



PRATIBHA

# **PRATIBHA INDUSTRIES LIMITED**

24<sup>th</sup> Annual Report  
2018-19





## CORPORATE INFORMATION

### Board of Directors

Mr. Ajit B. Kulkarni  
Mr. Sharad Deshpande  
Mr. Vilas B. Parulekar  
  
Smt. Sunanda Kullarni

Chairman & Director  
Director (resigned w.e.f 25th December 2018)  
Independent Director  
(term of appointment expired on 30th September 2019)  
Non-Executive Woman Director

### Resolution Professional

Shri Anil Mehta (IP registration no.:  
IBBI/PA-001/IP- P00749/2017-2018/11282)

### Key Managerial personnel

Mr. K. H. Sethuraman  
Ms. Bhavana Shah

Chief Financial Officer  
Company Secretary & Compliance Officer  
(resigned w.e.f 29th December 2018)

### Bankers to the Company

Allahabad Bank  
Bank of Baroda  
Bank of Maharashtra  
Canara Bank  
Export Import Bank of India  
Oriental Bank of Commerce  
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  
Indian Overseas Bank  
Lakshmi Vilas Bank  
Punjab National Bank  
Union Bank of India

### Statutory Auditors

M/s. Ramanand & Associates  
Chartered Accountants

### Internal Auditors

M/s. Chokshi & Chokshi LLP  
Chartered Accountants

### 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

Unit No. 1/B-56 & 1/B-57 Phoenix Paragon Plaza,  
Phoenix Market City, LBS Marg, Kurla (W) Mumbai – 400 070.  
Tel: 91- 22- 3955 9999 Fax 91- 22- 3955 9900

### Registrars and Share Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED  
C-101, 247 Park, LBS Marg,  
Vikhroli West, Mumbai - 400083  
Tel No. 022-49186000/ Fax: 022 - 49186060  
Website: www.linkintime.co.in  
E- Mail: rnt.helpdesk@linkintime.co.in

### 24th Annual General Meeting

On 11th February 2020 at 11:00 a.m.  
IMC Bldg, IMC Marg, Churchgate,  
Mumbai, Maharashtra 400020



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry Structure and Development**

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In 2018, India ranked 44th out of 167 countries in World Bank's Logistics Performance Index (LPI) 2018.

Foreign Direct Investment (FDI) received in Construction Development sector (townships, housing, built up infrastructure and construction development projects) from April 2000 to March 2019 stood at US\$ 25.05 billion, according to the Department of Industrial Policy and Promotion (DIPP). The logistics sector in India is growing at a CAGR of 10.5 per cent annually and is expected to reach US\$ 215 billion in 2020.

### **Opportunities and Threats.**

The global economy and growth is gathering pace, and the momentum in global trade is expected to continue in 2018-19 as well. This should buoy Indian exports, and other manufacturing and infra activities.

The financial sector is going through a phase of stress, which needs appropriate measures to ensure that the sector continues to play the financial role that it had been for the India growth story to remain uninhibited.

From a global perspective, however, there are certain concerns. First, under stress from worsening domestic economic conditions, there are growing protectionist tendencies in some countries especially the USA, and it remains to be seen as to how the situation unfolds.

India is also going through a difficult phase related to its banks and non-performing assets (NPA).

### **INFRASTRUCTURE AND CONSTRUCTION IN INDIA**

Over much of the last decade, infrastructure in the country has been characterized by massive under-investment. There are several reasons for this. Primarily, this includes the collapse of Public Private Partnership (PPP), especially in power and telecom projects; stressed balance sheet of private companies; and issues related to land and forest clearances. The need is to fill the infrastructure investment gap by bringing back investor confidence in the sector and promoting financing from private investment, institutions dedicated for infrastructure financing like National Infrastructure Investment Bank (NIIB) and also global institutions like Asian Infrastructure Investment Bank (AIIB), New Development Bank (erstwhile BRICS Bank), which focus more on sustainable development and infrastructure projects. With the entire infrastructure development ecosystem under stress in India since 2012, there has been a considerable slowdown in construction activities. The growth momentum achieved between 2007-08 and 2011-12 has completely subsided.

### **PRATIBHA INDUSTRIES LTD: STRATEGIC DEVELOPMENTS**

As one of the leading players in the Indian construction industry, the company has been exposed to the vagaries of the external business environment faced by the industry in India. The Company has continuously recrafted its strategic positioning and calibrated its business objectives in line with the evolving business environment.

