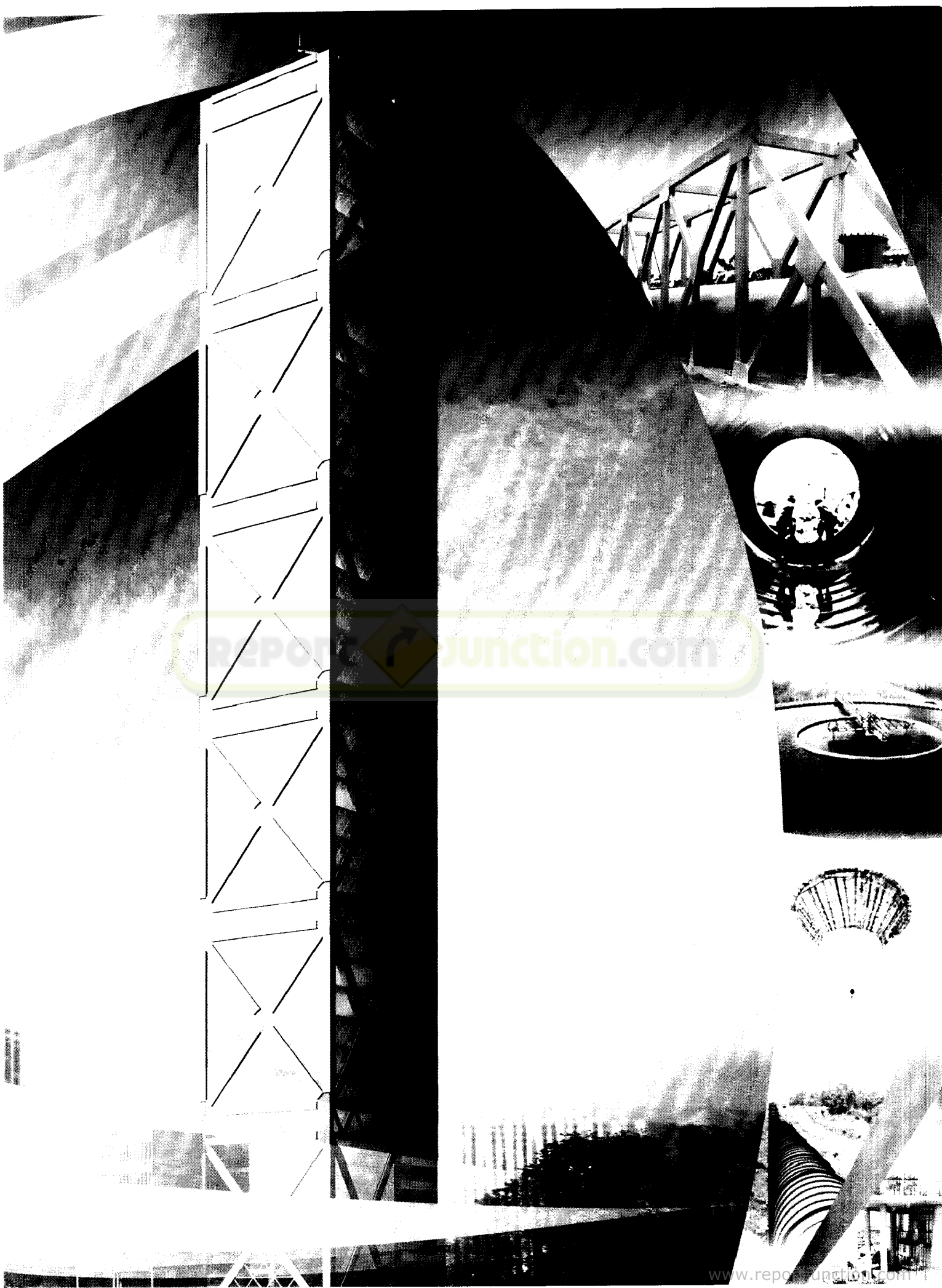


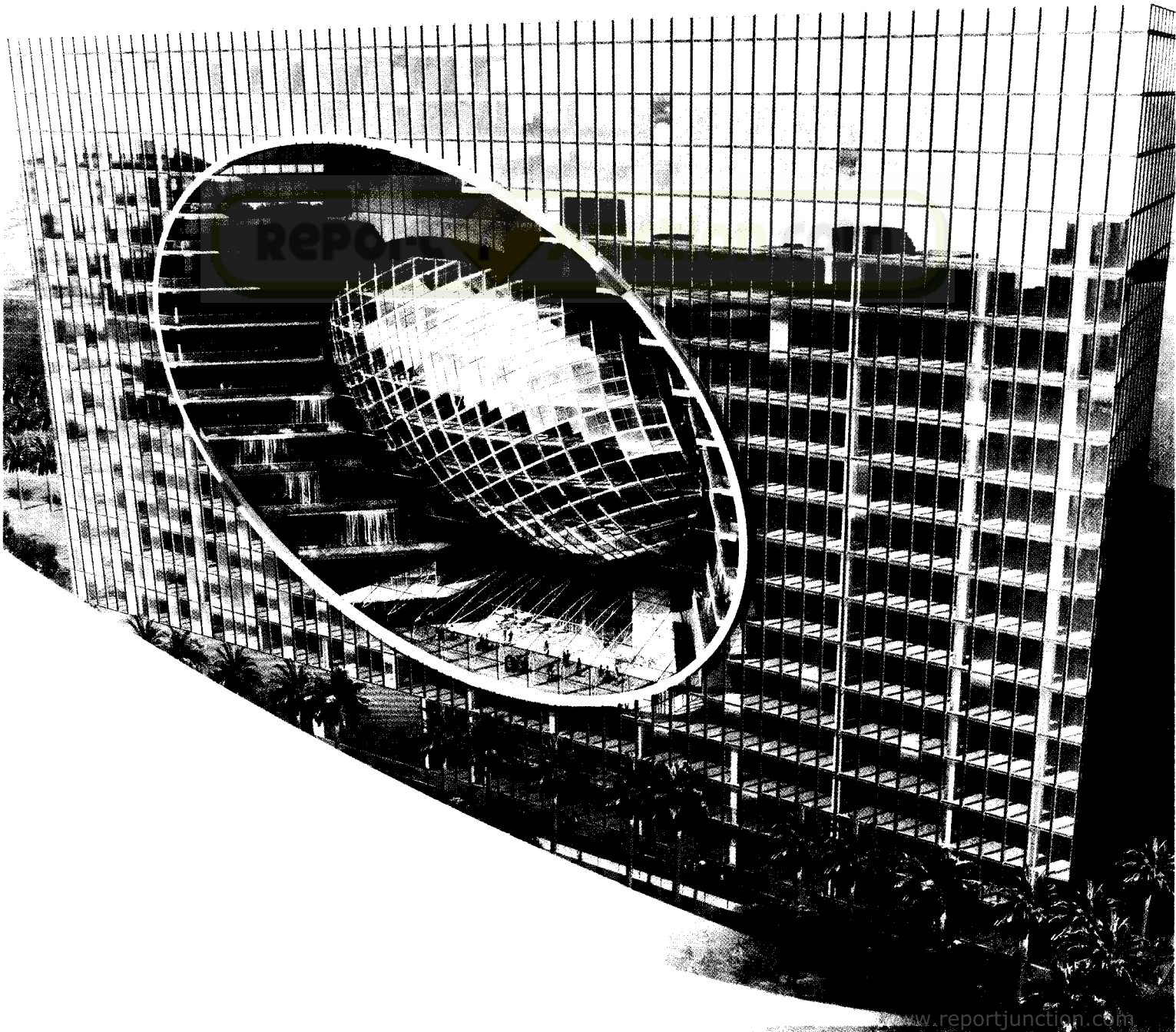
