



# ***PRABHAV INDUSTRIES LIMITED***

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***Annual Report 2014 - 2015***



**PRABHAV INDUSTRIES LIMITED**  
**(CIN: L45200GJ1995PLC028373)**

**Corporate Information**

**Board of Directors**

JayeshRaichandbhai Thakkar (DIN: 01631093)	: Managing Director
BhaveshJayantibhai Desai (DIN: 01937635)	: Whole-Time Director
ChandrakantGaikwad (DIN: 02636812)	: Director
Ami Jigar Motta (DIN: 02824823)	: Independent Director
NileshShivramMestry (DIN: 02968762)	: Independent Director

**Bankers:**

Bank of India, Sayajigunj, Vadodara.  
Bank of Baroda, Sayajigunj,  
Vadodara.  
Axis Bank, New Marine Lines Branch,  
Mumbai.  
UCO Bank, Mid Corporate Branch,  
Vadodara.  
HDFC Bank - Raopura Branch,  
Vadodara.  
YES Bank - Horniman Circle Branch,  
Mumbai.  
Indian Bank, Mandavi Branch,  
Mumbai.

**Registered Office:**

902, Galav Chamber,  
Opp. Sardar Patel Statue,  
Sayajigunj,  
Vadodara- 390005,  
Gujarat.

**Statutory Auditors:**

M/s. Sheetal Samariya & Associates  
Chartered Accountants  
201, Shri Hari Complex,  
Beside Express Hotel Lane,  
Vadodara-390010,  
Email: [ssabaroda@gmail.com](mailto:ssabaroda@gmail.com)

**Registrar and Transfer Agents:**

M/s. Link Intime India Pvt. Ltd.  
B- 102 & 103, Shangrila Complex,  
1st Floor, Opp. HDFC Bank,  
Near Radhakrishna Char Rasta,  
Akota, Vadodara- 390 020

**Stock Exchange(S)**

Bombay Stock Exchange Ltd.  
Vadodara Stock Exchange Ltd.  
Ahmedabad Stock Exchange Ltd.

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**NOTICE**

NOTICE is hereby given that the Annual General Meeting of the members of **PRABHAV INDUSTRIES LIMITED** will be held on Friday, 25th September 2015 at 12:30 P.M.at its Registered Office situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005, Gujarat to transact the following Business:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet, Statement of Profit and Loss account and Cash Flow Statement for the year ended March 31, 2015 along with the Reports of the Auditors' and Boards' thereon.
2. To reappoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

***"RESOLVED THAT M/s. Sheetal Samriya & Associates, Chartered Accountants (Firm Registration No. 011478C), be and are hereby reappointed as Statutory Auditors' of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."***

3. To appoint a Director in place of Mr.Chandrakant Shankar Gaikwad who retires by rotation and, being eligible, offers himself for reappointment.

**SPECIAL BUSINESSES:**

4. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Antony Isabu Esak (DIN : 06837547), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."***

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 the provisions of section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shivsharan Narayanappa Yulidra (DIN : 06945632), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of***

*the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."*

6. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Geeta Rajendra Varma (DIN : 07019589), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

For and on behalf of the Board  
For Prabhav Industries Limited

**Date:** 31/08/2015

**Place:** Vadodara

SD/-  
**Jayesh R. Thakkar**  
Chairman

**Name of the Company:**

Prabhav Industries Limited

**CIN:**

L45200GJ1995PLC028373

Email ID: [info@prabhav.co.in](mailto:info@prabhav.co.in),

eusslimited@gmail.com

**Registered Office:**

902, Galav Chamber, Opp. Sardar Patel  
Statue, Sayajigunj, Vadodara-390005.

**Phone No.:** 0265-2362200, 2361100.

**FAX:** 0265-2361551.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('the Meeting') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy form, in order to be effective, must be received at the Registered Office of the Company's situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390020, Gujarat, not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be downloaded from the website of the company.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18/09/2015 to Friday, 25/09/2015(both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/Registrar and Share Transfer Agent of the Company.
5. Members are requested to notify any change of address:
  - a) to their Depository Participants (DP) in respect of shares held in dematerialized form, and;
  - b) To Registrar and Share Transfer Agent of the Company- M/s. Link Intime India Pvt. Ltd. B- 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara- 390 020, in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, at the meeting for easy identification of attendance.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution(s) authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
10. Kindly bring your copies of the Annual Report as sent by the Company at the meeting.
11. Electronic copy of the Annual Report for the financial Year ended on 31<sup>st</sup> March, 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial Year ended on 31<sup>st</sup> March 2015 will also be available on the Company's Registered Office situated 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@prabhav.co.in](mailto:info@prabhav.co.in).
14. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
16. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on 22<sup>nd</sup> September, 2015 at 9.00 am and ends

on 24<sup>th</sup> September, 2015 at 5.00 pm. 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 18<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders 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

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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:

	<b>For Members holding Shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 in the PAN field.</p> <p>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.</p> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
<b>DOB</b>	<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>
<b>Dividend Bank Details</b>	<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> <p>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 as mentioned in instruction (iv).</p>

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



- (ix) Members holding shares in physical form will then directly reach 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 "Prabhav Industries Limited" 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 same 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) **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 Corporates.

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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 18<sup>th</sup> September, 2015 shall view the Notice of the AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (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).
- (xxi) M/s M. Buha & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).