



# PRATIBHA INDUSTRIES LIMITED

CIN: L45200MH1995PLC090760

Head Office : 14th Floor, Universal Majestic, Near RBK School, Ghatkopar Mankhurd Link Road, Off Eastern Express Highway, Govandi, Mumbai - 400043, Maharashtra, INDIA  
Regd. Office : Shrikant Chambers, 5th Floor, Phase II, Next to R.K.Studio, Sion Trombay Road, Chembur, Mumbai - 400071, Maharashtra, INDIA.

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

## POSTAL BALLOT NOTICE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations to transact the following special businesses by the members of **Pratibha Industries Ltd** through postal ballot:

### SPECIAL BUSINESS:

#### 1. Reappointment of Mr. Ajit B. Kulkarni as Chairman & Managing Director for 2 Years

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V thereof and subject to approval Central Government (if required) and subject to such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the appointment of Mr. Ajit B. Kulkarni (DIN - 00220578) as the Chairman & Managing Director of the Company for a period of 2 (two) years with effect from 1st April, 2016 to 31st March, 2018 on such terms and conditions including remuneration set out in the Statement annexed to the Notice which inter alia contains the following:

|   |                            |  |
|---|----------------------------|--|
| 1 | Basic Salary               | Rs. 15,00,000 p.m.   |
| 2 | HRA                        | Rs. 7,50,000 p.m.  |
| 3 | Management Allowance       | Rs. 2,50,000 p.m.  |
| 4 | Perquisites and Allowances | 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 and allowances as may be decided by the Board of Directors.  |
| 5 | 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 the applicable rules of the Company. Expenses incurred for travelling, boarding 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. |

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be the minimum remuneration payable to Mr. Ajit B. Kulkarni in the event of inadequate profit/no profit;

**RESOLVED FURTHER THAT** if any remuneration paid/payable or benefits provided/to be provided to Mr. Ajit B. Kulkarni, Chairman & Managing Director of the Company, is assessed to be excess in terms of Section 197 and Schedule V of the Companies Act, 2013, for any financial years comprised in the tenure of his re-appointment, the Company shall, subject to the approval of the Government of India in terms of Section 200 of the Companies Act, 2013 read with Rule 6 to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, not recover such excess remuneration/benefits from Mr. Ajit B. Kulkarni and that excess remuneration paid, if any, shall be held by him in trust for the Company until such time that the approval of the Central Government is received by the Company;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized and empowered to vary, alter, increase, enhance, widen or make improvements to the scope and terms of remuneration and perquisites as may become permissible under and by any amendments to Schedule V of the Act or the Act itself or by way of any Government approvals, guidelines, circulars, notifications or instructions so that no further approval of members of the Company is required so long as the remuneration of Mr. Ajit B. Kulkarni is not in excess of Rs. 3,25,00,000/- per year or such other amount as the Central Government/relevant authority may approve;

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

## 2. Reappointment of Mr. Ravi A. Kulkarni as Whole Time Director for 2 Years

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V thereof and subject to approval Central Government (if required) and such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the appointment of Mr. Ravi A. Kulkarni (DIN - 00948406) as Whole Time Director of the Company for a period of 2 (two) years with effect from 1st April, 2016 to 31st March, 2018 on such terms and conditions including remuneration as set out in the Statement annexed to the Notice which inter alia contains the following:

|   |                            |  |
|---|----------------------------|--|
| 1 | Basic Salary               | Rs. 2,00,000 p.m.  |
| 2 | HRA                        | Rs. 1,00,000 p.m.  |
| 3 | Management Allowance       | Rs. 1,90,180 p.m.  |
| 4 | Perquisites and Allowances | Medical reimbursement, leave travel concession for self and family including dependents, club fees, provision of car with chauffer, medical insurance and such other perquisites and allowances, as may be decided by the Board of Directors.  |
| 5 | Other Benefits             | Earned / privilege leave, encashment of leave, Company's contribution to provident fund and superannuation fund and gratuity as per the applicable rules of the Company. Expenses incurred for travelling, boarding and lodging during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites. |

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be the minimum remuneration payable to Mr. Ravi A. Kulkarni in the event of inadequate profit/no profit;

