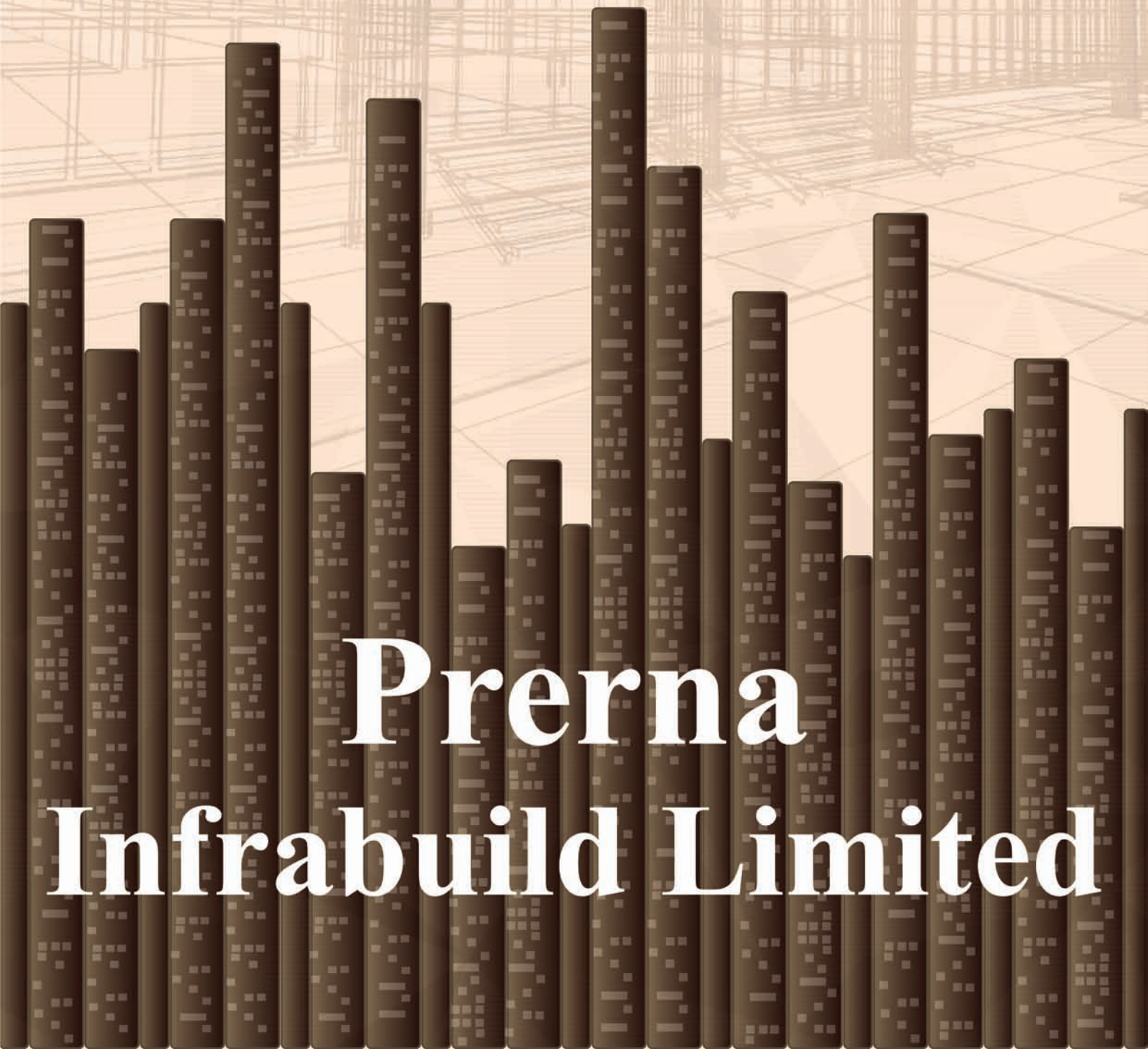


30<sup>th</sup>

# Annual Report 2017 - 2018



# Perna Infrabuild Limited





**Prerna  
Infrabuild  
Limited**

A BSE Listed Company since 1988, we have business interest in Commercial and Residential Real Estate Projects.

