

20th Annual Report
2014 - 2015



PRATIBHA INDUSTRIES LIMITED



Construction of High Rise Building



Laying of Water Pipeline



Water Reservoir



BOARD OF DIRECTORS

Mrs. Usha B. Kulkarni
Mr. Ajit B. Kulkarni
Mr. Ravi A. Kulkarni
Mr. Sharad Deshpande
Mr. Awinash M. Arondekar
Mr. Shrikant T. Gadre
Dr. S. L. Dhingra
Mr. V. Sivakumaran
Mr. Vilas B. Parulekar

Chairperson
Managing Director
Dy. Managing Director
Whole time Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Yogen Lal
Mr. K. H. Sethuraman
Mr. Pankaj S. Chourasia

Chief Executive Officer
Chief Financial Officer
Company Secretary

BANKERS TO THE COMPANY

Allahabad Bank
Bank of Baroda
Bank of Maharashtra
Canara Bank
Export Import Bank of India
Indian Overseas Bank
Oriental Bank of Commerce
State Bank of Bikaner & Jaipur
State Bank of India
Syndicate Bank
Yes Bank Limited

Axis Bank Limited
Bank of India
Bharatiya Mahila Bank
Central Bank of India
ICICI Bank Limited
Lakshmi Vilas Bank
Punjab National Bank
State Bank of Hyderabad
State Bank of Patiala
Union Bank of India

STATUTORY AUDITORS

M/s. Jayesh Sanghrajka & Co. LLP
Chartered Accountants

INTERNAL AUDITORS

M/s. Chokshi & Chokshi LLP
Chartered Accountants

COST AUDITORS

M/s. Ketki D. Visariya & Co.
Cost Accountants

SECRETARIAL AUDITOR

Mr. Dinesh Kumar Deora
Practising Company Secretaries

REGISTERED OFFICE

Shrikant Chambers, Phase - II,
Next to R. K. Studio, Sion Trombay Road,
Chembur, Mumbai 400071.
E-mail: investor.relations@pratibhagroup.com
Website: www.pratibhagroup.com

CORPORATE OFFICE

14th Floor, Universal Majestic, P. L. Lokhande Marg,
Off. Ghatkopar Mankhurd Link Road,
Govandi (W), Mumbai – 400 043.
Tel: 91- 22- 3955 9999
Fax 91- 22- 3955 9900

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. 022-25963838 / Fax: 022 - 25946969
Website: www.linkintime.co.in
E- Mail: rnt.helpdesk@linkintime.co.in

20TH ANNUAL GENERAL MEETING

On 30th September, 2015 at 3:00 p.m.
The Bombay Presidency Golf Club Limited,
Dr. C. G. Road, Chembur,
Mumbai – 400 071.

Five Years at a Glance (Consolidated)

(₹in Millions)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Total Income	31,871.98	23,204.16	21,821.51	16,894.19	12,734.22
Operating Expenses	27,259.27	19,801.87	18,733.99	14,465.47	10,960.61
Operating Profit	4,612.71	3,402.28	3,087.52	2,428.72	1,773.61
Finance Charges	3,096.10	2,574.94	1,582.95	1,094.74	635.55
Depreciation	591.72	445.39	309.98	227.89	170.17
Prior Period Expenses	18.50	-	-	-	-
Exceptional Items	158.64	-	-	-	-
Profit before Tax	747.74	381.95	1,194.60	1,106.09	967.89
Provision for Tax	306.92	228.06	367.65	295.06	253.59
Profit after Tax	440.82	153.89	826.95	811.03	714.30
What we owned					
Fixed Assets					
Gross Block	12,295.13	12,457.41	9,568.61	5,461.23	3,585.58
Less: Depreciation	1,563.68	1,345.51	908.00	615.55	427.17
Net Block	10,731.45	11,111.90	8,660.60	4,845.68	3,158.41
Capital Work in Progress	78.22	619.25	303.71	2,766.26	544.85
Investments	3.22	3.22	3.22	29.68	1.43
Working Capital	13,135.98	6,528.74	10,107.85	7,235.43	5,701.72
Miscellaneous Expenditure	-	-	-	-	0.67
Total	23,948.87	18,263.11	19,075.38	14,877.06	9,407.08
What we owed					
Secured Loans	16,064.62	10,790.57	11,675.45	7,026.67	3,270.38
Unsecured Loans	503.58	579.23	733.64	2,034.55	1,118.03
Deferred Tax Liability	527.90	431.89	335.11	240.67	183.96
Total	17,096.11	11,801.69	12,744.20	9,301.89	4,572.37
Net worth					
Share Capital	202.11	202.11	202.11	348.85	348.85
Reserves & Surplus	6,650.65	6,259.31	6,129.07	5,226.32	4,485.86
Total	6,852.76	6,461.42	6,331.18	5,575.17	4,834.71
EPS	4.36	1.52	8.20	8.15	7.90
Dividend per Share	0.20	0.20	0.60	0.60	0.60
Book Value per Share	67.81	63.94	62.65	56.07	48.62
Debt Equity Ratio	2.42	1.76	1.96	1.47	0.77