**RESOLVED FURTHER THAT** if any remuneration paid/payable or benefits provided/to be provided to Mr. Ravi A. Kulkarni, Whole Time Director of the Company, is assessed to be excess in terms of Section 197 and Schedule V of the Companies Act, 2013, for any financial years comprised in the tenure of his re-appointment, the Company shall, subject to the approval of the Government of India in terms of Section 200 of the Companies Act, 2013 read with Rule 6 to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, not recover such excess remuneration/benefits from Mr. Ravi A. Kulkarni and that excess remuneration paid, if any, shall be held by him in trust for the Company until such time that the approval of the Central Government is received by the Company;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized and empowered to vary, alter, increase, enhance, widen or make improvements to the scope and terms of remuneration and perquisites as may become permissible under and by any amendments to Schedule V of the Act or the Act itself or by way of any Government approvals, guidelines, circulars, notifications or instructions so that no further approval of members of the Company is required so long as the remuneration of Mr. Ravi A. Kulkarni is not in excess of Rs. 60,00,000/- per year or such other amount as the Central Government/relevant authority may approve;

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

## 3. Reappointment of Mr. Sharad P. Deshpande as Whole Time Director for 2 Years

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and subject to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments, modifications or re-enactments thereof for the time being in force) read with Schedule V thereof and subject to approval Central Government (if required) and such other approvals as may be required in this regard, the consent of the members be and is hereby accorded to the appointment of Mr. Sharad P. Deshpande (DIN - 06507698) as the Whole Time Director of the Company for a period of 2 (two) years with effect from 1st April, 2016 to 31st March, 2018 on such terms and conditions including remuneration perquisites as set out in the Statement annexed to the Notice which inter alia contains the following:

|   |                            |   |
|---|----------------------------|---|
| 1 | Basic Salary               | Rs. 2,50,000 p.m.   |
| 2 | HRA                        | Rs. 1,25,000 p.m.   |
| 3 | Management Allowance       | Rs. 83,333 p.m.   |
| 4 | Perquisites and Allowances | Medical reimbursement, leave travel concession for self and family including dependents, medical insurance and such other perquisites and allowances, as may be decided by the Board of Directors.                          |
| 5 | Other Benefits             | Earned / Privilege leave and encashment of leave. Expenses incurred for travelling, boarding and lodging during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites. |

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be the minimum remuneration payable to Mr. Sharad P. Deshpande in the event of inadequate profit/no profit;

**RESOLVED FURTHER THAT** if any remuneration paid/payable or benefits provided/to be provided to Mr. Sharad P. Deshpande, Whole Time Director of the Company, is assessed to be excess in terms of Section 197 and Schedule V of the Companies Act, 2013, for any financial years comprised in the tenure of his re-appointment, the Company shall, subject to the approval of the Government of India in terms of Section 200 of the Companies Act, 2013 read with Rule 6 to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, not recover such excess remuneration/benefits from Mr. Sharad P. Deshpande and that excess remuneration paid, if any, shall be held by him in trust for the Company until such time that the approval of the Central Government is received by the Company;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized and empowered to vary, alter, increase, enhance, widen or make improvements to the scope and terms of remuneration and perquisites as may become permissible under and by any amendments to Schedule V of the Act or the Act itself or by way of any Government approvals, guidelines, circulars, notifications or instructions so that no further approval of members of the Company is required so long as the remuneration of Mr. Sharad P. Deshpande is not in excess of Rs. 60,00,000/- per year or such other amount as the Central Government/relevant authority may approve;

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

**Registered Office**

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

**CIN: L45200MH1995PLC090760**

Date : 13th December, 2016

Place : Mumbai

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

**Rajesh Hegde  
Company Secretary & Head-Legal**

**Notes:**

1. The Statement for the proposed Resolutions under Item No. 1, 2 & 3 pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act, setting out material facts is annexed herewith.
2. Mr. Haresh M. Malusare, Practicing Company Secretary (CP No. 12864) has been appointed by the Board of Directors as "the Scrutinizer" for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on the close of 24th February, 2017. The notice will also be placed on the website of the Company ([www.pratibhagroup.com](http://www.pratibhagroup.com)) and such notice will remain on the website until the last day of receipt of postal ballots from the Members.
4. The cut-off date for reckoning the voting rights for casting votes in the postal ballot process shall be Friday, 24th February, 2017 i.e. voting rights of shareholders will be reckoned as per their respective shareholding in the Company as on the close of Friday, 24th February, 2017.
5. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice before exercising their vote. Shareholders exercising their voting rights through Postal Ballot Form shall return the completed form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5.00 p.m. on Sunday, 2nd April, 2017, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.
6. Members who have registered their email IDs for receipt of documents in electronic mode under the green initiative of the Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/courier service along with Postal Ballot Form. Members have the option to vote either through e-voting or through Postal Ballot Form. Members who received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link provided in email or [www.pratibhagroup.com](http://www.pratibhagroup.com) or seek duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company.
7. Relevant documents referred to in the Notice and the accompanying Statement are kept open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days during business hours upto the date of the conclusion of voting.



