

PRATIKSHA CHEMICALS LIMITED

27th ANNUAL REPORT 2017-2018

BOARD OF DIRECTORS :

Name of Directors	DIN	Designation
MR. HARISHBHAI BHATT	00400765	WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER
MR. JAYESH PATEL	00401109	DIRECTOR
MR. UPENDRA ADHAVRYU	00483857	INDEPENDENT DIRECTOR
MR. SOMABHAI PATEL	01188702	INDEPENDENT DIRECTOR
MRS. LALITHAMMA ACHARYA	06983383	INDEPENDENT WOMAN DIRECTOR

COMPOSITION OF COMMITTEES:

1. AUDIT COMMITTEE:

NAME OF DIRECTOR	DESIGNATION	DESIGNATION
MR. JAYESH PATEL	DIRECTOR	MEMBER
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

2. NOMINATION AND REMUNERATION COMMITTEE :

NAME OF DIRECTOR	DESIGNATION	DESIGNATION
MRS.LALITHAMMA ACHARYA	DIRECTOR	MEMBER
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

3. STAKEHOLDERS RELATIONSHIP COMMITTEE :

NAME OF DIRECTOR	DESIGNATION	DESIGNATION
MR. UPENDRA ADHAVRYU	INDEPENDENT DIRECTOR	MEMBER
MR. SOMABHAI PATEL	INDEPENDENT DIRECTOR	CHAIRPERSON

KEY MANAGERIAL PERSONNEL:

CHIEF FINANCIAL OFFICER : MR. HARISHBHAI BHATT

COMPANY SECRETARY& COMPLIANCE OFFICER : MS. JIGISHA A. KADIA

PRATIKSHA CHEMICALS LIMITED

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AUDITORS :

SATATUTORY AUDITOR

: M/S. H. K. SHAH & CO.

CHARTERED ACCOUNTANTS (FRN: 109583W)
404, SARAP BUILDING, 4TH FLOOR,
OPP. NAVJIVAN PRESS, ASHRAM ROAD,
AHMEDABAD – 380014

INTERNAL AUDITOR

: M/S. LAVINGIYA & ASSOCIATES

CHARTERED ACCOUNTANTS,
OFFICE AT 102, SATYA NEAR CHANKYAPURI BRIDGE
GHATLODIA BRIDGE, AHMEDABAD-380061

SERETARIAL AUDITOR

: M/S. A. SHAH & ASSOCIATES

PRACTICING COMPANY SECRETARIES,
D- 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,
NEHRUNAGAR, SATELLITE, AHMEDABAD- 380015

REGISTRAR & SHARE TRANSFER AGENT :

M/S. PURVA SHAREGISTRY (INDIA) PVT LTD

9 - SHIV SHAKTI INDUSTRIAL ESTATE, GROUND FLOOR, J R BORICHA MARG,
OPP. KASTURBA HOSPITAL, LOWER PAREL, MUMBAI-400011.

Contact No.:91-22-2301 6761 / 8261 • FAX:91-22-2301 2517 • Mail ID: busicomp@vsnl.com

STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED :

BSE LIMITED

25TH FLOOR, P. J. TOWERS,
DALAL STREET, FORT, MUMBAI – 400001.

CONTACT DETAILS:

CIN : L24110GJ1991PLC015507

REGISTERED OFFICE ADDRESS :

H K COMPLEX 3RD FLOOR.
OPP DHARNIDHAR DERASAR
VASNA AHMEDABAD GJ 380007 IN.

CONTACT NO. : 079-26632390, 26640071

EMAIL ID. : exports@dharapratiksha.com

WEBSITE : www.pratikshachemicals.in

PRATIKSHA CHEMICALS LIMITED

REMINDER TO SHAREHOLDERS TO UPDATE THEIR KYC

To,
Dear Shareholders,

The Securities and Exchange Board of India vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 has **mandated submission of Email Id, Permanent Account Number (PAN) and bank account details of all securities holders holding securities in physical form.** Further, SEBI has given a notification on June 8th, 2018 stating that **physical transfer of shares will be allowed until December 4th, 2018** vide Circular No. SEBI/LAD/NRO/GN/2018/24. Hence, kindly send your shares for transfer before December 4th, 2018 or demat your shares with your Depository Participant at any time after updating your KYC information with us.

Kindly submit the following details and documents to the either Company or to Registrar & Share Transfer Agent on below mentioned address within 21 days of receipt of this communication. As per our records, your folio needs to be updated with the PAN, Complete Bank details so that the investments held by you are in compliance with the aforementioned circular.

I/We hereby, declare that the particulars given below are correct and complete. I/We, further request you to update my/our current signature(s) in your records and undertake to inform the Company of any subsequent change(s) in the above particulars.

Registered Folio No.:
Mobile No.
Email Id
Name of the first/sole shareholder
Address:
IFSC Code
Bank Name of First Holder
Branch
Bank Account Number
Account Type : Saving <input type="checkbox"/> Current <input type="checkbox"/> Cash Credit <input type="checkbox"/> Others <input type="checkbox"/>
MICR No.
Signature:

Note:

1. Please fill in the information in CAPITAL LETTERS and ENGLISH ONLY.
2. Kindly enclose:-
 - a. Copy of Self attested Pan Cards of all the shareholder(s)
 - b. Copy of address proof of First Holder (Preferably Aadhar Card)
 - c. Copy of cancelled cheque of First Holder

ADDRESS OF RTA : **PURVA SHAREGISTRY (INDIA) PVT. LTD.**
(UNIT –LIMITED - INE) 9, SHIV SHAKTI INDUSTRIAL ESTATE,
J. R. BORICHA MARG, NEAR LODHA EXCELUS,
LOWER PAREL EAST, MUMBAI – 400 011.

