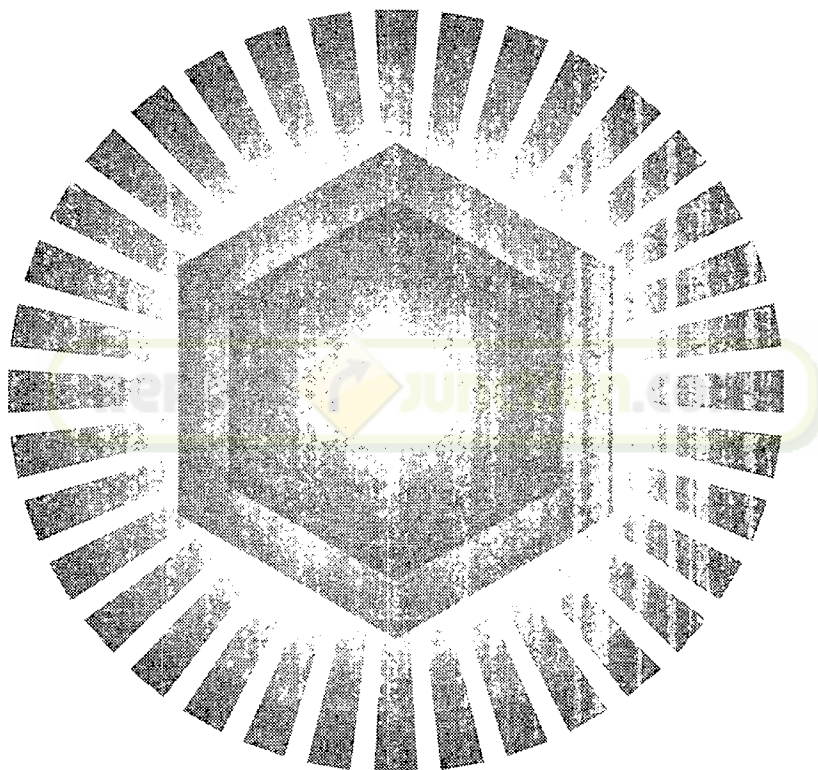


PRABHAV INDUSTRIES LIMITED

(Formerly; Empire Unifor Software Solutions Limited)



**ANNUAL REPORT
2008**

PRABHAV INDUSTRIES LIMITED

(Formerly: Empire Unifor Software Solutions Limited)

Board of Directors

Shri Jayesh Thakkar
Shri. Shailesh Parikh
Shri. Yatin Thakkar
Shri Bhavesh Desai
Shri Manoj Nayak
Shri. Santosh R Kahar
Shri Chirag N Gada

Registered Office

Chinoi Building, Station Road, Vadodara – 390 002

Corporate Office

9th floor, Galav Chamber, Sayajiganj, Vadodara 390 005

Auditors

M/s. Mahendra P. Shah & Co

Chartered Accountants

224, Unique Trade Centre, Opp. Hotel Surya,
Sayajigunj, Vadodara 390 005

Company Law Advisor

M/s. D. Pathak & Associates

Practicing Company Secretaries

204/5 Garden View, Nr. Kamati Baug Circle,
Sayajigunj, Vadodara 390 005

Registrar & Share Transfer Agent

M/s. Intime Spectrum Registry Ltd.

1st Floor, 308, Jaldhara Complex, Manisha Chokdi, O P Road, Vadodara 390015

Bankers

Bank of Baroda, Sayajigunj, Vadodara
United Bank of India, Raopura, Vadodara
Punjab National Bank, Mahajangali, Vadodara

