



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: 14th Floor, Universal Majestic, P. L. Lokhande Marg, Ghatkopar Mankhurd Link Road, Behind RBK International School, Govandi (W), Mumbai – 400 043.

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To,
The Member(s),

Sub.: Passing of Resolutions by Postal Ballot

NOTICE is hereby given that the following proposed resolutions are circulated for consent of the Members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Management and Administration) Rules, 2014.

The proposed resolutions and explanatory statements stating material facts and reasons for the resolutions are enclosed for your consideration.

The Company has appointed Mr. Dinesh Deora, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT

1) To re-appoint Mr. Ajit B. Kulkarni as Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ajit B. Kulkarni (DIN : 00220578) as Managing Director of the Company, for a period of 5 (five) years with effect from April 1, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Ajit B. Kulkarni, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

2) To re-appoint Mrs. Usha B. Kulkarni as a Whole-Time Director designated as Chairperson

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

“RESOLVED THAT in accordance with the provisions of Sections 196 and 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mrs. Usha B. Kulkarni (DIN: 00220531) as a Whole-time Director, designated as Chairperson of the Company, for a period of 5 (five) years with effect from April 1, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mrs. Usha B. Kulkarni, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

3) To approve the payment of remuneration to non-executive directors

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

“RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company (i.e. directors other than the Managing Director and / or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, including Nomination and Remuneration Committee, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4) To approve borrowing powers of the Board of Directors

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

“RESOLVED THAT in supersession of all earlier resolution passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to Section 180(1)(c) of the Companies Act, 2013 and the applicable rules and schedule, if any, including any statutory modification(s)/amendment(s)/ revision(s) thereof or any other law, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company (which includes any committee thereof) to borrow any sum or sums of money from time to time, as it may deemed fit, in any manner, and without prejudice to generality thereof, by way of any of the term loans, bonds, advances, credits or otherwise in Indian rupees or any foreign currency, from any bank(s) / financial institution(s) / other body(ies) / corporate(s) / other entity(ies) / person(s) etc in India or abroad, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the moneys, to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), will may exceed the aggregate of paid up share capital and free reserves i.e. reserves not set apart for any specific purpose provided, however, that the total amount so borrowed by the Company shall not exceed a sum of Rs.10,000 crores (Rupees Ten Thousand Crores Only) outstanding at any one time excluding interest thereon.

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

5) To create or provide security on movable and immovable properties of the Company in favours of the Lenders

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

“RESOLVED THAT in supersession of all earlier resolution passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to Section 180 (1) (a) of the Companies Act, 2013 and the applicable rules and schedule, if any, including any statutory modification(s)/ amendment(s) / revision(s) thereof or any other law, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company (which includes any committee thereof) to create mortgage and / or charge on such terms and conditions and on such time(s) and in such form and manner, and with such ranking as to priority as may be deemed fit, on the whole or substantially the whole of the Company's any one or more of the undertaking or all of the undertakings including present and future properties, whether movable or immovable assets, comprised in any undertaking of the Company as may be agreed to in favour(s) of the bank(s) / financial institution(s) / other body(ies) / corporate(s) / other entity(ies) / person(s) etc in India or abroad, herein after referred as lender(s) and/or trustee(s) to secure borrowings upto and aggregate amount not exceeding Rs.10,000 Crores (Rupees Ten Thousand Crores Only) together with interest, cost, charges, expenses, and any other money payable.