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Notice

NOTICE is hereby given that the 20th Annual General Meeting of the members of Pratibha Industries Limited will be held on Wednesday, September 30, 2015 at 3.00 p.m. at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement including audited consolidated Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Ravi A. Kulkarni (DIN: 00948406), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. Appointment of Auditors

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 any other applicable provisions of the Companies Act, 2013 and the rules frame thereunder, as amended from time to time, M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 104184W/W100075)

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 on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESSES

5. To approve the remuneration of the cost auditors.

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ketki D. Visariya & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

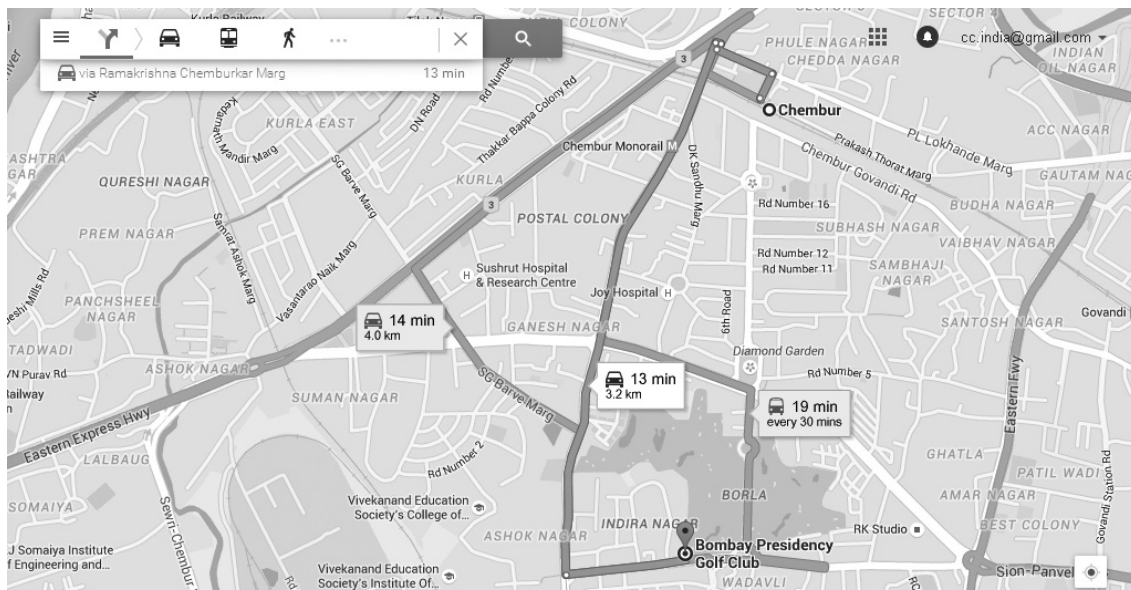
Shrikant Chambers, 5th Floor, Phase II,
Next to R. K. Studio, Sion Trombay Road,
Chembur, Mumbai – 400 071.
CIN: L45200MH1995PLC090760

Date : 13th August, 2015
Place : Mumbai

By the Order of the Board of Directors
For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary

Route Map



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 / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send original certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to 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 and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
8. (a) The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, September 23, 2015 to Wednesday, September 30, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on or after October 5, 2015 to those members whose names shall appear on the Company's Register of

Members on September 23, 2015 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts shall be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, 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 SH - 13, which can be obtained from the Company's Registrar and Transfer Agent.
11. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. **E-voting**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- The remote e-voting period begins on Saturday, 26th September, 2015 (9:00 a.m.) and ends on Tuesday, 29th September, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both 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 (d).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN of the Company i.e. 150824064 to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.