ADDRESS OF COMPANY : **PRATIKSHA CHEMICALS LIMITED**
H K COMPLEX ,3RD FLOOR,OPP DHARNIDHAR DERASAR,
VASNA ,AHMEDABAD. GJ 380007 IN.

NOTICE

NOTICE IS HEREBY GIVEN THAT TWENTY-SEVENTH ANNUAL GENERAL MEETING WILL BE HELD AT REGISTERED OFFICE SITUATED AT 3RD FLOOR, H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AND AHMEDABAD – 380007 ON 27TH SEPTEMBER, 2018 AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of MR. JAYESH PATEL(DIN:00401109), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions read with rules framed there under, Payment of Managerial Remuneration to MR. JAYESH PATEL, Director of the Company (DIN: 00401109) of Rs. 1,20,000/- p.m. along with Annual Bonus of Rs. 1,20,000/- and any other allowances and perquisites as may be mutually agreed between Company and Mr. Jayesh Patel w.e.f. 1st April, 2018, be and is hereby approved.

“RESOLVED FURTHER THAT in the event of any loss or inadequacy of the profits of the Company in any financial year, during the term of office of MR. JAYESH PATEL, the remuneration as mentioned in the above stated resolution shall be paid to MR. JAYESH PATEL as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013.”

**PLACE : AHMEDABAD
DATE : 14/08/2018**

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED**

**Sd/-
MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)**

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. 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.
3. Information as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and regarding appointment / reappointment of Directors is annexed hereto.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **17TH AUGUST, 2018**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
5. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from, **22th September, 2018 to 27th September, 2018** (both days inclusive) in connection with AGM.
7. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has **mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.**
9. Pursuant to Amendment in Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette Notification dated June 8, 2018, **transfer in securities of the Company shall be allowed in dematerialized form only w.e.f. December 5, 2018** and therefore shareholders of the Company still holding shares in physical form are hereby advised to dematerialize their shares as soon as possible. Transfer of the shares in physical form shall not be allowed after December 5, 2018.
10. Members of the Company had approved the appointment of **M/S. H K SHAH & CO.,** Chartered Accountants, as the Statutory Auditors at the AGM of the Company held on 30th September, 2014 which is valid till the conclusion of AGM for the financial year 2018-19. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
11. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members/beneficial owners

as on the Cut-Off Date i.e. **21ST SEPTEMBER, 2018**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and

(ii) Voting through electronic means shall commence from 9:00 A.M. on **24TH SEPTEMBER, 2018 and end at 5:00 P.M. on 26TH SEPTEMBER, 2018**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she is not allowed to vote in the Annual General Meeting.

13. The Member who transfers his/ her shares before the Cut-off date i.e. **21ST SEPTEMBER, 2018**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
14. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **21ST SEPTEMBER, 2018**, may request to the Company on registered mail ID of the company i.e. **exports@dharaipratiksha.com** to obtain the User ID & Password.
15. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **03.00 P.M. on 29th SEPTEMBER, 2018** and communicated to the BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice:

Item No.3:

The recommendation was received from Nomination and remuneration Committee to appreciate and to encourage the contributions devoted by the Directors by the way of paying higher remuneration. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company. The proposal was made to pay the Managerial Remuneration of Rs. 1,20,000/- p.m. as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL, Director of the Company (DIN: 00401109) w.e.f. 1st April, 2017. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

Your Directors accordingly recommend for payment of Managerial Remuneration of Rs. 1,20,000/- p.m. along with annual bonus of Rs. 120000/- as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL w.e.f. 1st April, 2017 as set out in the enabling resolution at Item No. 3 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Jayesh Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No.

PLACE : AHMEDABAD
DATE : 14/08/2018

BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, PRATIKSHA CHEMICALS LIMITED

Sd/-
MR. JAYESH PATEL
DIRECTOR
(DIN:00401109)

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Name of the Director	MR. JAYESH PATEL
Director Identification Number (DIN)	00401109
Designation	DIRECTOR
Date of Appointment	24-04-1991
Date of Birth	12-01-1967
Brief Profile/ Nature of Expertise Bachelor of Science.	He is having more than 25 years of experience of in the issues related to technology and has degree of
Names of other companies in which the person also holds the directorship	1. DHARA HOUSING CREDIT LIMITED 2. N.K. PIGMENT INDUSTRIES OPC PRIVATE LIMITED
Names of companies in which the person also holds the membership of Committees of the Board	NA
Number of Equity Shares held in the Company & %	78950 (1.42%) equity shares
Relationship between directors inter-se	NA

THE INSTRUCTIONS FOR E-VOTING:**SECTION A - E-VOTING PROCESS:**

- (i) The voting period begins on **24TH SEPTEMBER, 2018 FROM 9:00 A.M. TO 26TH SEPTEMBER, 2018 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21ST SEPTEMBER, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (v).

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

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN "180825023" for the relevant Company Name i.e. **PRATIKSHA CHEMICALS LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 Corporate.
 - 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 linked in the login 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.
 - 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

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The E-Voting period commences on **24TH SEPTEMBER, 2018 (09:00 A.M.) and ends on 26TH SEPTEMBER, 2018 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. **21ST SEPTEMBER, 2018** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s A SHAH & ASSOCIATES, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Nehrunagar,

Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.

- iv. The Scrutinizer shall on conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **03:00 P.M. on 29th SEPTEMBER, 2018** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. 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.