PATIDAR BUILDCON LIMITED

TWENTY FOURTH ANNUAL REPORT

2009 – 2010

BOARD OF DIRECTROS

Mr. Rajnikant Patel	**-**	**Whole Time Director**
Mr. Dhiraj Patel	**-**	**Director**
Mr. Pravin Patel	**-**	**Director**
Mr. Ramjibhai Patel	**-**	**Director**
Mr. Sanjay Chowgule	**-**	**Director**

STATUTORY AUDITORS

M/s. D. S. Mahambre & Co.,
Chartered Accountants

REGISTERED OFFICE

Lati Bazaar, Zorawar Nagar,
District Surendra Nagar, Gujarat – 363 020

REGISTRAR AND TRANSFER AGENT

Adroit Corporate Services Private Limited
19/20 Jaferbhoy Ind. Estate, 1st floor,
Makwana Road, Marol, Andheri (E),
Mumbai – 400 059. INDIA.

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NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of Patidar Buildcon Limited will be held at on **Thursday, September 30, 2010 at 11.00 a.m.** at the Registered Office of the Company at **Lati Bazaar, Zorawar Nagar, District Surendra Nagar, Gujarat – 363 020** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2010, Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Pravinkumar Patel, who retires by rotation, and being eligible offers himself for re-appointment.

3. To consider and if deem fit, to pass with or without modification (s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 224(6)(a) of the Companies Act, 1956, M/s. BPA & Co., Chartered Accountants, Mumbai be and are hereby appointed as a Statutory Auditors of the Company to fill up the casual vacancy caused by the resignation of M/s. D. S. Mahambre & Co., Chartered Accountant, Mumbai, to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration."

SPECIAL BUSINESS:

4. The following resolution is being passed as a Special Resolution under the Companies (Passing the Resolution through Postal Ballot) Rules 2001:

   "**RESOLVED THAT** pursuant to Regulation 12 of SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997 and other applicable provisions if any of the Companies Act, 1956, SEBI, Article of Association and the Listing Agreement with the Stock Exchanges and subject to such approvals, consent, permissions and /or sanctions as may be required for the purpose from Central Government, RBI and other regulatory bodies, the consent of the Company be and is hereby given for entrusting/transferring/assigning the management control over the Company to Mr. Rajinikant Patel & his Associates on the terms and conditions as stated in the MOU for such change in the management control.

   "RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Rajnikant Patel, Whole Time Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubt that may arise in regard to the change in Control or Management and to finalize an execute all documents and writing as may be necessary, proper, desirable or expedient as it may deem fit.

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

   "RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Board be and is hereby given to the appointment of Mr. Rajnikant Patel as a Whole-Time Director of the Company for a period of five years w.e.f. April 1, 2009 to March 31, 2014 at no remuneration as agreed between Mr. Rajnikant Patel and the Board of Directors with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Rajnikant Patel."

"RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Gujarat to give effect to the above resolution."

On behalf of the Board of Directors

Sd/-
Rajnikant Patel
Director

Registered Office:
Lati Bazaar, Zorawar Nagar,
District Surendra Nagar, Gujarat – 363 020

Place: Gujarat
Date: **July 31, 2010.**

NOTES:

1. **A MEMBER ENTILTED TO ATTEND AND VOTE IS ENTILED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 27, 2010 to September 29, 2010 (both days inclusive).
3. Shareholders are requested to forward their queries on the proposed resolutions and accounts for the financial year ended March 31, 2010 to the Company at least 10 days in advance, to enable the management to keep the required information available at the Annual General Meeting.
4. Memorandum and Articles of Association is open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 2.00 p.m.
5. Explanatory statement is annexed to the notice of the Annual General Meeting (AGM) of the Company as required by Section 173 (2) of the Companies Act, 1956 in respect of resolutions.
6. Memorandum of Understanding referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 10.00 a.m. to 5.00 noon up to the date of AGM.
7. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
8. The resolution is also required to be passed by means of voting by postal ballot in terms of Regulation 12 of SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997. The postal ballot form is enclosed with this notice for your consideration.
9. Notice pursuant to Section 192 A (2) of the Companies Act, 1956 to pass the resolution mentioned in the above notice of calling of an AGM is enclosed herewith.