V. 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 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.
- 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 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.
- VI. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- VII. Members are requested to notify non availability of e-voting facility so as to enable them to cast their vote by ballot form.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2015.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Dinesh Kumar Deora, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pratibhagroup.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchanges of India Limited, Mumbai.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Ketki D. Visariya & Co., Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Details of remuneration proposed to be paid to Cost Auditor are as under:

Particulars	Amount in ₹
Cost Audit Fees - 2014-15	2,00,000/-
Cost Audit Fees - 2015-16	2,00,000/-

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 for approval by the shareholders.

Registered Office:

Shrikant Chambers, 5th Floor, Phase II,
Next to R. K. Studio, Sion Trombay Road,
Chembur, Mumbai – 400 071.

CIN: L45200MH1995PLC090760

Date : 13th August, 2015

Place : Mumbai

By the Order of the Board of Directors

For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary



Directors' Report

To,
The Members
Pratibha Industries Limited

Your Directors have great pleasure in presenting the 20th Annual Report together with the Statement of Accounts for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2015, is summarized below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Income	2,42,607.30	1,56,892.05	3,18,719.77	2,32,041.57
EBIDTA	35,304.53	25,424.56	45,942.10	34,022.83
Less: Interest & Finance Charges	18,814.57	15,358.43	30,961.04	25,749.40
Less: Depreciation & Amortization	5,599.06	4,180.38	5,917.17	4,453.93
Less: Exceptional Items	1,586.45	-	1,586.45	-
Profit Before Tax	9,304.45	5,885.75	7,477.44	3,819.50
Provision for Tax	3,063.54	2,233.71	3,069.22	2,280.57
Profit After Tax (PAT)	6,240.91	3,652.04	4,408.23	1,538.93
APPROPRIATIONS				
Proposed Dividend On Equity Shares	202.11	202.11	202.11	202.11
Tax on Dividend	41.38	34.35	41.38	34.35
Transfer to General Reserve	-	366.00	-	366.00
Earnings Per Share (in ₹.)				
Basic	6.18	3.61	4.36	1.52
Diluted	6.18	3.61	4.36	1.52

PERFORMANCE REVIEW

Your Company has achieved a record consolidated turnover of ₹3,187.19 crores as compared to ₹2,320.42 crores in last year, even though recession in infrastructure sector, recording an impressive growth of 38%. Your Company has earned net profit of ₹44.08 crores as compared to ₹15.38 crores in previous year by registering an increase of 186% in net profit.

During the year, your Company has taken adequate measure for speedy execution of projects, reduction in costs etc. to improve overall profitability of the Company. This is worth mentioning that Infrastructure segment is going through a tough phase where liquidity has become major hurdle and cause of concern. Your Company is also not spared by this unwelcomed phenomenon impacting the Infra Segment. To improve cash flow the Company is participating in various projects relating to its area of expertise in India and abroad. Your Company is looking up various lucrative opportunities in neighbouring countries such as Srilanka, Nepal, Bangladesh apart from gulf region.

The Infrastructure industry is facing a transient but very tough phase due to higher interest cost, increased execution complexities, higher input cost and to some extent lack of way forward from regulatory side. These reasons coupled

with looming uncertainty has taken big toll on the overall functioning and performance of the industry, and lead to unforeseen liquidity crunch by the players in the segment.

With the new Government in place and plethora of measure adopted by the new Government to improve infrastructure including development of smart city, great thrust for development and modernisation of infrastructure including urban infra such as bullet trains, airports, ports, metro trains, highways, defence etc.), will yield decisive positive changes in the sector. These measures will surely improve infrastructure in the country as well as will open wide range of opportunities for Companies operating in the segment.

As on 31st March, 2015, order book of the Company stood at approx. ₹5,500 crores.

DIVIDEND

Your directors recommended dividend of ₹0.20 i.e. 10% per equity share of ₹2/- each. The dividend distribution will result in a cash outgo of ₹243.49 Lakhs (including Dividend Distribution Tax of ₹41.38 Lakhs).

TRANSFER TO GENERAL RESERVE

The Company does not propose to transfer any amount to the General Reserve.