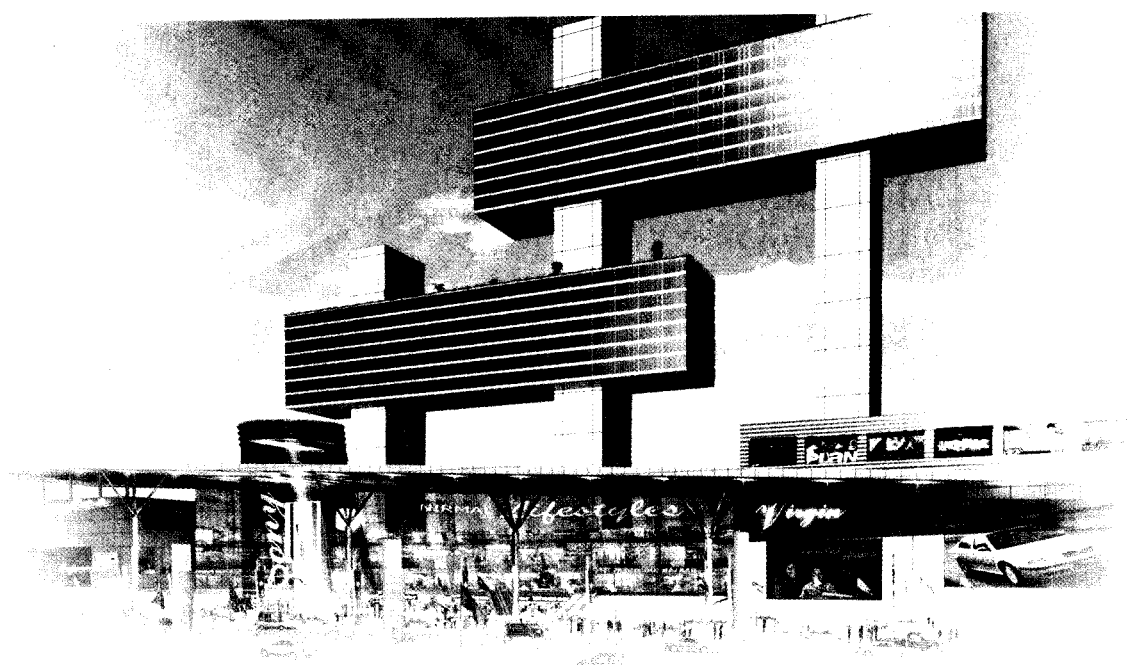