NOTICE

NOTICE is hereby given that the Annual General Meeting of **PRABHAV INDUSTRIES LIMITED** will be held on Monday, the 29th September, 2008 at 11:00 a.m. at the Registered office of the Company situated at Chinoy Building, Station Road, Vadodara-390002 to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date and the report of Auditors and Directors thereon.
- 2) To appoint Directors in place of Mr. Yatin Thakkar and Mr. Bhavesh Desai who retire by rotation and being eligible offer themselves for re-appointment.
- 3) To reappoint M/s Mahendra P. Shah & Co., Chartered Accountants, as the Auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT Mr. Chirag Gada who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 to hold office upto ensuing Annual General Meeting and in respect of whom requisite notice pursuant to Section 257 of the Companies Act, 1956, has been received, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

FOR AND ON BEHALF OF THE BOARD
Chairman

Place : Vadodara
Date : 5th September, 2008

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF BUT A NON MEMBER SHALL NOT BE SO APPOINTED.
2. PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 27/09/2008 TO 29/09/2008 (BOTH DAYS INCLUSIVE)
4. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956 IN RESPECT OF BUSINESS UNDER ITEM 5 IS ANNEXED HERETO.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

Shri Chirag Gada, was appointed as an Additional Director by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under Section 257 of the Act from a member signifying his intention to propose the appointment of Shri Chirag Gada as Retiring Director. In view of his rich experience it is considered desirable that the Company should continue to avail the services of Mr Chirag Gada. Accordingly, your Directors seek your approval to the resolution relating to appointment of Mr. Chirag Gada as a retiring Director as appearing in item no. 5 of the accompanying notice.

None of the Directors of the Company is concerned or interested in the said resolution.

FOR AND ON BEHALF OF THE BOARD
Chairman

Place : Vadodara
Date : 5th September, 2008

DIRECTORS' REPORT

Dear Members,

Your Directors present their Annual Report together with the Audited Statement of Accounts for the Financial Year ended 31st March, 2008.

(1) FINANCIAL AND WORKING RESULTS :

PARTICULARS	2007-2008(Rs.)	2006-2007(Rs.)
Gross Profit/(Loss) Before Taxation and Depreciation:	411149	(1962021)
LESS: TAXATION	NIL	NIL
DEPRECIATION	(152750)	(104165)
NET/ PROFIT/(LOSS)	258579	(2066186)
(LESS): Prior Period Expenses	NIL	(50000)
ADD/(LESS): Balance Brought Forward	(7987020)	(5870834)
BALANCE CARRIED TO BALANCE SHEET	(7728441)	(7987020)

Your Directors have pleasure to state that diversification of the Company in infrastructure and other allied areas have enabled the Company to earn moderate profit of Rs. 258579 as against loss of Rs. 2066186 in the previous year.

- (2) DEPOSITS:** The Company has not accepted any deposits from the public
- (3) DIVIDENDS:** In view of losses, Your Directors do not recommend any dividend.
- (4) CHANGE OF NAME:** Your Directors are happy to inform you that subsequent to your approval, Registrar of Companies, Gujarat, has approved change of name of the Company from "Empire Unifor Software Solutions Limited" to "PRABHAV INDUSTRIES LIMITED" on 26th March, 2008 indicative of multifarious activities carried on by the Company. Bombay Stock Exchange Limited, Vadodara Stock Exchange Limited, & Ahmedabad Stock Exchange Limited have also noted change of name accordingly.
- (5) FUTURE OUTLOOK:** As you are aware, the Company is in the process of putting up the mini steel plant for manufacturing MS ingots in association with internationally famous Electrotherm Limited who will supply Electrical furnace and other plant & Machinery as well as render consultancy services. The project is being financed from internal accruals. Commercial production of MS ingots is likely to commence by November, 2008 end. In the very first year of production, your Directors, are optimistic of generation of profits. On stabilization of this project your Directors are exploring avenues of expansion and putting up automatic rolling mill plant for the production of downstream steel products.
- (6) PARTICULARS OF EMPLOYEES:** There was no employee drawing remuneration of Rs 24,00,000 or more per annum or Rs. 2,00,000 per month for any part of the year and hence no particulars are required to be furnished under Section 217 (2A) of the companies Act, 1956.
- (7) PARTICULARS RELATING TO CONSERVATION OF ENERGY,**
- A. CONSERVATION OF ENERGY:** The Company does not have material information required under Section 217 (I) (e) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the Board of Directors) Rules, 1988 to offer and hence no particulars have been furnished.
- B. FOREIGN EXCHANGE EARNING & OUTGO:** During the year the Company has neither earned nor spent any foreign exchange.
- (8) DIRECTORS' RESPONSIBILITY STATEMENT:**
- (i) Your Directors have followed the applicable accounting standards alongwith proper explanation relating to material departure if any, while preparing the annual accounts;
- (ii) Your Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the