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

6) Consent for making of any investment / giving any loan or guarantee / providing security

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

“RESOLVED THAT subject to provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/enactments /re-enactments thereof as are applicable, and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, consent be and is hereby accorded for the Company (i) to acquire by way of subscription, purchase or otherwise in the securities of any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/ or (ii) to give loans to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/or iii. to give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), upto a limit of Rs.4,000 crores (Rupees Four Thousand Crores only) for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

7) To raise funds through Qualified Institutions Placement (QIP) etc.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect (the “**Companies Act**”), and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act, 2013), the Foreign Exchange Management Act, 1999, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, rules, regulations, guidelines, notifications and circulars if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**ICDR Regulations**”) or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including enabling provisions of the listing agreements entered into with the stock exchanges (the “**Listing Agreements**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company (the “**Company**”) and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by, the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised on behalf of the Company, to create, offer, issue and allot in one or more tranches, in the course of domestic and/or international offering(s) in one or more foreign markets, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof of Equity Shares or through an issuance of global depository receipts (“**GDRs**”), American depository receipts (“**ADRs**”), foreign currency convertible bonds (“**FCCBs**”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, and whether or not such investors are Members of the Company (collectively the “**Investors**”), through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Securities so issued and allotted, could give rise to the issue of Equity Shares of Rs. 2/- each (Rupees Two only) aggregating upto Rs. 250 Crores or its US Dollar equivalent, in one or more tranche or tranches, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations at the Board's discretion including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilizing Agent and/ or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts (“**ADRs**”) or Global Depository Receipts (“**GDRs**”), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, all such Equity Shares shall rank *pari passu inter se* and with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and

international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

RESOLVED FURTHER THAT:

- i. the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- ii. the Equity Shares to be issued by the Company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the Company;
- iii. the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;
- iv. the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;
- v. the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

8) To accept Fixed Deposit from Members and Public under Section 73 and 76 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Sections 73 and 76 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Acceptance of Deposit) Rules, 2014, and subject to such conditions, approvals, permission as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) to invite / accept/ renewal of deposits by way of secured / unsecured deposits or any other form from its members and/ or public upto permissible limits as set out in the Rules and on such terms and conditions including security, rate of interest etc. as may be decided by the Board in its absolute discretion at the time of acceptance or renewal of the deposits in accordance with the provision of the Companies Act and the Rules.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for acceptance or renewal of the deposits as aforesaid and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

9) To adopt new Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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.

Date : August 14, 2014
Place : Mumbai

By Order of the Board of Directors
For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary

Notes

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 15th August, 2014.
3. The Company has appointed Mr. Dinesh Kumar Deora, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Clause 35B of the Listing Agreement and Section 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer **e-voting facility** as an alternate, for all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "PIL_Info e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) "Click on Shareholder - Login."
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (i.e. E-voting Sequence Number) of Pratibha Industries Limited.
- (viii) Now you are ready for "e-Voting" as "Cast Vote" page opens. Voting period commences on August 27, 2014, 10.00 a.m. onwards and ends on September 25, 2014, upto 6.00 p.m.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail dinesh.deora@yahoo.com or pankaj.cs@pratibhagroup.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E - Voting Event Number)	User ID	Password / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- (e) 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 future communication(s).

5. In line with the "**Green Initiative**" of Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice documents on the members, the Company is sending this Notice electronically on the email addresses as provided by the members / as obtained from the Depositories / other sources to the member and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.pratibhagroup.com or seek duplicate Postal Ballot Form from M/s. Link Intime India Private Limited, Registrar & Transfer Agent, C-13, Pannalal Silk Mills Compound, L.B. S. Road, Bhandup (W), Mumbai - 400 078, fill in the details and send the same to the Scrutinizer.

6. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.

7. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted.

8. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on August 15, 2014.

9. The voting period ends on the close of Thursday, 25th September, 2014. The e-voting module shall also be disabled by NSDL for voting thereafter.

10. The Scrutinizer will submit his report to the Company Secretary of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced by the Chairperson or in her absence by any other person, so authorized by the Chairperson on Friday, 26th September, 2014 at 4 p.m. at the Corporate Office of the Company situated at 14th Floor, Universal Majestic, P. L. Lokhande Marg, Ghatkopar Mankhurd Link Road, Govandi (W), Mumbai – 400 043, and also shall also be posted on the Company's website www.pratibhagroup.com and communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in one English newspaper and one Marathi newspaper. In the event, the draft resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
11. The Board of Directors has appointed Mr. Pankaj S. Chourasia, Company Secretary, as the person responsible for the entire postal ballot process.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of Postal Ballot.
13. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Following statement, pursuant to the provision of Section 102 of the Companies Act, 2013, sets out the material facts relating to item nos. 1 to 9 mentioned in the accompanying Postal Ballot Notice dated 14th August, 2014.

