SANGANI
infrastructure india pvt. ltd.

Notice

Notice is hereby given that the Annual General Meeting of the Members of **SANGANI INFRASTRUCTURE INDIA PRIVATE LIMITED** will be held at the Registered Office of the Company at **215, SIGNATURE COMPLEX, OPP. SUVRAN BUNGLOWS, 100', THALTEJ ROAD, THALTEJ,AHMEDABAD-380058, GUJARAT, INDIA** on WEDNESSDAY, 30th day of September, 2015 at 11.00 a.m., to transacting the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2015, the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Auditor

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

"**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. DHIREN SHAH & CO., Chartered Accountants, (FRN – 114633W), be and is hereby re-appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

For, SANGANI INFRASTRUCTURE INDIA PRIVATE LIMITED,
(CIN: U45201GJ2007PTC052004)

HANUBHAI SANGANI	**ARVINDBHAI RAMJIBHAI SANGANI**
DIRECTOR	**DIRECTOR**
(DIN: 01649224)	**(DIN: 01814730)**

Place: Ahmedabad
Date: 02.09.2015

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Notes:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

SANGANI
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DIRECTOR

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DIRECTOR

215, Signature Complex,
Opp. Suvarna Bunglows,
100 ft. Hebatpur Road,
Before Sola Bridge, Thaltej,
Ahmedabad - 380 059,
Gujarat, India.

N No.: U45201GJ2007PTC052004, Date: 19-10-2007
99099 83033 | F +91 79 3052 0489 | E info@sanganiinfra.com | W www.sanganiinfra.com

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Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their Annual Report on the business and operations of the Company and the accounts for the financial year ended March 31st, 2015.

1. Financial Summary or Highlights/ Performance of the Company

The financial results for the year ended 31st March, 2015 and the corresponding figures for the last year are as under:-

Particulars	2014-2015	2013-14
Gross Income	394242344	444033899
Profit Before Finance Charges and Depreciation	51858167	48764933
Finance Cost	22957341	15276789
Gross Profit	28900826	33488144
Provision for Depreciation	3752069	3263362
Net Profit Before Exceptional Items and Tax	25148757	30224782
Add: Exceptional Items (Assets Revalution)	6298731	0
Net Profit Before	31447487	30224782
Provision for Tax	14275034	10753559
Net Profit After Tax	17172453	19471223
Balance of Profit brought forward	153820147	134348924
Balance available for appropriation	170992600	153820147
Proposed Dividend on Equity Shares	0	0
Tax on proposed Dividend	0	0
Transfer to General Reserve	0	0

SANGANI INFRASTRUCTURE INDIA PVT. LTD.
DIRECTOR

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DIRECTOR

Securities Premium Account	149940000	149940000
Surplus carried to Balance Sheet	320932600	303760147
Earnings Per Share (Basic)	5.36	6.31
Earnings Per Share (Diluted)	5.36	6.31

2. Reserve and Surplus:

The Company has accured Profit of Rs. 17172453/- this year. The Company has not is proposed to be transferred to the General Reserve. The Surplus balance of Reserve and Surplus transfer to Balance Sheet including Securities Premium Account is Rs. 320932600/-.

3. Brief Description of the Company's working during the year/ State of Company's Affair:

Your Directors have informed you that the gross revenue of the Company decreased from Rs. 444033899/- to Rs. 394242344/- in FY 2014-15. The Profit of the Company has also decreased from Rs. 19471223/- to Rs. 17172453/-.

4. Change in the Nature of Business:

There is no change in the nature of the business of the Company done during the year.

5. Dividend:

To strengthen the financial position of the Company and to augment working capital, your directors declare dividend.

6. Event subsequent to the Date of Financial Statements:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

7. No significant and material order passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

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8. Changes in Share Capital:

There is no change in the Authorised Capital of the Company during the year under review.

The Company has not issued any equity Shares during the year under review.

9. Details of Subsidiary/Joint Ventures/Associate Companies

There is no subsidiary company or joint venture company or associate company.

10. Deposits:

As the company has not accepted any deposit other than the exempted deposit under the provisions of the Companies Act, 2013 and the rules framed there under from time to time, there are no particulars to report about the deposit under Rule 8(5) (v) and (vi) of the Cos. (Accounts) Rules.

11. Statutory Auditors:

M/s. DHIREN SHAH & CO., Chartered Accountants, (FRN – 114633W), Chartered Accountants, were appointed as Statutory Auditors of the Company in the last AGM, pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 to audit the accounts of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment for next AGM for a period of 2015-2016 from the conclusion of this Annual General Meeting [AGM] till the conclusion of next AGM.

As required under Section 139 of the Companies Act, 2013, the Company has obtained a written consent from the Auditors to such appointment and also a certificate from them to the effect that their appointment would be in accordance with the conditions prescribed under the Companies Act, 2013 and the rules made there under, as may be applicable.

12. Auditors' Report

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

13. Extract of the Annual Return:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I** .

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DIRECTOR

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DIRECTOR

14. Directors:

There was no appointment or resignation of any Director or other Key Managerial Personnel during the financial year 2014 - 2015. None of the directors retires by rotation.

15. Company's Policy relating to Directors Appointment, Payment of remuneration and Discharge of their duties:

The provisions of Section 178 (1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

16. Details of Policy Developed and Implemented by the Company on its Corporate Social Responsibility Initiatives:

The provisions Corporate Social Responsibility is not applicable to the Company.

17. Number of meetings of the Board of Directors:

During the year, 25 Board Meetings were convened and held i.e. 07/06/2014, 26/06/2014, 11/07/2014, 25/07/2014, 01/08/2014, 19/08/2014, 01/09/2014, 08/09/2014, 18/09/2014, 30/09/2014, 10/11/2014, 17/11/2014, 20/11/2014, 06/12/2014, 09/12/2014, 11/12/2014, 17/12/2014, 30/12/2014, 10/01/2015, 13/01/2015, 19/01/2015, 09/02/2015, 14/02/2015, 19/02/2015, 09/03/2015 (Dates of Board Meetings). The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

18. Particulars of Loans, Guarantees or Investments under Section 186:

Details of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are as per **ANNEXURE II.**

19. Particulars of contracts or arrangements with related parties:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto shall be disclosed in Form No. AOC-2 as per **Annexure III.**

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20. Disclosure under The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

21. Vigil Mechanism:

The provisions of section 177(9) & (10) of the Companies Act, 2013 is not applicable to company.

22. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

Information in accordance with the provisions of SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013, READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 regarding Conservation of energy, technology absorption and foreign exchange earnings and outgo are:

A. Conservation of Energy, Technology Absorption

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

B. Foreign Exchange earnings and Outgo: (Amount in '000.)

Earnings	NIL
Outgo	NIL

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23. Human Resources:

Company treats its "human resources" as one of its most important assets.

Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Company thrust is on the promotion of talent internally through job rotation and job enlargement.

24. Directors' Responsibility Statement:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments 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 financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of 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;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. RISK MANAGEMENT POLICY:

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

SANGANI INFRASTRUCTURE INDIA PVT. LTD.

DIRECTOR

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DIRECTOR

25. Acknowledgements:

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors,

For, SANGANI INFRASTRUCTURE INDIA PRIVATE LIMITED,
(CIN: U45201GJ2007PTC052004)

HANUBHAI SANGANI	**ARVINDBHAI RAMJIBHAI SANGANI**
DIRECTOR	**DIRECTOR**
(DIN: 01649224)	**(DIN: 01814730)**

Place: Ahmedabad
Date: 02.09.2015

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