Dear Shareholders,

Notice pursuant to Section 192A (2) of the Companies Act, 1956:

As you are aware, the existing management of your company, due to various problems beyond their control, was not in a position to run the business for past several years. Therefore, in the larger interest of the share holders of the Company, it is proposed to invite out side expertise to run the Company.

Mr. Rajnikant Patel and his associates have expressed their willingness to run the Company in the interest of the share holders by acquiring control of the management of the Company. Mr. Sanjay Chowgule, Director have agreed to hand over the control of the affairs of the Company to Mr. Rajnikant Patel. Additionally, Mrs. Priyadarshni Chowgule and Mrs. Sarladevi Chowgule, promoters have agreed to sell of its 30,000 equity shares of Rs. 10/- each fully paid up constituting 5.66% of the total paid up capital to Mr. Rajnikant Patel and Ramjibhai Patel. For such change in the entire control and management of the Company to Mr. Rajnikant Patel and his associated is mentioned in item No. 4 in the Notice of calling Annual General Meeting.

Pursuant to the provisions of Regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997, such change in control and Management of the Company requires the approval of Shareholders by way of a Special Resolution and also postal ballot under Section 192A of Companies Act, 1956.

Hence, proposed Special Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is enclosed with this notice and a Postal Ballot form is enclosed for your consideration. The Company has appointed Mr. Ratish Tagde & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Please read carefully the instruction printed in the Postal Ballot Form and return the form duly completed in all respects in the enclosed self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on September 8, 2010.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday the September 30, 2010 at the Lati Bazaar, Zorawar Nagar, District Surendra Nagar, Gujarat – 363 020 during the Annual General Meeting.

Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956

Item No. 4:

The Board of Directors at its meeting held on July 31, 2010 had accorded its approval for change in Control and Management of the Company to Mr. Rajnikant Patel and his associates.

As you are aware, the existing management of your company, due to various problems beyond control, was not in a position to run the business for past several years. Therefore, in the larger interest of the share holders of the company, it is proposed to invite out side expertise to run the company.

Mr. Rajnikant Patel and his associates have expressed their willingness to run the company in the interest of the share holders by acquiring control of the management of the Company. Mr. Sanjay Chowgule, Director have agreed to hand over the control of the affairs of the Company to Mr. Rajnikant Patel and his associates. Additionally, Mrs. Priyadarshni Chowgule and Mrs. Sarladevi Chowgule, promoters have agreed to sell of its 30,000 equity shares of Rs. 10/- each fully paid up constituting 5.66% of the total paid up capital to Mr. Rajnikant Patel and Ramjibhai Patel. For such change in the entire control and management of the Company to Mr. Rajnikant Patel is mentioned in item No. 4 in the Notice of calling Annual General Meeting.

Pursuant to the provisions of Regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997, such change in control and Management of the Company requires the approval of Shareholders by way of a Special Resolution and also postal ballot under Section 192A of Companies Act, 1956.

Hence, proposed Special Resolution and Explanatory Statement stating all material facts and the reasons for the proposal is enclosed with this notice and a Postal Ballot form is enclosed for your consideration. The Company has appointed Mr. Ratish Tagde & Associates, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed, assenting or dissenting in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before September 8, 2010. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the Postal Ballot will be announced by the Chairman Friday the September 30, 2010 at the Lati Bazaar, Zorawar Nagar, District Surendra Nagar, Gujarat – 363 020 during the Annual General Meeting.

The Board recommends the change in control and management of the Company, as proposed in the Resolution of the notice.

None of Directors of the Company are in any way, concerned or interested in the resolution, except Mr. Rajnikant Patel, Mr. Dhirajlal Patel, Mr. Ramjibhai Patel and Mr. Pravinkumar Patel.

Item No. 5

The Board of Directors approved the appointment of Mr. Rajnikant Patel as a Whole Time Director of the Company in their meeting held on April 29, 2010 for the period of five years with effect from April 1, 2010 to March 31, 2015. In view of unfavorable financial position of the Company, Mr. Rajnikant Patel has agreed to provide the services at no remuneration.

As per the Companies Act, 1956 the appointment of Executive Director requires the approval of shareholders.