Item No. 1

The Board of Directors of the Company at its meeting held on 11th February, 2014 has, subject to the approval of members, re-appointed Mr. Ajit B. Kulkarni as Managing Director, for a further period of 5 (five) years from the expiry of his present term, which expired on 31st March, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ajit B. Kulkarni as Managing Director in terms of the applicable provisions of the Act. The broad particulars of remuneration payable to and the terms of the appointment of Managing Director are as under:

Period of appointment:

Five years with effect from 01st April, 2014, and ending 31st March, 2019.

Remuneration:

- Basic Salary : Rs. 15,00,000 p.m
- HRA : Rs. 7,50,000 p.m
- Management Allowance : Rs. 2,50,000 p.m.
- Performance Bonus/Commission : Performance Bonus /Commission payable, at such intervals, as may be decided by the Board time to time subject to overall remuneration shall not exceed 5% of net profit of the Company as stipulated under the Companies Act, 2013.

Perquisites and Allowances:

Accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffeur, medical insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

Other Benefits:

Earned / Privilege leave, encashment of leave, Use of company's telephone at residence for official purpose, Company's contribution to provident fund and Superannuation fund and Gratuity as per rules of the Company. Expenses incurred for travelling, board and lodging including for spouse and attendant(s) during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites.

Minimum Remuneration:

Where, in any financial year during the currency of tenure of the appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Ajit B. Kulkarni, the remuneration by way of salary, performance bonus and other allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force and as may be enacted hereinafter), as minimum remuneration.

Sitting Fees:

Mr. Ajit B. Kulkarni shall not receive any sitting fees for attending meetings of Board or any Committee thereof.

Retirement:

Mr. Ajit B. Kulkarni shall not be liable to retire by rotation.

Others:

- (i) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (ii) The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iii) The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (iv) Mr. Ajit B. Kulkarni satisfy all the conditions set out in Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.
- (v) The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ajit B. Kulkarni under Section 190 of the Act.

Brief profile / resume of Mr. Ajit B. Kulkarni, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are attached herewith.

Mr. Ajit B. Kulkarni, Mrs. Usha B. Kulkarni and Mr. Ravi Ajit Kulkarni are interested in the aforesaid resolution.

Save and except the above, 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 said resolution.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No. 2

The Board of Directors of the Company at its meeting held on 11th February, 2014 has, subject to the approval of members, re-appointed Mrs. Usha B. Kulkarni as Whole Time Director designated as Chairperson, for a further period of 5 (five) years from the expiry of her present term, which expired on 31st March, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. Usha B. Kulkarni as Whole Time Director in terms of the applicable provisions of the Act. The broad particulars of remuneration payable to and the terms of the appointment of Whole Time Director are as under:

Period of appointment:

Five years with effect from 01st April, 2014, and ending 31st March, 2019.

Remuneration:

- Basic Salary : Rs.2,00,000 p.m
- HRA : Rs.50,000 p.m
- Management Allowance : Rs.50,000 p.m.
- Performance Bonus / Commission : Performance Bonus /Commission payable, at such intervals, As may be decided by the Board time to time subject to overall remuneration shall not exceed 1.5% of net profit of the Company as stipulated under the Companies Act, 2013.

Perquisites and Allowances:

Accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffeur, medical insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

Other Benefits:

Earned / Privilege leave, encashment of leave, Use of company's telephone at residence for official purpose, Company's contribution to provident fund and Superannuation fund and Gratuity as per rules of the Company. Expenses incurred for travelling, board and lodging including for attendant(s) during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites.