state of affairs of the Company at the end of financial year and of the profit of the Company for the period;

(iii) Your Directors have 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;

(iv) Your Directors have prepared the annual accounts on a going concern basis.

(9) **DIRECTORS:** Mr. Yatin Thakkar and Mr. Bhavesh Desai, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment as the Directors. Your Directors appointed Chirag Gada as an additional Director to hold office upto next Annual General Meeting. The Company has received nomination for his appointment as a Director liable to retire by rotation at the ensuing Annual General Meeting.

(10) **AUDITORS:**

M/s. Mahendra P Shah & Co., Chartered Accountants, Vadodara, Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible to offer themselves for reappointment. You are requested to appoint Auditors and fix their remuneration.

(11) **AUDITORS' REMARKS:** Observations of Auditors in their report are self explanatory.

(12) **CORPORATE GOVERNANCE:** As required under clause 49 of the Listing Agreement with the Stock Exchanges, the Report on "Corporate Governance together with the Auditors" Certificate regarding compliance of the Code of Corporate Governance is annexed herewith.

(13) **ACKNOWLEDGEMENTS:** Your Directors take this opportunity to express their gratitude to employees, bankers and Government Organisations for their valuable support and co-operation.

Place : Vadodara
Date : 27th August, 2008

FOR AND ON BEHALF OF THE BOARD

Jayash Thakkar
CHAIRMAN

AUDITORS' CERTIFICATE

We have examined the attached cashflow statement of Prabhav Industries Limited for the year ended 31st March, 2008. The statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with the Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our Report of 27th August, 2008, to the Company.

For Mahendra P. Shah & Co.
Chartered Accountants

Place : VADODARA
Date : 27th August, 2008

(M.P. Shah)
Proprietor, M. No. 45149

Report on corporate governance for the year 2007-08
(as required under Clause 49 of the Listing Agreement entered
into with the Stock Exchanges

1. Company's Philosophy

The company firmly believes in and will constantly endeavour to practice good corporate governance. .

2. Board of Directors:

i. Composition

The Board of Directors of the company comprises of 7 Directors. The composition of the Board of Directors as on 31st March 2008 and the number of other Directorships/Committee Memberships held by them is as under:

Sr No.	Name of Director	Executive/Non-Executive/Independent	No of other Directorship	No of Board/Committee held in other companies
1	Mr. Jayesh Thakkar	P/ED	3	-
2	Mr Shailesh Parikh	NED	-	-
3	Mr. Yatin Thakkar	NED/ID	-	-
4	Mr Bhavesh Desai	NED/ID	-	-
5	Mr. Manoj Naik	NED/ID	-	-
6.	Mr. Santosh Kahar	NED/ID	-	-
7.	Mr. Chirag N Gada	NED/ID	-	-

P: Promoters; NED: Non-executive Director,, ED Executive Director, ID Independent Director

- (i) **Number of Board of Directors Meetings held and dates on which held:** The Board of Directors met four times during the financial year 2007-08; i.e on 28/4/2007, 29/6/2007, 30/10/2007, and 31/01/2008 and all the Directors have attended all the meetings.
- (ii) **Remuneration to the Directors for the Financial Year 2007- 2008:** No remuneration was paid to any Director towards sitting fee during the year under review.

