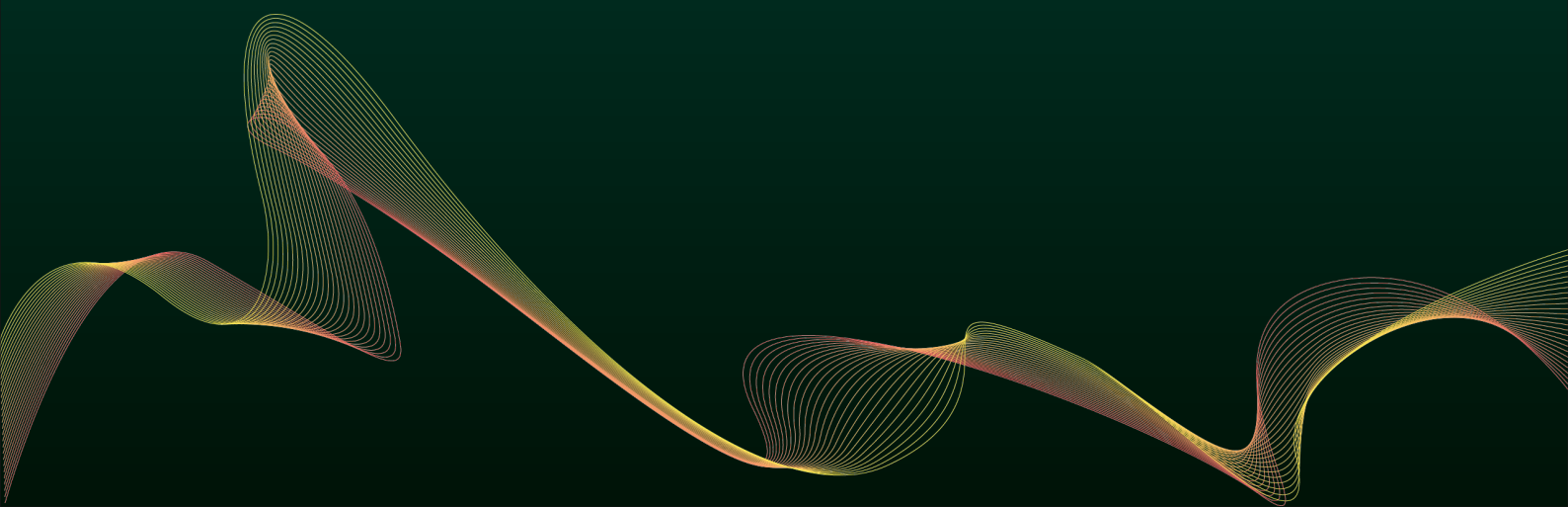




27<sup>th</sup>  
ANNUAL  
REPORT  
2014-2015

Prerna Infrabuild Ltd.





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## CORPORATION INFORMATION

### Board of Directors

Chairman & Managing Director	Vijay C. Shah ( DIN NO. 00038062 )
Managing Director	Sanket V. Shah ( DIN NO. 00038121 )
Wholetime Director	Nalini V. Shah ( DIN NO. 00119538 )
Director	Mahendra K. Gosaliya ( DIN NO. 02279850 )
Director	Dinesh Kamdar ( DIN NO. 02734137 )
Director	Kiranbhai Shah ( DIN NO. 02725833 )

### Audit Committee

Chairman	Kiranbhai Shah ( DIN NO. 02725833 )
Member	Dinesh Kamdar ( DIN NO. 02734137 )
Member	Mahendra K. Gosaliya ( DIN NO. 02279850 )

### Auditor

Alpesh Shah & Co.,  
Chartered Accountant  
( FRN NO. 128461W )  
202, Parth Avenue,  
Nr. Naranpura Cross Road,  
Naranpura,  
Ahmedabad-380 013

### Practising Company Secretary

Pinakin Shah & Co.  
( PCS NO. 2562 )  
C-103, Panchdhara Plaza,  
Satellite Road,  
Ahmedabad-380 015.

### Registered Office

“Perna”, Survey No. 820/1,  
In Lane of Panchvati Auto,  
Opp. Anand Dham Derasar,  
S. G. Highway, Makarba  
Ahmedabad-380 058.