Minimum Remuneration:

Where, in any financial year during the currency of tenure of the appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mrs. Usha B. Kulkarni, the remuneration by way of salary, performance bonus and other allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force and as may be enacted hereinafter), as minimum remuneration.

Sitting Fees:

Mrs. Usha B. Kulkarni shall not receive any sitting fees for attending meetings of Board or any Committee thereof.

Retirement:

Mrs. Usha B. Kulkarni shall be liable to retire by rotation.

Others:

- (i) The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (ii) The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iii) The office of the Whole Time Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing.
- (iv) Mrs. Usha B. Kulkarni satisfy all the conditions set out in Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act.
- (v) The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Usha B. Kulkarni under Section 190 of the Act.

Brief profile / resume of Mrs. Usha B. Kulkarni, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are attached herewith.

Mrs. Usha B. Kulkarni, Mr. Ajit B. Kulkarni and Mr. Ravi Ajit Kulkarni are interested in the aforesaid resolution.

Save and except the above, 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 said resolution.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Item No. 3

As the shareholders are aware the entire management of the Company vests only in Board of Directors (except for the powers vested in the Managing Director) which acts through number of committees on which directors are members.

Further, under the new Companies Act, directors have been entrusted with new responsibilities to make their role more objective and purposeful. In view of the greater involvement of the directors in the affairs of the Company, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Non-Executive Directors of the Company should be commensurate with their increased role, responsibilities and duties.

Section 197 of the Companies Act, 2013, provide that in case of a director who is neither Managing Director nor in the whole time employment, the Company may, by a special resolution, authorize the payment of remuneration, in addition to the sitting fees for attending meeting of Board of Directors or any committee thereof, where the directors are rendering specific useful services to the Company.

In order to comply with the provisions of Section 149(9) read with Section 197 of the Companies Act, 2013 as notified on March 26, 2014 and also the provisions of Clause 49(1)(B) of the Listing Agreement, it is proposed to seek fresh consent of the Members by way of special resolution through Postal Ballot for payment of remuneration by way of commission to the Non-Executive Directors (including Independent Directors) for a period of five financial years commencing from April 01, 2014, subject to an overall ceiling of 1% (one percent) of the net profits of the Company computed in the manner prescribed in Section 198 of the Companies Act, 2013, in addition to the fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

The proposed resolution, therefore, seeks authority to Board of Directors to decide and pay for such payment to the non – executive directors.

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out at Item No.3 of the Notice.

The Board commends the Special Resolution set out at Item No.3 of the Notice for approval by the shareholders.

Item No. 4 & 5

Pursuant to the erstwhile provisions of Sections 293(1)(d) and 293(1)(a) of the Companies Act, 1956, the Board of Directors was authorized by the Members of the Company to borrow moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 10,000 Crores at any point of time and also, to secure the said borrowings by/ creating mortgage/charge on all or any of the movable/immovable properties of the Company.

The members may note that the provisions corresponding to Section 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956, (earlier in force) i.e. Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013, were notified on 12th September, 2013, and based on the clarification thereof issued by Government of India, Ministry of Corporate Affairs vide General Circular no. 04/2014 dated 25th March, 2014, the Resolution(s) passed under section 293 (1) (d) and 293 (1) (a) of the Companies Act, 1956, prior to 12th September, 2013, with reference to borrowings (subject to limits prescribed) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirement of Section 180 of the Companies Act, 2013, for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 1956, required consent of the members by way of an Ordinary Resolution for both borrowings and creation of security, however, the provisions of the Companies Act, 2013, stipulated consent of the members by way of Special Resolution.