Prerna Group visualizes things differently, we see them as strategic assets that can help our clients build value. With our quality service in the field of real estate, we ensure that our clients get complete value for their investments. With meticulous planning and REALISTIC BUDGET, we ensure that our projects are delivered on time and nothing is left to chance. From Prestigious Luxury Homes to Residential Apartments to Commercial Landmarks, our skilled and professional approach gets you the result you want.

The Group has developed some of the finest Commercial and Residential Projects and is renowned for its Elegance and Quality.

Doctor house and Prerna Tirth are in fact major landmarks of Ahmedabad City.

Our Group was the first in Gujarat to start Private Safe Deposit Vault Facility in the year 1988, named Prerna Safe Vaults at Doctor House to cater to individual needs, all 365 days in a year with more than 1,500 clients.

Serving the society has been our motto, our company was the first to start Private Corporate Hospital in Gujarat named Prerna Hospital at Doctor House that served people for 15 years.



**Prerna Aartika - Sanand**



**Prerna Aagam - Satellite**



**Prerna RajVijay Tirth - Sanand**

<b><u>NO.</u></b>	<b><u>CONTENTS OF THIS REPORT</u></b>	<b><u>PAGE NO.</u></b>
1.	COMPANY INFORMATION	02
2.	NOTICE	03
3.	DIRECTOR'S REPORT	11
4.	MANAGEMENT DISCUSSION AND ANALYSIS	18
5.	ANNEXURE 1,2,3 SECRETARIAL AUDIT REPORTS	20
6.	CORPORATE GOVERNANCE REPORT	30
7.	STANDALONE FINANCIAL STATEMENT	-
	• Independent Auditor's Report on Financial Statements	41
	• Balance Sheet	48
	• Statement of Profit and Loss	49
	• Cash Flow Statement	50
	• Statement of changes in Equity	52
	• Significant Accounting Policies	53
	• Notes on Financial Statements	55
8.	CONSOLIDATED FINANCIAL STATEMENT	-
	• Independent Auditor's Report on Consolidated Financial Statements	64
	• Consolidated Balance Sheet	69
	• Consolidated Statement of Profit and Loss	70
	• Consolidated Cash Flow Statement	71
	• Consolidated Statement of changes in Equity	72
	• Significant Accounting Policies on Consolidated Accounts	73
	• Notes on Consolidated Financial Statements	75
9.	STATEMENT RELATED ASSOCIATE COMPANIES & JOINT VENTURE	84
10.	PROXY FORM & ATTENDANCE SLIP	85

**COMPANY INFORMATION**  
**Board of Directors**

**Vijay C. Shah**

(DIN NO. 00038062)

**Chairman & Managing Director**

**Sanket V. Shah**

(DIN NO. 00038121)

**Managing Director**

**Nalini V. Shah**

(DIN NO. 00119538)

**Whole time Director**

**Ishan Shah**

(DIN NO. 01546527)

**Independent Director**

**Mahendra K. Gosalia**

(DIN NO. 02279850)

**Independent Director**

**Kiran Shah**

(DIN NO. 02725833)

**Independent Director**

**Auditor**

**Vijay Chauhan & Associates**

Chartered Accountant  
(FRN NO. 136918W)  
622/A Bakri Pole  
Nr. Swaminarayan Temple,  
Kalupur, Ahmedabad-380001

**Practicing Company Secretary**

**Pinakin Shah & Co.**

(PCS NO. 2562)  
A/201 Siddhi Vinayak Towers,  
B/H BMW Showroom, Next to  
Kataria House,  
Off S.G.Highway, Makarba,  
Ahmedabad-380051, Gujarat,