8. 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.
9. 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 Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-Voting in order to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-Voting is optional.
10. Kindly note that the shareholders can opt only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If members are opting for e-voting, then need not vote by Physical Ballot or vice versa. However, in case shareholders cast their vote by Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.

#### 11. Voting Through E-Voting

The process and manner for remote e-voting are as under:

- (a) The e-voting period begins on Saturday, 4th March, 2017 (9:00 a.m.) and ends on Sunday, 2nd April, 2017 (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 24th February, 2017, may cast their vote by e-voting. The 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.
- (b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (c) Click on 'SHAREHOLDERS'.
- (d) 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.
- (e) Next enter the Image Verification as displayed and Click on 'LOGIN'.
- (f) 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.
- (g) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| <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)<br><br>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.         |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b>               | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company is Records in order to login.<br><br>If both the details are not recorded with the depository or the Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d). |

- (h) After entering these details appropriately, click on 'SUBMIT' tab.
- (i) Members holding shares in physical form will then directly reach '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 also to be used by the demat holders for voting for resolutions of any other company in which they are eligible to vote, provided that such other 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN of 'PRATIBHA INDUSTRIES LIMITED' to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (n) 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.

- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (q) 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.
- (r) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (s) **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.
- (t) 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).

## 12. Voting through Postal Ballot Form

- (a) Shareholders may also vote through Postal Ballot Form enclosed hereto.
  - (b) Shareholders exercising their vote by physical Postal Ballot are requested to carefully read the instructions printed on the reverse of Postal Ballot Form and return the Form duly completed and signed in the enclosed self- addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before 2nd April, 2017 (5.00 p.m.). Please note that all postal ballot forms received after 2nd April, 2017 (5.00 p.m.) will be strictly treated as if the reply from the member has not been received.
  - (c) In case, shares are jointly held, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
  - (d) In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by certified copy of the Board Resolution/ Authority letter together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
  - (e) A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
  - (f) The vote in Postal Ballot cannot be exercised through proxy.
13. The Scrutinizer’s decision on the validity or otherwise of the Postal Ballot / e-voting will be final.
14. The Results of e-voting and Postal Ballot shall be aggregated and declared on or before Tuesday, 4<sup>th</sup> April, 2017 on the basis of Scrutinizer’s report thereon by the Chairman & Managing Director or by any other Director duly authorised in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.pratibhagroup.com](http://www.pratibhagroup.com) and on the website of CDSL and communicated to the Stock Exchanges.

### **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 Postal Ballot Notice:

### Item No. 1

The Board of Directors of the Company at its meeting held on 13th December, 2016 has, subject to the approval of members and Central Government (if required), re-appointed Mr. Ajit B. Kulkarni as Chairman and Managing Director for a period of 2 (two) years with effect from 1st April, 2016 till 31st March, 2018 at the remuneration recommended by the Nomination and Remuneration Committee of the Board. Nomination and Remuneration Committee had at its meeting held on 13th December, 2016 recommended the appointment of Mr. Ajit B. Kulkarni as aforesaid as per Nomination and Remuneration Policy of the Company.

It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mr. Ajit B. Kulkarni as Chairman and 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 Chairman and Managing Director are as under:

#### The material terms of appointment and remuneration are as follows:

##### Period of appointment:

Two years with effect from 1st April, 2016 and ending 31st March, 2018.