Since many years, the company was under acute financial distress. Due to which the Company was unable to repay the bank loans and was not able to grab new projects and all that has resulted into initiation of the Insolvency Resolution Process of the Company w.e.f. 01.02.2019.

### **RISKS AND CONCERNS continue as an HINDRANCE stopping the GROWTH**

Following are the major risks and concerns associated with infrastructure sector:

- High debt and high cost of finance
- High Capex with no sustained business cycle
- Delay in realization of receivables
- Equal Level Playing Field
- Increasing cost of raw materials
- Delay and Cost Overruns
- Complexities of structures
- Regulatory compliance
- Delay in hand over possession of the site
- Shortage of skilled labor

### **PERFORMANCE REVIEW**

The Financial Year 2018-19 ('FY2019' or 'year under review') was a challenging year for the Company. There was a sharp decline in the turnover and net profit of the Company. Further due to fund crises, the Company was not able to bid for the new projects and resultantly there was no new revenue generation during the year under review.

All the above factors have resulted in Corporate Insolvency Resolution Process of the Company.

The business developments in the subsidiaries are as below:

#### **Prime Infrapark Pvt. Ltd**

Prime Infrapark, a wholly owned subsidiary has entered into a concession Agreement with DMRC for construction of a Multilevel Car Park cum Commercial Complex named Konnectus. The asset is fully developed. This property is strategically located above the first station of the Airport Express Line of DMRC and is opposite Ajmeri Gate Railway Station and in close proximity of Connaught Place. The duration of the Concession Agreement is till March 2040. Due to sluggish market and even after resorting to aggressive selling directly and via brokers, the company could lease out



only around 65% of the leasable area. Due to the short fall, the company has negative cash flow leading to erosion of net worth of the company.

Due to above condition there was default in servicing the annuity fees as per concession agreement promptly, DMRC has encashed performance bank guarantees, and terminated the contract on 1/09/2017, and the matter is being followed closely with the client for amicable settlement or initiation of arbitration.

#### **Muktangan Developers Pvt. Ltd**

This is a wholly owned subsidiary of the Company which is in the process of developing a commercial property in the vicinity of Chembur Station in Mumbai. The approximate area of development will be nearly 468 sq. mtrs and is expected to be completed at the earliest.

#### **Bhopal Sanchi Highways Pvt. Ltd**

This subsidiary was set up to execute the project relating to construction, operation and maintenance of 2 lane highways with paved shoulders of Bhopal-Sanchi Section of about 54 kms on DBFOT model at an estimated cost of Rs 210.00 crores which was expected to generate total cash flow of Rs. 335.00 Crores.

However, due to non-availability of work front coupled with other procedural issues for considerable period and resultant cost overruns & disputes during the course of the execution of project, the company has opted for termination of the contract with NHAI. However, NHAI has disputed the termination and referred the matter to Arbitration. Arbitration procedure has started in January, 2017 and the arbitrator has passed an award 30th November 2018, which is being challenged by the Bhopal Sanchi Highways Pvt. Ltd.

#### **Foreign Subsidiaries**

Pratibha Holding (Singapore) Pte Ltd is set-up as a holding company for holding the stake in the overseas operating companies as per optimum corporate structure. It holds 100% stake in the Pratibha Infra Lanka (Private) Limited. Pratibha Infra Lanka (Private) Ltd is yet to commence its operation.

#### **RISK MANAGEMENT**

The company operates a fully integrated Enterprise Risk Management (ERM) framework in place for identification, assessment, treatment & reporting of risks. The Company's risk management processes ensure that the Company accepts risks as per the boundary conditions based on the risk appetite of the organization.

The Audit Committee of the Board oversees the efficacy of the risk management processes. Business level risks for each vertical are discussed in detail in the respective Top Management/ Board meetings. The Risk Management Committee is informed on the critical risks impacting the Company for their review and suggestions. Mitigation plans are drawn up and implemented as appropriate within the overall ERM framework of the Company. The Company is

predominantly in project business and has developed robust project risk management processes. The key processes of risk reviews include country clearance in case of venturing into a new country, pre-bid risk reviews, execution risk reviews and project close out risk reviews. Pre-bid reviews are carried out based on a bid authorization matrix as determined by the Risk Management Committees. Execution risk reviews of the projects are held at regular intervals for tracking the project performance, movement of risks in the project and effectiveness of mitigation measures.