PRATIBHA INDUSTRIES LIMITED

14TH Annual Report 2008 - 2009







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14TH ANNUAL GENERAL MEETING

30th June, 2009, at 12.30 P.M.

Hotel Oasis
Opp. Tata Institutes of Social Science
Sion Trombay Road,
Deonar, Mumbai - 400 088.

WORKS

Plot No. 215, Vijaypur, P.O. Kone,
Bhiwandi-Wada Road,
Tal. Wada, Dist. Thane - 421 303.

REGISTRARS AND TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED

C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai - 400 078
Tel No. 022-25960320 / Fax: 022 - 25960329
Website: www.linkintime.co.in
E- Mail: pratibha@linkintime.co.in

BOARD OF DIRECTORS

Mrs. Usha B. Kulkarni	Chairperson
Mr. Ajit B. Kulkarni	Managing Director
Mr. Vinayak B. Kulkarni	Whole Time Director
Mr. Awinash M. Arondekar	Independent Director
Mr. Shrikant T. Gadre	Independent Director
Mr. Anilkumar G. Karkhanis (Upto 13/05/2009)	Independent Director
Mr. Ramakant Jha (w.e.f. 21/05/2009)	Independent Director

COMPANY SECRETARY

Mr. Pankaj S. Chourasia

BANKERS TO THE COMPANY

Bank of Baroda
Bank of India
ICICI Bank Limited
Punjab National Bank
State Bank of India

STATUTORY AUDITORS

Jayesh Sanghrajka & Co.,
Chartered Accountants

INTERNAL AUDITORS

Chokshi & Chokshi,
Chartered Accountants

REGISTERED OFFICE

101, Usha Kamal,
574, Chembur Naka,
Chembur, Mumbai - 400071.
E-mail: info@pratibhagroup.com
Website: www.pratibhagroup.com

CORPORATE OFFICE

Shrikant Chambers, Phase-II,
5th Floor, Sion - Trombay Road,
Next to R. K. Studio, Chembur,
Mumbai - 400071.
Tel: 91 22 3955 9999 / 6641 4499
Fax: 91 22 2520 1135

FIVE YEARS AT A GLANCE (CONSOLIDATED)

(Rs. In Millions)

Particulars	2008-09	2007-08	2006-07	2005-06	2004-05
Total Income	8,107.78	5651.07	3007.77	1,746.32	1,214.44
Operating Expenses	7,141.63	4990.66	2637.48	1,531.45	1,057.35
Operating Profit	966.15	660.41	370.29	214.87	157.09
Finance Charges	340.51	222.74	123.40	71.12	66.02
Depreciation	71.26	35.99	11.27	6.63	4.65
Profit Before Tax	554.38	401.68	235.62	137.12	86.42
Provision for Taxation	107.11	59.10	31.33	14.37	5.52
Profit After Tax	447.28	342.58	204.29	122.75	80.90
Gross Fixed Assets	1,683.21	989.83	246.22	156.60	99.53
Net Fixed Assets	1,543.80	921.28	213.56	134.89	84.20
Investments	0.93	852.97	28.23	294.59	4.87
Capital Work in Progress	607.46	315.24	279.83	-	-
Net Current Assets/ (Liabilities)	2,640.88	1095.14	1794.32	854.02	471.70
Share Capital	166.85	166.85	142.85	142.85	20.00
Reserves & Surplus	2,080.35	1672.05	805.77	679.49	165.39
Net Worth	2,247.20	1,838.90	948.62	822.34	185.39
Secured Loans	2,179.33	1284.34	1063.13	415.71	355.28
Unsecured Loans	305.13	43.73	299.71	87.56	19.35
Deferred Tax Liability	61.70	17.81	4.49	0.96	0.75
Earning Per Share	26.81	22.88	14.30	8.59	40.45
Dividend Per Share (Rs. Per Share)	2.00	2.00	2.00	-	-
Book Value per share	134.68	110.21	66.41	57.57	92.70
Debt Equity Ratio	1.11	0.72	1.44	0.61	2.02

NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Pratibha Industries Limited will be held on Tuesday, 30th June, 2009 at 12.30 p.m., at Hotel Oasis, Opp. Tata Institute of Social Sciences, Sion-Trombay Road, Deonar, Mumbai 400 088, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2009, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon;
2. To consider declaration of dividend, if any;
3. To appoint a Director in place of Mr. Vinayak B. Kulkarni who retires by rotation and being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Shrikant T. Gadre, who retires by rotation and being eligible, offers himself for re-appointment;
5. To appoint Statutory Auditors and to 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. Jayesh Sanghrajka & Co., Chartered Accountants, Mumbai, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mr. Ramakant Jha, who was appointed as an additional director of the Company by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the reappointment of Mr. Ajit B. Kulkarni as Managing Director of the company for a further period of five years with effect from 01st April, 2009 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mr. Ajit B. Kulkarni, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Remuneration Committee or any other committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Ajit B. Kulkarni.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the reappointment of Mrs. Usha B. Kulkarni, as Chairperson of the company for a further period of five years with effect from 01st April, 2009 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mrs. Usha B. Kulkarni, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee or any other Committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mrs. Usha B. Kulkarni.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any

statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the reappointment of Mr. Vinayak B. Kulkarni, as Whole Time Director of the company for a further period of five years with effect from 01st April, 2009 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mr. Vinayak B. Kulkarni, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee or any other Committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Vinayak B. Kulkarni.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 314 (1), 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to Mr. Ravi A. Kulkarni, a relative of Mr. Ajit B. Kulkarni, Managing Director and Mrs. Usha B. Kulkarni, Chairperson of the Company, to hold an office or place of profit in the Company for a period of five years commencing from 01st April, 2009 or from such date as the

Central Government may approve, on the following terms and conditions:

1. Salary : Not exceeding Rs. 1,00,000 per month, with a provision for increase in salary of not more than 30% per annum over the previous year;
 2. Annual Bonus : Not exceeding Rs.2,00,000;
 3. Perquisites and Allowances as per the policy of the company, including:
 - (i) Leave Travel Allowance;
 - (ii) Medical and Accident Insurance premium as per Company rules;
 - (iii) Provision for chauffeur driven car;
 - (iv) Leaves in accordance with the leave rules of the Company from time to time;
 - (v) Other benefits as per the policy of the Company applicable from time to time.
11. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
- "RESOLVED THAT** pursuant to the provisions of Sections 314 (1), 314 (1B) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to Mr. Shyam R. Kulkarni, a relative of Mrs. Usha B. Kulkarni, Chairperson of the Company, to hold an office or place of profit

in the Company for a period of five years commencing from 1st April, 2009, or from such date as the Central Government may approve, on the following terms and conditions:

1. Salary : Not exceeding Rs. 85,000 per month, with a provision for increase in salary of not more than 30% per annum over the previous year;
2. Annual Bonus : Not exceeding Rs.1,50,000;
3. Perquisites and Allowances as per the policy of the company, including:
 - (i) Leave Travel Allowance;
 - (ii) Medical and Accident Insurance premium as per Company rules;
 - (iii) Provision for chauffeur driven car;
 - (iv) Leaves in accordance with the leave rules of the Company from time to time;
 - (v) Other benefits as per the policy of the Company applicable from time to time.

By Order of the Board of Directors

Pankaj S. Chourasia
Company Secretary

Date : 21st May, 2009

Place : Mumbai

Registered Office:

101, Usha Kamal, 574, Chembur Naka,
Chembur, Mumbai - 400071.

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 A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE COMMENCEMENT OF THE MEETING.**
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11 a.m. and 1 p.m. up to the date of the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 23rd June, 2009 to Tuesday, 30th June, 2009 (both days inclusive).
9. Non-Resident Indian Members are requested to inform the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, immediately of:
 - (a) The change in the residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code Number, if not furnished earlier.
10. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents, M/s. Link Intime India Private Limited.
11. Re-appointment of Directors:
At the ensuing Annual General Meeting, Mr. Vinayak B. Kulkarni and Mr. Shrikant T. Gadre, retire by rotation and being eligible offer themselves for re-appointment. As per the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, the information or details pertaining to these Directors are furnished in the statement on Corporate Governance published in this Annual Report.

In addition to the Directors retire by rotation, Mr. Ramakant Jha has been appointed as an additional Director by the board of the company.

In the ensuing Annual General Meeting the executive directors are also been reappointed for a further period of five years w.e.f. 01/04/2009.