### Register & Share Transferred Agent

Big Share Service Pvt. Ltd.  
E-2/3, Ansh Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E),  
Mumbai-400 072

### Website

[www.pernagroup.com](http://www.pernagroup.com)

### Banker

Bank of Maharashtra  
Perna Tirth Road Branch,  
Satellite,  
Ahmedabad-380 015

## NOTICE

Notice is hereby given that the 27<sup>th</sup> (Twenty Seven) Annual General Meeting of the Company will be held at 'PRERNA', Survey No 820/1, in lane of Panchvati Auto, Opp. AnandDham Derasar, S. G. Road, Makarba, Ahmedabad-380058 on Monday, 28<sup>th</sup> September, 2015 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt Nalini Vijay Shah (DIN- 00119538) who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Statutory Auditors of the Company To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution  
"RESOLVED THAT pursuant to Section 139(6) of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s. Alpesh Shah & Co., Chartered Accountants, Ahmedabad [Firm Registration No:128461W] be and are hereby reappointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, for the financial year ending 2018-19 (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as shall be fixed by the Board of Directors."

Place: Ahmedabad

Date: 29/07/2015

By order of the Board of Directors

Shri Sanket Shah  
Managing Director  
DIN: 00038121

Registered Office:

'PRERNA', Survey No 820/1

In lane of Panchvati Auto

Opp. AnandDham Derasar

S. G. Road, Makarba

Ahmedabad-380058

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 21<sup>st</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015.(both days inclusive).
3. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
6. Members who have received the Notice of Annual General Meeting, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the Annual General Meeting.
7. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rule, 2014 as amended and clause 35B of the Equity Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Cut-off date i.e. a date not earlier than seven days before the date of general meeting are entitled to vote on the Resolutions set forth in this Notice.

Members who have acquired shares after the dispatch of the Annual Report and before the Cut-off date may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. A person who is not a member as on the Cut-off date should treat this notice for the information purpose only.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

- I. In case of members receiving e-mail from CDSL (for Members whose e-mail addresses are registered with Company/Depositories):
  - i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - iii. 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.
  - iv. Next enter the Image Verification as displayed and Click on Login.
  - v. 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.
  - vi. If you are a first time user follow the steps given below: Other Instructions:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field.</li> <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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>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.</p>
	<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"> <li>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 member id / folio number in the Dividend Bank details field.</li> </ul>

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - xi. 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.
  - xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - xiii. 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.
  - xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - xvi. 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, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
  - The list of accounts should be 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case of members receiving the physical copy:
- a) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
  - 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- III. Other Instructions:
- a) The e-voting period commences at 9.00 a.m. on Friday, 25<sup>th</sup> September, 2015 and will end at 5.00 p.m. on Sunday, 27<sup>th</sup> September, 2015. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Monday, 21<sup>st</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 31<sup>st</sup> March, 2015.
  - c) Mr. Pinakin Shah, Practicing Company Secretary (FCS 2562), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



- d) The Scrutinizer shall immediately after the conclusion of voting after the Annual General Meeting, count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the company and make, not later than three days of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company. The chairman or person authorised by him in writing shall declared the results of the voting forthwith.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pernagroup.com](http://www.pernagroup.com) and on the website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in) immediately after the result is declared by the chairman
- f) 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) Members holding shares in Demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their Demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
- h) Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Big Share Services Private Limited/Investor Service Department of the Company immediately.
- i) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to M/s. Bigshare Services Private Limited/ Investor Service Department of the Company.
- j) Members desiring any information relating to the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep the information ready.
- k) Details of the Directors seeking appointment in the Twenty Sixth Annual General Meeting [Pursuant to Clause 49 of Listing Agreement of Bombay Stock Exchange]

Particulars	Smt Nalini Vijay Shah
Relationships with other Directors	Spouse/ Mother
Date of Appointment	13/04/1988
Expertise	Finance
Qualification	B.com
No. of Equity Shares held in the Company	NIL
List of other companies in which directorship are held	None
Chairmanship/ Membership of committees (includes only Audit Committee and stakeholder relationship Committee)	None

**Note:** The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Place: Ahmedabad

Date: 29/07/2015

By order of the Board of Directors

Shri Sanket Shah

Managing Director

DIN: 00038121

Registered Office:

'PRERNA', Survey No 820/1

In lane of Panchvati Auto

Opp. AnandDhamDerasar

S. G. Road, Makarba

Ahmedabad-380058