applicable.
3. Corporate members intending to send their Authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
4. As required under SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment and appointment at the AGM, is separately annexed hereto.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of 28<sup>th</sup> AGM.

6. Members are requested to intimate the Registrar and Share Transfer Agent (RTA) of the Company-Link Intime India Private Limited, immediately of any change in their address, in respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.
7. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to RTA of the Company.
8. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, as amended from time to time, Companies can serve Annual Report and other communications through electronic mode to those members who have registered their e-mail id with the Company or with the Depository. Members who have not registered their e-mail id either with the Company or with the Depository can now register the same by submitting updated e-mail address to RTA or the Company. Members of the Company, who have registered their e-mail address are entitled to receive such communication in physical form upon request.

Annual Report is being sent in electronic mode to members whose e-mail id is registered with the Company or the Depository unless the members have registered their request for a hard copy of the same. Physical copy of the Annual Report is being sent to those members who have not registered their e-mail id with the Company or Depository. Members who have received the Annual Report in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at registration counter to attend the AGM. Members may also note that the Annual Report for the financial year 2016-2017 will also be available on the Company's website: [www.parabinfra.com](http://www.parabinfra.com) for their reference.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and SEBI Listing Regulations, 2015, as amended from time to time, members have been provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this notice.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 26<sup>th</sup> September, 2017 (9.00 a.m. IST) and ends on Thursday, 28<sup>th</sup> September, 2017 (5.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of 22<sup>nd</sup> September, 2017 may cast their vote electronically. Thereafter, the e-voting module shall be disabled by CDSL for voting.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) **If you are a first time user, follow the steps given below:**

	For members holding shares in Demat and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> </ul>

	<ul style="list-style-type: none"> <li>In case, the sequence 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's record in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Company/DP, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 also to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.**
- (xi) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xii) Click on EVSN for the relevant Parab Infra Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolution details.
- (xv) After selecting the resolution if 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) **Notes for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com](http://www.evotingindia.com) under help section or email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(xxi) **E-voting Information:**

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>Your Existing Password /Default PAN /Sequence Number</b>
170901030	{Folio}	{Password}

Since the Company is required to provide the members, the facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical or in dematerialized form as on the cut - off date and not casting their votes electronically may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed on Company's website: [www.parabinfra ltd.com](http://www.parabinfra ltd.com) within 2 days of the AGM and will be communicated to BSE Limited, where the securities of the Company are listed.

10. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favor of the resolutions.
11. Mrs. Divya Momaya, Proprietor of M/s D S Momaya & Co, Company Secretary in Practice has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. Voting will be provided to the members through e-voting and/or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
13. To ensure correct identity of the members and for the smooth conduct of the 28<sup>th</sup> AGM, each Member and/or Proxy holder attending the meeting is expected to bring with him/her, an appropriate photo ID document like PAN/Driving License/Passport/Voter ID Card.
14. Shareholders seeking any information with regard to Annual Report are requested to request the Company atleast 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
15. All the documents referred to in the accompanying notice and Explanatory Statement are open for inspection at Registered office of the Company on all working days between 10.00 a.m. to 1.00 p.m. upto the date of the AGM except Saturdays, Sundays and public Holidays.
16. Members/Proxies are requested to bring their attendance slip dully filled in along with their copy of Annual Report to the Meeting hall. However, in case of non-receipt of attendance slip, members may download the same from Company's website or request the Company at its Registered office for issuing the duplicate attendance slip.