##### Remuneration:

|   |                            |  |
|---|----------------------------|--|
| 1 | Basic Salary               | Rs. 15,00,000 p.m.   |
| 2 | HRA                        | Rs. 7,50,000 p.m.  |
| 3 | Management Allowance       | Rs. 2,50,000 p.m.  |
| 4 | Perquisites and Allowances | 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 and allowances, as may be decided by the Board of Directors.  |
| 5 | 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 the applicable rules of the Company. Expenses incurred for travelling, boarding 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:

In the event of loss or inadequacy of profits in any year during the tenure of the Mr. Ajit Kulkarni as Chairman and Managing Director of the Company, he shall be paid remuneration as above 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 by Mr. Kulkarni by giving the other party 2 (two) months’ prior notice in writing.
- iv. Mr. Ajit B. Kulkarni fulfils all the conditions set out in Part I of Schedule V to the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his reappointment.

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. The draft agreement to be entered into with Mr. Ajit B. Kulkarni in respect of his appointment as Chairman & Managing Director will be available for inspection at registered office & corporate office for inspection till the conclusion of the voting on all working days between 11.00 a.m. to 1.00 p.m.

Disclosure as required in accordance with Sub-clause (iv) of Second Proviso to Para (B) of Section II, Part II of the Schedule V of the Act is given at the end of this Statement. The disclosures as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of

SS-2 (Secretarial Standard on General Meetings) is also given at the end of this Statement. The Company shall make appropriate disclosures as required under schedule V of the Act in the Corporate Governance Report for the Financial Year 2016-17.

The Board of Directors recommends the passing of Resolution set out under item no. 1 as a Special Resolution.

Mr. Ajit B. Kulkarni being reappointed as Chairman and Managing Director and Mr. Ravi Kulkarni being relative and other relatives holding shares in the Company shall be deemed to be interested in the aforesaid resolution. No other directors or key managerial personal or the relatives are interested in the resolution set out under item No. 1.

#### **Item No. 2**

The Board of Directors of the Company at its meeting held on 13th December, 2016 has, subject to the approval of members, and Central Government (if required), re-appointed Mr. Ravi A. Kulkarni as Whole Time Director for a period of 2 (two) years from 1st April, 2016 till 31st, March, 2018 at the remuneration recommended by the Nomination and Remuneration Committee of the Board. Nomination and Remuneration Committee had at its meeting held on 13th December, 2016 recommended the appointment of Mr. Ravi A. Kulkarni as aforesaid as per Nomination and Remuneration Policy of the Company.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ravi A. 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:

**The material terms of appointment and remuneration are as follows:**

#### **Period of appointment:**

Two years with effect from 1st April, 2016 and ending 31st March, 2018.

#### **Remuneration:**

|   |                            |  |
|---|----------------------------|--|
| 1 | Basic Salary               | Rs. 2,00,000 p.m.  |
| 2 | HRA                        | Rs. 1,00,000 p.m.  |
| 3 | Management Allowance       | Rs. 1,90,180 p.m.  |
| 4 | Perquisites and Allowances | Medical reimbursement, leave travel concession for self and family including dependents, club fees, provision of car with chauffer, medical insurance and such other perquisites and allowances, as may be decided by the Board of Directors.  |
| 5 | Other Benefits             | Earned / Privilege leave, encashment of leave, Company's contribution to provident fund and superannuation fund and gratuity as per the applicable rules of the Company. Expenses incurred for travelling, boarding and lodging during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites. |

#### **Minimum Remuneration:**

In the event of loss or inadequacy of profits in any year during the tenure of the Mr. Ravi Kulkarni as Whole Time Director of the Company, he shall be paid remuneration as above as minimum remuneration.

#### **Sitting Fees:**

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

#### **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 by the Whole Time Director by giving the other party 2 (two) months' prior notice in writing.
- iv. Mr. Ravi A. Kulkarni fulfils 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 reappointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ravi A. Kulkarni under Section 190 of the Act. The draft agreement to be entered into with Mr. Ravi B. Kulkarni in respect of his appointment as Whole Time Director will be available for inspection at registered office & corporate office for inspection till the conclusion of the voting on all working days between 11.00 a.m. to 1.00 p.m.

Disclosure as required in accordance with Sub-clause (iv) of Second Proviso to Para (B) of Section II, Part II of the Schedule V of the Act is given at the end of this Statement. The disclosures as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of



SS-2 (Secretarial Standard on General Meetings) is also given at the end of this Statement. The Company shall make appropriate disclosures as required under schedule V of the Act in the Corporate Governance Report for the Financial Year 2016-17.