Code of Conduct for Board of Directors and Senior Management Personnel: The company has adopted a code of conduct for Board of Directors and senior management (The Code). The Code has been communicated to all concerned by the compliance officer Mr Bhavesh Desai.

3. Audit Committee:

A. Composition

The Audit Committee comprising of Mr. Yetin Thakkar , (Chairman of the Committee); Mr. Manoj Kahar and Mr.Chirag Gada.. The Committee held 4 meetings during the year and all the meetings were attended by all Members.

Role of audit Committee:

The Audit Committee is empowered to deal with all matters as specified in Section 292A of the Companies Act 1956 read with Clause 49 of the Listing Agreement.

4. Shareholders/investor Grievance and Share Transfer Committee: The Committee consists of 3 Directors. The composition of the Committee is as under:

Shri. Bhavesh Desai (Chairman) ' Mr. Yetin Thakkar And Mr. Chirag Gada.

Committee met 11 times during the year.

5. General Body Meetings: Location and time of last 3 Annual General Meetings are as under:

Year	Venue	Date	Time
2006-07	Chinoi Building Station Road, Vadodara 390002	Sept.29 th 2007	at 11.00 am
2005-06	-do-	30 th Sept. 2006	at 11.00 am
2004-05	-do-	30 th September, 2005	at 11.00am

6. Disclosures

During the year 2007-08, the company had no material significant related party transaction which is considered to have potential conflict with the interests of the company at large.

7. **CFO/CEO Certification** The Chairman of the Company give certification on financial reporting and internal controls to the Board in terms of Clause 49.
8. Means of Communication The Management discussion and analysis report has been attached to Directors' Report and forms part of this Annual Report
9. General Share Holder information

Registered Office	:	Chinoi Building, Station Road, Baroda 390002
Annual General Meeting	:	Date and Time: Monday 29 th Sept. 2008
Venue	:	Chinoi Building, Station Road, Baroda 390002
Financial year	:	2007-2008
The Financial year covers the period from		1 st April to 31 st March
The Financial reporting for		2008-09 (tentative)
Results for Quarter ending	30 th June 2008	Last week of July 2008
Results for quarter ending	30 th September 2008	Last week of October 2008
Results for Quarter ending	31 st Dec. 2008	Last week of January 2009
Results for Quarter ending	31 st March 2009	Last week of April 2009
AGM for the year ending	31 st March 2009	Last week of September 2009

Date of book closure

The period of book closure is fixed from 27/09/2008 to 29/09/2008 (both days inclusive) Outstanding ADRs/ GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity : Not applicable. Listing on Stock Exchanges and Stock Code. The shares of the company are listed in the following exchanges:

The Bombay Stock Exchange Limited, Mumbai, The Ahmedabad Stock Exchange Limited, Ahmedabad, The Vadodara Stock Exchange Limited , Vadodara. The company has paid the annual listing fees to all the above Stock Exchanges for the year 2008-2009. Company shares are dematerialized with NSDL and ISIN number provided to our company is INE538J01012. Our application with CDSL for dematerialization of company shares is under process.

Bombay Stock Exchange Limited has taken on record change of name of the company vide their Notification No. 20080829-16 from Empire-Unifor Software Solutions Limited to **Prabhav Industries Limited** and the script code is 531855 and Script ID for Bolt System is PRABHAVIN and the abbreviated name on BOLT system is PRABHAV IND.

Registrar and Share Transfer Agents: **Intime Spectrum Registry Ltd.,**
1st Floor, 308 Jaldhara Complex, Manisha Chokdi, Old Padra Road, Vadodara 390015

Market Information

Trading of the shares of the company is suspended at Bombay Stock Exchange Limited since some time. All the pending compliances have now been complied with and necessary application for revocation of Trading suspension has already been made to the Bombay Stock Exchange Limited. Therefore no trading of the shares of the company took place during the year.