Close out risk reviews are held to capture key learnings from the projects and what went right/wrong analysis which helps in factoring the learnings in future bids.

#### **HUMAN RESOURCES DEVELOPMENT**

The company in present scenario has substantially reduced its Human Resources and is working on bare minimum essential staff on both fronts, viz. in HO as well as at site level. The Company is also having a well-defined policy for environmental safety. Occupational Health, Safety and Environment Management are given the utmost importance in your Company. The relations between the Company and the employees were stressed due to delayed payment of salaries throughout the year.

#### **INTERNAL CONTROL AND AUDIT**

The Company believes that a strong internal control framework is an important pillar of Corporate Governance. It has established internal control mechanisms commensurate with the size and complexity of its business. A strong Internal Control framework is established through right tone at the top for good corporate governance which serves as a foundation for excellence and same is embedded in operations through its policies and procedures. Employees of the Company are guided by the Company's 'Code of Conduct'. As a part of good governance, the Company's 'Whistle Blower' policy enables the employees to have direct access to the Chairman of the Audit Committee without interference from other levels of management. Whistle Blower policy has also been implemented for Vendors & Channel partners as well to facilitate expression of genuine concerns about unethical behaviour, improper practice, any misconduct, any violation of legal or such requirements, actual or suspected fraud by any official of the Company without fear of punishment or unfair treatment. Senior Management and the Audit Committee of the Board is periodically apprised on the internal processes of the Company with respect to Internal Controls, Statutory Compliances and Assurance.

#### **FORWARD LOOKING STATEMENTS**

Statements in this report, particularly those which relate to Management Discussion and Analysis, describing the Company's future plans, projections, estimates and expectations may constitute "Forward Looking" statements, within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.



## Directors' Report

To,  
The Members  
**Pratibha Industries Limited**

Your Directors/Resolution Professional have pleasure in presenting the 24th Annual Report together with the financial statements for the financial year ended 31st March, 2019.

### FINANCIAL HIGHLIGHTS

The performance of the Company for the financial year ended 31st March, 2019, is summarized below:

(Rs. in Crores)

Particulars	Standalone		Consolidated	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Revenue	369.66	1010.45	440.32	1,241.40
Total Expenditure	1958.53	3813.92	2010.26	4062.79
<b>Profit/(loss) before Tax</b>	<b>-1588.87</b>	<b>-2803.47</b>	<b>-1,569.94</b>	<b>-2,821.39</b>
Less: Provision of Taxation	—	—	—	-0.40
<b>Profit/(loss) After Tax</b>	<b>-1588.87</b>	<b>-2803.47</b>	<b>-1569.94</b>	<b>-2820.99</b>
Add: Share in Profit/(loss) of Joint Ventures/Associates (net) & Adjustment for Non-Controlling interest in Subsidiaries	—	—	-46.56	-1.86
<b>Net Profit after Tax, Non-Controlling interest and share in Profit/(loss) of Joint Ventures</b>	<b>-1588.87</b>	<b>-2803.47</b>	<b>-1616.50</b>	<b>-2822.85</b>
Other Comprehensive Income	—	-0.15	-0.02	-0.16
<b>Total Comprehensive Income</b>	<b>-1588.87</b>	<b>-2803.62</b>	<b>-1616.52</b>	<b>-2823.01</b>
<b>Earnings Per Share (in Rs.)</b>				
Basic	-66.59	-117.5	-67.75	-118.31
Diluted	-66.59	-117.5	-67.75	-118.31

### PERFORMANCE REVIEW

During the financial year 2018-19 ('FY 2019' or 'year under review'), the turnover of the Company has been sharply declined due to non-receipt of new projects/work. The Company was facing severe financial crisis. Due to which, the Company is into Corporate Insolvency Resolution Process ("CIRP") w.e.f. 01.02.2019, details of the same is given in the notice of this AGM.

During the year under review, most of the ongoing contracts were given on back to back basis due to liquidity crunch in the Company.

### DIVIDEND

In view of losses, no dividend has been recommend for the F.Y. 2018-19.

### TRANSFER TO GENERAL RESERVE

The Directors do not propose to transfer any amount to the General Reserve.

### EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed as **Annexure -A** to this Report.

### SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES

The names of companies which are subsidiaries, associates and joint ventures of the Company are provided under point III of MGT 9. Pursuant to the provisions of Section 129 and other applicable provisions of the Companies Act, 2013 ("the Act") read with rules framed thereunder, the Company has prepared consolidated financial statements of the Company and its subsidiaries, associate companies and joint ventures, in accordance with IND AS-27 on Consolidated Financial Statements read with IND AS-31 on interest in Joint Ventures and IND AS-28 on Investments in Joint Ventures, and a separate statement containing the salient features of financial statements of subsidiaries, joint ventures and associates in Form AOC-1 are attached to the said consolidated financial statement forming part of the Annual Report.

The business highlights of subsidiaries have been covered in Management Discussion and Analysis forming part of this Annual Report.

### FIXED DEPOSITS

The Company has not invited, accepted and renewed fixed deposits from public/members during the year under review.



The Company had accepted public deposits prior to the commencement of the Act.

After the Commencement of CIRP, all the FD holders are required to submit their claim in respect of their outstanding dues before the Resolution Professional.

### DIRECTORS

During the financial year under review, Mr. Sharad Deshpande-Director of the Company resigned on 25th December, 2018.

All the Directors of the Company are disqualified u/s 164 (2) of the Companies Act, 2013.

### KEY MANAGERIAL PERSONNEL

During the year under review, Mrs. Bhavana Shah, Company Secretary resigned on 29th December 2018.

### MEETINGS OF THE BOARD

The details of meetings of Board and its Committees held during FY 2018-19 and other prescribed information are provided in the Corporate Governance Report forming part of this Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Act, your Directors hereby affirm that:

- (a) in the preparation of the annual accounts, the applicable IND AS have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### STATUTORY AUDITORS

M/s. Ramanand & Associates, Chartered Accountants (ICAI Firm Registration Number 117776W) were appointed as the Statutory Auditors of the Company to hold office for a term of 5 years from the conclusion of the 22nd Annual General Meeting (AGM) held on 29th September, 2017 until the

conclusion of the 27th Annual General Meeting (AGM) of the Company to be held in the year 2022.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, amending section 139 of the Companies Act, 2013, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence your Company has not proposed ratification of appointment of M/s. Ramanand & Associates, Chartered Accountants, at the forthcoming AGM.

### AUDITORS' REPORT

The Auditors have made certain qualified observations in their Reports.

The statement on impact of audit qualifications as stipulated in Regulation 33(3)(d) of SEBI (LODR) Regulations is enclosed hereto as **Annexure B**.

### COST AUDITORS

Pursuant to provisions of Section 148 of the Act, the Board of Directors on the recommendation of the Audit Committee, reappointed M/s. Ketki D. Visariya & Co., Cost Accountant, as Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 200,000 /- plus applicable taxes and out of pocket expenses. However, cost audit is not conducted due to nonpayment of fees to the cost auditor since last three years.

### INTERNAL FINANCIAL CONTROLS

During the year under review, proper systems for internal financial control could not be followed due to irregularities in payment of fees to Internal Auditors, M/s. Chokshi & Chokshi LLP, Chartered Accountants. The effectiveness of the internal controls is continuously reviewed by the Audit Committee. The internal control system is supplemented by an extensive programme of internal, external audits and periodic review by the management.

Main objective of Internal Audit is to provide the Audit Committee an independent, objective and reasonable assurance of the adequacy and effective operation of Company's risk management, internal control and governance processes.

On the basis of its deliberations on the internal control systems and internal audits, the Audit Committee makes recommendations to the Board.

### SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Resolution Professional has appointed Mr. Mayank Padiya, Practising Company Secretary to conduct Secretarial Audit of the Company for the financial year 2018-19. The report of the Secretarial Auditor is annexed to this report as **Annexure - C**.

Management's para wise reply to Secretarial Auditor's qualification/remarks/reservations:

1. After the term of Mr. Ajit Kulkarni and Mr. Sharad Deshpande as Managing Director and Whole Time





Director, respectively, expired on March 2018, position of the Managerial Personnel was vacant due to precarious financial condition of the Company. Further due to disqualification of existing directors on account of default in repayment of public deposits, the same directors could not be reappointed for managerial position. In the meantime, the Corporate Insolvency Resolution Process of the Company commenced w.e.f. 01/02/2019 and in view of the same, the Resolution Professional has taken over charge of the management/Board of Directors of the Company in terms of the provisions of the Code and the Board is suspended.