**Registered Office**

“Perna”, Survey No. 820/1,  
In Lane of Panchvati Auto,  
Opp. Anand Dham Derasar,  
S. G. Highway, Makarba,  
Ahmedabad - 380 058.  
Tel : 079 – 26925653  
Email : info@pernagroup.com  
Website : www.pernagroup.com

**Register & Share Transfer Agent**

**Big Share Service Pvt. Ltd.**

E-2/3, Ansh Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (E), Mumbai - 400 072  
Tel : 022-28470652/40430200  
Email : info@bigshareonline.com  
Website : www.bigshareonline.com

**Banker**

**Bank of Maharashtra**

Perna Tirth Road Branch,  
Satellite, Ahmedabad-380 015

**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Company will be held at 'PRERNA', Survey No. 820/1, In Lane of Panchvati Auto, Opp. Anand Dham Derasar, S.G. Road, Makarba, Ahmedabad-380058 on Thursday, 27th September, 2018 at 10:30 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 31<sup>st</sup> March, 2018, the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Nalini V. Shah (DIN: 00119538) who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS**

3. Alteration of Memorandum of Association

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 13 (9) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein, the main object clause of Memorandum of Association of Company be and is hereby altered by adding the following clause after existing clause III (A) ( 4)

“5. To carry on business as producer, distributors, importer, exporters, exhibitors and financiers of television/cinematography films in India and abroad, and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic paper and equipment. Cameras, sound, recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish own, hire, or otherwise acquire and to manage, let out for rent. Fee, monetary gain or otherwise studios laboratories, theatres, building, halls, open air theaters, bars, restaurants and other building or work required for the purpose of production, distribution or exhibition of films, operas, stage plays, dances, burlesques, vaudeville, revenues, pantomimes, spectacular pieces, promenade, concert, circus or other performances and entertainment, and to act as a dealers, importers, exporters of musical instruments and records, tapes, cinema and film projectors and cameras and other products or material connected with the aforesaid objects and business and to acquire exclusive or limited rights to any play store script, musical song and lyric article or any technique by producing, purchasing or otherwise acquiring and to use , exercise, develop or exploit or turn to account such rights for the business of the company and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other professional required by the company or other for film, cinema or show business.”

**FURTHER RESOLVED THAT** Board be and is hereby authorised for the purpose of giving effect to this resolution, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and

execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.

**Date: 06/08/2018**

**By order of the Board of Directors**

**Place: Ahmedabad**

**Sanket Shah**

**Managing director**

**DIN: 00038121**

**Registered office:**

**'PRERNA', Survey No. 820/1,**

**In Lane of Panchvati Auto,**

**Opp. Anand Dham Derasar,**

**S.G. Road, Makarba, Ahmedabad-380058**



**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Businesses to be transacted at the Annual General Meeting is annexed hereto
2. 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. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September, 2018 to 27<sup>th</sup> September, 2018 (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 Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
8. 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.

9. Amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette Notification dated June 8, 2018, transfer in securities of the Company shall be allowed in dematerialized form only w.e.f. December 5, 2018 and therefore shareholders of the Company still holding shares in physical form are hereby advised to dematerialize their shares as soon as possible. Transfer of the shares in physical form shall not be allowed after December 5, 2018.

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

#### I. Voting Instructions :

- (i) The voting period begins on 24<sup>th</sup> September at 9:00 a.m. and ends on 26<sup>th</sup> September at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19<sup>th</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholder should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
<b>Dividend Bank Details</b> <b>OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (IV).</li> </ul>



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also use Mobile app - “M-Voting” for e voting. M-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to M-Voting using their E-voting credentials to vote for the company resolution(s).**
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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 emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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.
  - 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 write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**II. Other Instructions:**

- a) 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, 2018.
- b) Mr. Pinakin Shah, Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- c) 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.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.prernagroup.com](http://www.prernagroup.com) and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the result is declared by the Chairman.
- e) 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.
- f) Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Bigshare Services Private Limited/Investor Service Department of the Company immediately.
- g) 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.
- h) 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.