**ANNEXURE TO THE NOTICE****Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015****Details of Director retiring by rotation seeking re-appointment and Appointment at the ensuing Annual General Meeting.**

<b>Names of the Director eligible for re-appointment and appointment</b>	<b>Mr. Kalu Shankar Kamble</b>	<b>Mr. Narendra Dogra</b>
Date of Birth	14/04/1969	03/02/1968
Date of Appointment	24/09/2014	31/08/2017
Nationality	Indian	Indian
Qualification	SSC	Bachelor's degree of commerce from Mumbai University
Occupation/Expertise	Real Estate and Marketing	He is having experience of 15 years in the field of management. He looks after Marketing and Finance division.
Directorship of other Listed Companies	Nil	Nil
Membership/Chairmanship of Committees of other Listed Companies	Nil	Nil
No. of Shares held in the Company	NIL	NIL

**An Explanatory statement pursuant to Section 102 of the Companies Act, 2013:****Item No 4 and 5:**

Mr. Narendra Dogra was appointed as an Additional Director by the Board of Directors in their meeting held on 31<sup>st</sup> August, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the Director holds office upto the date of the ensuing AGM. In this regard, the Company has received request in writing from a member of the Company proposing his candidature for appointment as Director of the Company along with a deposit of Rs. 1,00,000/-.

The Board feels that presence of Mr. Narendra Dogra on Board is desirable and would be beneficial to the Company and hence recommend item no 4 for approval as an Ordinary Resolution. Except, Mr. Narendra Dogra, no other directors, KMP or their relatives is concerned or interested in this resolution.

Further, Mr. Narendra Dogra was also appointed as a Managing Director in the meeting of Board of Directors on 31<sup>st</sup> August, 2017 subject to approval of shareholders. The Nomination and Remuneration Committee has identified Mr. Narendra Dogra eligible for the post of Managing Director and has recommended his appointment to the Board of Directors. The Board of Directors recommends to appoint Mr. Narendra Dogra as a Managing Director on the terms and conditions as set out in his appointment letter and as mutually agreed between them.

The Board is hopeful that vast experience of Mr. Narendra Dogra will benefit the Company to achieve higher results and overall growth of the Company. The Board recommends the proposed item no 5 for your approval as an Ordinary Resolution. Except, Mr. Narendra Dogra, no other directors, KMP or their relatives is concerned or interested in the resolution.

**By order of the Board of Directors  
For Parab Infra Limited**

sd/-

Neha Botadra

Company Secretary &amp; Compliance officer

Mem No: A52139

Place: Mumbai

Date: 31.08.2017

**BOARD'S REPORT**

To,

The Members of Parab Infra Limited

The Directors of your Company are pleased to present the 28<sup>th</sup> Annual Report together with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2017.

**1. FINANCIAL RESULTS:**

The following table shows the operational results of the Company for the year 2016-17 as compared to that of the previous year:

(Amount in Rs)		
Particulars	31-03-2017	31-03-2016
Total Income	1,46,50,147	1,73,87,589
Total Expenses	71,79,019	1,12,11,260
<b>Profit before Tax</b>	<b>74,71,128</b>	<b>61,76,329</b>
Less: Provision for Tax		
Current Tax	22,67,500	19,08,486
Deferred Tax	-	-
<b>Profit after Tax</b>	<b>52,03,628</b>	<b>42,67,843</b>

**2. PERFORMANCE & RESULTS:**

During the year under review, the Company has made a profit after tax of Rs. 52,03,628/- against the profit earned in the previous year of Rs.42,67,843/-. Detailed performance of the Company is set out under Management's and Discussion Analysis Report as attached to this Report.

**3. CHANGES IN THE NATURE OF BUSINESS, IF ANY:**

During the year under review, there were no changes in the nature of business of the Company.

**4. DIVIDEND:**

After considering the financial results for the financial year 2016-17, your Directors are of the opinion that it is prudent that no dividend be declared for the year under review so that the profits earned in the financial year can be ploughed back and utilized for growth and other expansion plans.

**5. FIXED DEPOSITS:**

The Company has not accepted any fixed deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and as such no amount of principal or interest was outstanding as on the Balance sheet date.

**6. SHARE CAPITAL:**

There is no change in the share capital of the Company during the year 2016-17. There was no public issue, rights issue, bonus issue or preferential issue during the year under review. The Company has not issued any shares with differential voting rights, sweat equity shares nor has it granted any stock options.