2. Due to delay in payment of salaries, no new Company Secretary was willing to join the Company. In view of the same, the position of the CS was vacant.
3. During the Financial Year 2017-18 four Independent Directors of the Company resigned from their post and only one independent director left in the Company. As stated in para one herein, powers of the Board of Directors are suspended.
4. Powers of the Board of Directors is suspended w.e.f. 01.02.2019 on account of CIRP. In view of the same, Company is managed by the Resolution Professional. Further, as per the provisions of the Code, all the claims regarding outstanding debt against the Company shall lay before the Resolution Professional during the CIRP.
5. The Cost Auditor is not paid any fees during the FY 2018-19. Further, there are procedural overlap in his appointment.
6. Statutory Registers, if any, pending to be updated, will be prepared and updated.
7. Rely of the management is same as stated in para 5 herein.
8. There are no business/activities in the foreign subsidiaries. Further, the Consultants/Auditors of these foreign subsidiaries are not paid since many years. In view of the same APR returns with RBI were not filed.
9. With regard to point 9 of the Secretarial Audit Report, it is humbly submitted that these forms are not filed due various reasons such as disqualification of directors, non-availability of data due to nonpayment to RTA or oversight etc.
10. With regard point 10, no comments are required and further, the since the Company is into CIRP, all the powers of the Board of Directors are now being exercised by the RP w.e.f. 01.02.2019.
11. With regard point 11, reply of the management is same as stated in para 9 herein.
12. Minutes, if any, pending will be updated in consultation with the suspended Board of Directors.
13. There is no official communication from the Registrar after search.
14. The Company has complied with the provisions of the Listing Regulations in best possible manner.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Your Company does not own any manufacturing facility. The business activities of your Company are not energy intensive. However, your Company is committed to take required measures to reduce energy consumption by the purchase of energy efficient construction equipment, implementation of energy efficient lightings. The specific details as per Rule 8(3) are provided under **Annexure - D**.

#### **PERSONNEL**

Disclosure with respect to the remuneration of Directors and Employees in accordance with the provisions of Section 197 of the Act read with rule 5(1) & (2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report as **Annexure - E**.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company is a socially conscious organisation and assigns tremendous value in serving the society at large. We appreciate our position of responsibility for sharing the benefits with those less fortunate in society and their upliftment.

The Board has constituted a CSR Committee which has recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The Corporate Social Responsibility policy has been devised in accordance with Section 135 of Act. The CSR policy of the Company is available on the website of the Company [www.pratibhagroup.com](http://www.pratibhagroup.com). Since company has incurred losses during the year 2016-17, 2017-18 and 2018-19 and due to liquidity crunch, the Company could not spend money on CSR activities. The annual report on CSR activities is set out as **Annexure - F** to this report.

#### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2018-19, your Company has entered into transactions with related parties as defined under Section 2(76) of the Act read with Companies (Specification of Definitions Details) Rules, 2014, in the ordinary course of business and at arm's length basis.

Since all the related party transactions are carried out at arm's length basis in the ordinary course of business, the Company do not have any particulars to report in Form AOC- 2 pursuant to Section 134 (3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

However, the disclosure of transactions with related party for the year, as per Accounting Standard -18 Related Party Disclosures is given in Notes to the Balance Sheet as on 31st March, 2019.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: [http://www.pratibhagroup.com/pratibha\\_new/pages/PDFs/PIL\\_RPT.pdf](http://www.pratibhagroup.com/pratibha_new/pages/PDFs/PIL_RPT.pdf).





### **PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES UNDER SECTION 186**

The details of investment made during the year under review (including previous years) are disclosed under Notes of the standalone financial statements of the Company.

The Company is engaged in providing infrastructural facilities and therefore is exempted under sub-section 11 of Section 186 of the Act from the application of provisions of that Section. As such, the requirement to provide the details of a loan, guarantee or security is not applicable to the Company.

### **ANNUAL EVALUATION OF BOARD**

In terms of provisions of the Act read with Rules issued thereunder and SEBI LODR Regulations, the Nomination and Remuneration Committee formulated the criteria for evaluating the Board of Directors, its Committees and individual Directors. During the year under review, evaluation of board was not conducted.

### **CORPORATE GOVERNANCE**

As per the provisions of SEBI LODR Regulations, a Corporate Governance Report is included in the Annual Report as **Annexure - G**.

### **PREVENTION OF SEXUAL HARRASSMENT AT WORK PLACE**

In line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a vigil mechanism to facilitate reporting of any instances of fraud, unethical conduct and mismanagement, if any vide Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Act and SEBI LODR Regulations.