Accordingly, in order to remain compliant with the relevant provisions on borrowing and creation of security under the Companies Act, 2013, beyond 12th September, 2014, the consent of the members is hereby once again sought by way of proposed Special Resolutions through Postal Ballot for authorizing the Board of Directors to borrow moneys on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 10,000 Crores at any point of time and also, to secure the same by creating the mortgage/pledge/hypothecation/ charge on the whole or part of the Company's land, building thereon, machinery, stocks, book debts and all other assets of the Company whether movable or immovable, situated in India or abroad.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 4 and Item No.5 of the Notice.

The Board commends the Special Resolutions set out at Item No. 4 and Item No. 5 of the Notice for approval by the shareholders.

Item No. 6

The Company operates some of its businesses through subsidiaries, joint ventures and associate companies. The funding obligations of such subsidiaries, joint ventures and associate companies are funded primarily out of the Company's cash flows. Any such infusion of funds by the Company into its subsidiary(ies)/joint venture(s)/associate company(ies) or corporate guarantee given by the Company to secure the borrowings made by the subsidiary(ies)/joint venture(s)/associate company(ies), are done by means of a resolution passed by the Board of Directors which does not require shareholder approval as per the provisions of the Section 186 of the Companies Act, 2013.

Section 186 (3) provides that where the giving of any loan or guarantee or providing any security or the acquisition under sub-section (2) exceeds the limits specified therein, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

The Company has in the past, provided such collateral/support and it is a part of the objects of the Company and the Board and Members has previously approved such transactions. To take advantage of growth prospects that may arise in the future and as a measure of prudence, the Company proposes to have the fresh approval of shareholders to remain compliant so that it would be in a position to encash the market opportunities and ensure that its funding obligations to its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s) are met on time.

Mr. Ajit B. Kulkarni, Mrs. Usha B. Kulkarni, Mr. Ravi Ajit Kulkarni and Mr. Sharad P. Deshpande may be concerned or interested in the resolution to the extent of their directorship in subsidiaries/joint ventures of the Company.

Save and except the above, 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 Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item No.7

Your Company is one of the fastest growing infrastructures Company and having pan India presence. In order to meet the working capital requirement of the ongoing and future projects and repayment of loans and to bid in PPP Projects which required huge capital contributions, general corporate purpose and to strengthen the financial position and capital base of the Company by augmenting its long term resources, your directors has approved the further issue of share capital to the extent of Rs.250 crores in their meeting held on 17th July, 2014.

According to the SEBI (ICDR) Regulations, allotment of securities to Qualified Institutional Buyers ("QIBs") will have to be made pursuant to Chapter VIII of the SEBI (ICDR) Regulations concerning Qualified Institutions Placement ("QIPs") and the same has to be specified in the resolution to be passed by the shareholders authorizing such an issue. Furthermore the said Regulations also require that the "relevant date" in terms of Regulation 81 (c) of the SEBI (ICDR) Regulations based on which the price of the issue shall be determined, shall also be included in the shareholder's resolution. The relevant date for the purpose of which shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of securities, or in the case of securities convertible into or exchangeable with equity shares it shall be the date on which the holder of the securities becomes entitled to apply for the said shares.

The detailed terms and conditions for the QIP Issue will be determined in consultation with the Lead Managers, other advisors and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The Special Resolution seeks to give the Board powers to issue the Securities to 'Qualified Institutional Buyers' as permitted under Chapter VIII of SEBI (ICDR) Regulations, 2009.

Pursuant to the provisions of Section 42, 62 (1) (c) the Companies Act, 2013, any offer or issue of shares in the Company to persons other than the Members of the Company, requires prior approval of the Members vide a Special Resolution. In addition to this the Board seeks the authority of members to carry out various actions for the purpose of giving effect to this Resolution. The members are therefore requested to grant their approval and accordingly authorize the Board.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Item No.8

Members may be aware that the Company had been accepting deposits from members and public under the erstwhile provisions of Companies Act, 1956, and Companies (Acceptance of Fixed Deposits) Rules, 1975.

In accordance with provisions of Sections 73 and 76 of the Companies Act, 2013, the Company cannot, except with the consent of the Company in a general meeting, accept or renew Fixed Deposits from its members and person other than its members.

