

PRABHAV INDUSTRIES LIMITED

(CIN: L45200GJ1995PLC028373.)

### Corporate Information

#### **BOARD OF DIRECTORS**

Jayesh Raichandbhai Thakkar (DIN: 01631093) : Managing Director

Bhavesh Jayantibhai Desai (DIN: 01937635) : Whole-Time Director

Chandrakant Gaikwad (DIN: 02636812) : Director

Ami Jigar Motta (DIN: 02824823) : Independent Director

Nilesh Shivram Mistry (DIN: 02968762) : Independent Director

Kean Babubhai Patel (DIN: 03274278) : 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, Mandvi Branch,  
Mumbai

#### **REGISTERED OFFICE**

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

Gujarat.

#### **STATUTORY AUDITORS:**

M/s. Sheetal Samriya & Associates  
Chartered Accountants  
201, Shri Hari Complex,  
Beside Express Hotel Lane,  
Vadodara-390010,  
Email: 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

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### **NOTICE**

NOTICE is hereby given that the Annual General Meeting of M/s. Prabhav Industries Limited will be held on Tuesday, 23<sup>rd</sup> September, 2014 at 11:00 A.M. at its Registered Office situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005, Gujarat to transact the following Businesses.

#### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Financial Accounts including Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2014 along with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in the place of Mr. Chandrakant Gaikwad (Din: 02636812), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Auditors 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 (Registration No. 011478C), be and are hereby re-appointed as 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.”

#### **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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mrs. Ami Jigar Motta (DIN: 02824823), Independent Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of Annual General Meeting for the FY 2016-17.”

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Nilesh Shivram Mistry (DIN: 02968762), Independent Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing 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 three consecutive years for a term up to the conclusion of Annual General Meeting for the FY 2016-17.”

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Ketan Babubhai Patel (DIN: 03274278), Director of the Company, who in accordance with Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing 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 three consecutive years for a term up to the conclusion of Annual General Meeting for the FY 2016-17.”

For and on behalf of the Board  
For, Prabhav Industries Limited

**Date:** 30/05/2014

**Place:** Vadodara

SD/-

**Jayesh R. Thakkar**  
**Managing Director**

**Name of the Company:**

Prabhav Industries Limited

**CIN:**

L45200GJ1995PLC028373

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

**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- 390005, 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 **Wednesday, 17/09/2014 to , Tuesday 23/09/2014**, (both days inclusive) and cut-off date for the purpose of identification of eligible shareholders is Friday, 22/08/2014.
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, Near Radhakrishna char rasta, Akota, Vadodara, Gujarat,390020, 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(ies) 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, 2014 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 2014 will be available at 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.
14. **Voting through electronic means**
  - (I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):



**The instructions for e-voting are as under:**

**(A) In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “PRABHAV INDUSTRIES LIMITED” from the drop down menu and click on “SUBMIT” (Note: EVSN of the Company is 140827045)
- (iv) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.
- (v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
<b>User ID</b>	For NSDL: 8 Character DP ID Folio Number registered with the Company followed by 8 Digits Client ID  For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
<b>DOB#</b>	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.	
<b>Dividend Bank Details#</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. In absence of Bank Details, you may enter number of shares held by you as on cut-off date i.e. 22/08/2014.	

*\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.*

*# please enters any one of the details in order to login. Incase either of the details are not recorded with the depository/company, please enter the number of shares held by you as on 22/08/2014 in the Dividend Bank details field.*

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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.
- (viii) For member's holdings shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (ix) Click on the relevant EVSN on which you choose to vote.
  - (x) 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.
  - (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - (xii) 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.
  - (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xv) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
  - (xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

**(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/depository participant(s) or requesting physical copy]:**

Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.

- (II) The voting period begins on Wednesday, 17<sup>th</sup> September, 2014 (9.00 am) and ends on Friday, 19<sup>th</sup> September, 2014 (6.00 pm) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup> August, 2014, 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- (III) 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).
- (IV) (a) Mr. Mayur M. Buha, ACS, Practicing Company Secretary (Certificate of Practice No.10487) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.



- (b) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not being in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - (c) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
15. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.
16. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the Annual General Meeting are given separately in the notice.
17. The investors may contact the Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to her/him at the Registered office address or e-mail their grievances/queries to the Compliance Officer at the following e-mail address: [info@prabhav.co.in](mailto:info@prabhav.co.in).

For and on behalf of the Board  
For, Prabhav Industries Limited

**Date:** 30/05/2014

**Place:** Vadodara

SD/-

**Jayesh R. Thakkar**  
**Managing Director**

**Name of the Company:**

Prabhav Industries Limited

**CIN:**

L45200GJ1995PLC028373

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

**Registered Office:**

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

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

**FAX:** 0265-2361551.

## **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 4, 5 AND 6:**

Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel are Independent Directors of the Company. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of Independent Directors by a listed Company. It is proposed to appoint Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for three consecutive years for a term upto the conclusions of Annual General Meeting for the FY 2016-17. All the forenamed Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given consent to act as Directors, The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel for the office of Director of the Company. The Company has also received declarations from Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel that they meet with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel are independent of the management.

Copy of the draft letter for respective appointments of Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Ketan Babubhai Patel are interested in the resolutions set out respectively at Item Nos. 4, 5 and 6 of the Notice with regards to their respective appointments. The relatives of Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Kean Babubhai Patel may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of other Directors / Key Managerial Personnel of the Company / Manager / their relatives are any way, concerned or interested, financially or otherwise in these resolutions. The Board recommends the Ordinary Resolutions set out at Item Nos. 4, 5 and 6 of the Notice for approval by the shareholder.

The detailed profile of Mrs. Ami Jigar Motta, Mr. Nilesh Shivram Mistry and Mr. Kean Babubhai Patel is set-out separately in this report.