



## AGM NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of Pratibha Industries Limited will be held on Monday, 24<sup>th</sup> December, 2018 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 standalone and consolidated audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.

### SPECIAL BUSINESSES

2. 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 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. Ketki D. Visariya & Co., the Cost Accountants, (Firm Registration No. 000362), appointed by the Board of Directors of the Company as Cost Auditors to conduct

the audit of the cost records of the Company for the financial year 2018-19, amounting to ₹ 2,00,000 (Rupees Two Lakhs Only) and applicable taxes and reimbursement of out of pocket expenses as may be incurred by them in the course of the aforesaid audit be and is hereby approved;

**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 the foregoing Resolution."

3. Appointment of Mrs. Sunanda D. Kulkarni (DIN 08071382) as a Director

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**RESOLVED THAT** Mrs. Sunanda D. Kulkarni (DIN 08071382), who was appointed as an Additional Director of the Company with effect from February 20, 2018 by the Board of Directors, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the "Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

### Registered Office

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

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

Sd/-

**Bhavana Shah**  
Company Secretary

Date : 9<sup>th</sup> November, 2018

Place : Mumbai

**Notes:**

1. 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.
2. **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.**
3. Corporate Members intending to send their Authorized Representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number (along with their copy of Annual Report) to the Meeting.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statements attached thereto are open for inspection by the members at the Registered Office and the Corporate Office on all working days during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from 17<sup>th</sup> December, 2018 to 22<sup>nd</sup> December, 2018 (both days inclusive) for the purpose of AGM.
8. 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.
9. 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.

10. 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.

**11. 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 amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd 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 will also 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 e-voting period begins on 21<sup>st</sup> December, 2018 (9:00 a.m.) and ends on 23<sup>rd</sup> December, 2018 (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 17<sup>th</sup> December, 2018 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](http://www.evotingindia.com).

Click on 'SHAREHOLDERS'.

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.

- (a) 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](http://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	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Address slip / Attendance Slip indicated in the PAN field.
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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).

- (b) After entering these details appropriately, click on 'SUBMIT' tab.
- (c) 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.
- (d) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (e) Click on the EVSN of the Company 'PRATIBHA INDUSTRIES LIMITED' to vote.

- (f) 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.
- (g) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (h) 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.
- (i) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (j) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (k) If Demat account holder has forgotten the changed 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company.
- VII. 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.

A person who becomes member after dispatch of Annual Report, may follow the same procedure for e-Voting as mentioned above or write to [bhavana.shah@pratibhagroup.com](mailto:bhavana.shah@pratibhagroup.com)

- VIII. Person who ceases to be a member after dispatch of Annual Report as on the cut-off date shall treat this Notice for information only.
- IX. M/s. Ruchita Shah & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. 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.
- XI. 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.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.pratibhagroup.com](http://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.

#### Important Communication to members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

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. 2

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 2018-19.

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, is 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 - 2018-19	2,00,000/- and applicable taxes thereto and the reimbursement of out-of-pocket expenses at actuals

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 2 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

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

The Board commends the Resolution set out at Item No.2 mentioned in the Notice for approval by the Shareholders.

#### Item No. 3

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> February, 2018, based on recommendation received from Nomination & Remuneration Committee of the Company, appointed Mrs. Sunanda D. Kulkarni (DIN: 08071382) as an Additional Director (Non-executive Women Director ) with effect from 20<sup>th</sup> February, 2018, pursuant to Section 161(1) of the Companies Act, 2013, read with the Rules framed thereunder. Mrs. Sunanda D. Kulkarni holds office only up to the date of the ensuing Annual General Meeting, but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member proposing the candidature of Mrs. Sunanda D. Kulkarni as a Director of the Company. Further, as per first proviso of Section 160(1) of the Companies Act, 2013, as newly introduced, deposit of ₹ 1 lac amount has not been required for her appointment as it is recommended by the Nomination & Remuneration Committee.

Mrs. Sunanda D. Kulkarni shall not be paid any remuneration, except sitting fees for attending the meeting of Board of Directors.

None of the other Directors / Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in these Resolutions except Mrs. Sunanda D. Kulkarni and Mr. Ajit Kulkarni.

The Board commends the Resolution set out at Item No.3 mentioned in the Notice for approval by the Shareholders.

**Details of Directors Seeking reappointment at the forthcoming Annual General Meeting:**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

<b>Name of the Director</b>	<b>Mrs. Sunanda Kulkarni</b>
Date of the Birth	16/12/1950
Date of Appointment	20/02/2018
DIN	08071382
Educational Qualifications	B.com
Areas of Expertise and Experience	Promoting education, including special education and employment, enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects. Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports. engaged in various CSR activities
Remuneration with other Directors/Managers/KMP	NIL(Except sitting fees)
No. of Meetings of the Board attended During the F.Y. 2017-18	Not Applicable
Companies in which she holds directorship	None
Membership Chairmanship of Board Committees	None
Shareholding in the Company	0.65%

**Registered Office**

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

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

Sd/-

**Bhavana Shah  
Company Secretary**Date: 9<sup>th</sup> November, 2018

Place: Mumbai

## PRATIBHA INDUSTRIES LIMITED

CIN: L45200MH1995PLC090760

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

Corporate Office: Unit No/s. 1/B-56 & 1/B-57, Phoenix Paragon Plaza Phoenix Market City,

LBS Marg Kurla (W) Mumabi - 400070.

Tel: +91-22-3955-9999 Fax: +91-22-3955-9900 Email: info@pratibhagroup.com URL: www.pratibhagroup.com



### ATTENDANCE SLIP

(To be presented at the entrance)

DP ID

Folio No./Client Id

I/We hereby record my/our presence 23rd ANNUAL GENERAL MEETING of the Company at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071 on Monday, 24th December, 2018 at 3.00 p.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member / Proxy

## PRATIBHA INDUSTRIES LIMITED

CIN: L45200MH1995PLC090760

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

Corporate Office: Unit No/s. 1/B-56 & 1/B-57, Phoenix Paragon Plaza, Phoenix Market City,

LBS Marg, Kurla (W) Mumabi - 400070.

Tel: +91-22-3955-9999 Fax: +91-22-3955-9900 Email: info@pratibhagroup.com URL: www.pratibhagroup.com



### Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :  
Registered Address :  
Email ID :  
Folio No. / DP ID – Client ID :

I/We, being the member(s) holding ..... shares of the above named Company, hereby appoint:

- Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him
- Name: ..... Address: .....  
E-mail Id: ..... Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Monday, 24th December, 2018 at 3.00 p.m. at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	Adoption of audited stand alone and consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018, the reports of the Board of Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of remuneration of the Cost Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Appointment of Mrs. Sunanda D. Kulkarni as a Director.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2018

Signature of Member(s): .....

Signature of Proxy holder: .....

Affix Re. 1  
Revenue  
Stamp

- Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- A proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.





## Route Map to the AGM Venue