In order to meet the fund requirements for growth plans by the Company and to cater to the working capital needs, the Directors may for and on behalf of the Company accept or renew deposits from its members and person other than members upto a limit as set out in the Companies (Acceptance of Deposit) Rules, 2014.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board of Directors recommends passing of the resolution as set out at Item No. 8 as a Special Resolution.

Item No.9

The Ministry of Corporate Affairs ("MCA") had on September 12, 2013, and March 26, 2014, notified most of the Sections of the Companies Act, 2013, dealing with the general working of Companies except those provisions which require sanction/confirmation of the National Company Law Tribunal and certain other provisions.

Since, several regulations in the existing Articles of Association contain references to specific Sections of the Companies Act, 1956, and some regulations in the existing Articles of Association are no longer in conformity with the provisions of the Companies Act, 2013, therefore, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company conforming to the provisions of the Companies Act, 2013, and rules made thereof.

Accordingly, pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members is being sought by way of special resolution through Postal Ballot for adopting a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

A copy of the proposed new set of Articles of Association of the Company is available for inspection by the Members of the Company at its Corporate Office at 14th Floor, Universal Majestic, Off. Eastern Express Highway, P.L. Lokhande Marg, Ghatkopar Mankhurd Link Road, Behind RBK International School, Govandi, Mumbai – 400 043, as well as Registered Office at Shrikant Chambers, 5th Floor, Phase I, Next to R. K. Studio, Sion Panvel Road, Chembur, Mumbai – 400 071, during working hours on any working day till 25th September, 2014, and has also been uploaded on the Company's Website i.e. www.pratibhagroup.com.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, in above referred resolution.

The Board of Directors recommends the resolution set forth in Item No. 9 for the approval of the Members as a special resolution.

Registered Office :

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

By Order of the Board of Directors
For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary

Date : August 14, 2014
Place : Mumbai

Details of the Directors seeking re-appointment

(Pursuant to Clause 49 of the Listing Agreement)

ANNEXURE- A

Name of Director	Mr. Ajit B. Kulkarni	Mrs. Usha B. Kulkarni
Date of Birth	06 th February, 1958	05 th May, 1935
Date of appointment	Since Inception (19/07/1995)	Since Inception (19/07/1995)
Areas of Expertise	Mr. Ajit B. Kulkarni is the founder of the Pratibha group. He is responsible for successful execution of all projects undertaken by the Company. He has extensive experience in the construction management of various civil engineering projects. He personally overlooks the project to ensure that highest quality service is given to the client. His conviction coupled with strong marketing abilities and zeal to lead the team professionally in overall interest of the Company has ensured continual growth of the Company and the group as a whole.	Mrs. Usha B. Kulkarni is Chairperson of the Company aged 79 years old, has been Director since inception. She is Bachelor in Arts from Pune University. She is well-versed with the Administrative skills required for successful operation of business at various levels. She is responsible for general administration and vision guidance to the Company.
Companies in which he holds directorship	1) Pratibha Shareholding Private Ltd. 2) Pratisheel Infra Solutions Private Limited 3) Pratibha Membrane Filtering Systems Private Limited 4) Prime Infrapark Private Limited 5) Bhopal Sanchi Highways Private Limited 6) Pratibha Holding (Singapore) Pte Limited 7) Pratibha Infra Lanka (Private) Limited	1) Pratibha Shareholding Private Limited 2) Pratisheel Infra Solutions Private Limited 3) Pratibha Membrane Filtering Systems Private Limited 4) Pratibha Heavy Engineering Limited
Membership Chairmanship of Board Committees	Member of Audit, Stakeholders Relationship, CSR & Finance committee of the Pratibha Industries Limited	Chairperson of Finance Committee
Shareholding	1,63,16,554 Equity Shares (16.15%)	1,40,44,750 Equity Shares (13.90%)