The policy also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in all cases. The Whistle Blower Policy of the Company is available on the website of the Company, [http://www.pratibhagroup.com/pratibha\\_new/pages/PDFs/WHISTLE\\_BLOWER\\_POLICY\\_PIL\\_.pdf](http://www.pratibhagroup.com/pratibha_new/pages/PDFs/WHISTLE_BLOWER_POLICY_PIL_.pdf).

### **EMPLOYEE RELATIONSHIP**

The Company due to financial crunch, the Company could not make payments to the employees on time. However, staff and other employees, through out the year gave valuable support to the company by giving uninterrupted service to the company. Management is thankful to them for such gesture

and wishes to place on record its sincere appreciation of the efforts put in by the Company's workers, staff and executives for achieving results under demanding circumstances.

### **OTHER DISCLOSURES**

- During the year under review, Corporate Insolvency Resolution Process ("CIR Process") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 pursuant to order dated February 01, 2019, of the Hon'ble National Company Law Tribunal - Mumbai Bench.
- Material changes and commitments, affecting the financial position of the Company, have occurred between the end of the financial year and the date of this Report:  
As on the date of signing of this report, CIRP Period is expired and accordingly, the RP has filed an application before the Hon'ble National Company Law Tribunal - Mumbai Bench for liquidation of the Company as going concern, which is pending to be decided by the Hon'ble Bench.
- The Company has not issued any shares or options for subscription of shares by its employees under any employee stock option scheme or any other scheme.
- None of the Directors received any remuneration or commission from any of the subsidiaries.
- The Company has not issued any equity shares with differential voting rights.
- During the year under review, no instances of fraud were reported to the Audit Committee/Board of Directors by Statutory Auditors, Secretarial Auditors, Cost Auditors or Internal Auditors.

### **SECRETARIAL STANDARDS**

During the period under review, the Company has tried to comply with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

### **ACKNOWLEDGEMENT**

Your Directors take this opportunity to thank the Banks, Financial Institutions, Central and State Governments, Various Statutory Authorities, Customers, Suppliers, Employees and Business Associates for their continued co-operation and support to the Company. Your Directors appreciate and value the trust reposed and faith shown by every shareholders of the Company.

By the Order of Resolution Professional

**Ajit Kulkarni**  
Chairman and Director

Date: 09th January 2019

Place: Mumbai



## Annexure -A to Board's Report

### Form No. MGT-9 - EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

1	CIN	L45200MH1995PLC090760
2	Registration Date	19th July, 1995
3	Name of the Company	Pratibha Industries Limited
4	Category / Sub category of the Company	Public Limited Company / Limited by Shares
5	Address of the Registered office and contact details	Shrikant Chambers, Phase II, 5th Floor, Sion - Trombay Road, Next to R. K. Studio, chembur mumbai 400071 Contact no. 022-39559999
6	Whether listed Company. Yes/ No.	Yes
7	Name, Address and contact details of Registrar and Transfer Agent, if 0061ny,	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C 101, 247 Park, LBS Marg Vikhroli (West) Mumbai-400083 Tel No. 022-25963838 / Fax: 022 - 25946969 Website: www.linkintime.co.in E- Mail: rnt.helpdesk@linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Engineering Procurement and Construction activities	42101, 42204	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Prime Infrapark Private Limited, B-85, 1st Floor, Defence Colony, New Delhi – 110 024.	U45400DL2009PTC196317	Subsidiary	100	2 (87)
2	Muktangan Developers Private Limited, 574, Usha Kamal, Behind Telephone Exchange, Chembur Naka, Chembur, Mumbai – 400 071.	U45200MH2005PTC153142	Subsidiary	100	2 (87)
3	Pratibha Holding (Singapore) Pte Limited 38 Beach Road, #29-11 South Beach Tower, Singapore 189767.	Foreign Company	Subsidiary	100	2 (87)
4.	Pratibha Infra Lanka (Private) Limited 1C, 6th Lane, Kollupitiya, Colombo – 3, Sri Lanka	Foreign Company	Subsidiary	100	2 (87)
5.	Bhopal Sanchi Highways Private Limited, B-85, 1st Floor, Defence Colony, Delhi – 110 024.	U45200DL2010PTC204952	Subsidiary	51	2 (87)
6.	Saudi Pratibha Industries Limited Al Khobar, P.O. Box No. 691, Postal Code – 31952, Saudi Arabia	Foreign Company	Associate	49	2 (6)