The Board of Directors recommends the passing of Resolution set out under item no. 2 as a Special Resolution.

Mr. Ravi A. Kulkarni being reappointed as Whole Time Director and Mr. Ajit B. Kulkarni being relative and other relatives holding shares in the Company shall be deemed to be interested in the aforesaid resolution. No other directors or key managerial personal or the relatives are interested in the resolution set out under item No. 2.

### Item No. 3

The Board of Directors of the Company at its meeting held on 13th December, 2016 has, subject to the approval of members, and the Central Government (if required), re-appointed Mr. Sharad P. Deshpande as Whole Time Director, for a period of 2 (two) years from 1st April, 2016 till 31st March, 2018 at the remuneration recommended by the Nomination and Remuneration Committee of the Board. Nomination and Remuneration Committee had at its meeting held on 13th December, 2016 recommended the appointment of Mr. Sharad P. Deshpande as aforesaid as per Nomination and Remuneration Policy of the Company.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Sharad P. Deshpande 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:

**The material terms of appointment and remuneration are as follows:**

#### Period of appointment:

Two years with effect from 1st April, 2016 and ending 31st March, 2018.

#### Remuneration:

|   |                            |  |
|---|----------------------------|--|
| 1 | Basic Salary               | Rs. 2,50,000 p.m.  |
| 2 | HRA                        | Rs. 1,25,000 p.m.  |
| 3 | Management Allowance       | Rs. 83,333 p.m.  |
| 4 | Perquisites and Allowances | Medical reimbursement, leave travel concession for self and family including dependents, medical insurance and such other perquisites, allowances, as may be decided by the Board of Directors.                          |
| 5 | Other Benefits             | Earned / Privilege leave, encashment of leave. Expenses incurred for travelling, boarding and lodging during business trips, medical expenses shall be reimbursed at actuals and shall not be considered as perquisites. |

#### Minimum Remuneration:

In the event of loss or inadequacy of profits in any year during the tenure of the Mr. Sharad P. Deshpande as Whole Time Director of the Company, he shall be paid remuneration as above as minimum remuneration.

#### Sitting Fees:

Mr. Sharad P. Deshpande shall not receive any sitting fees for attending meetings of Board or any Committee thereof.

#### Others:

- 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.
- The Whole Time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- The office of the Whole Time Director may be terminated by the Company or by Whole Time Director by giving the other party 2 (two) months' prior notice in writing.
- Mr. Sharad P. Deshpande fulfils all the conditions set out in part 1 of 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 reappointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Sharad P. Deshpande under Section 190 of the Act. The draft agreement to be entered into with Mr. Sharad P. Deshpande in respect of his appointment as Whole Time Director will be available for inspection at registered office & corporate office for inspection till the conclusion of the voting on all working days between 11.00 a.m. to 1.00 p.m.

Disclosure as required in accordance with Sub-clause (iv) of Second Proviso to Para (B) of Section II, Part II of the Schedule V of the Act is given at the end of this Statement. The disclosures as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2 (Secretarial Standard on General Meetings) is also given at the end of this Statement. The Company shall make appropriate disclosures as required under schedule V of the Act in the Corporate Governance Report for the Financial Year 2016-17.



The Board of Directors recommends the passing of Resolution set out under item no. 3 as a Special Resolution.

Mr. Sharad P. Deshpande being reappointed as Whole Time Director shall be deemed to be interested in the aforesaid resolution. No other directors or key managerial personal or the relatives are interested in the resolution set out under item No. 3.

**Registered Office**  
Shrikant Chambers,  
5th 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**

**Rajesh Hegde  
Company Secretary & Head-Legal**

Date : 13th December, 2016

Place : Mumbai

**Disclosures required in accordance with Sub-Clause (iv) of Second Proviso to Para (B) of Section II, Part II of the Schedule V of the Companies Act, 2013:**

| GENERAL INFORMATION  |   |                   |                   |               |
|--|---|-------------------|-------------------|---------------|
| <b>Nature of Industry</b>  | Engineering, Procurement and Construction Company   |                   |                   |               |
| <b>Date or expected date of commencement of commercial production</b>  | As the Company is not manufacturing Company, the same is not applicable. The Company has been one of the prominent player in the field of infrastructure.   |                   |                   |               |
| <b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b> | Not Applicable  |                   |                   |               |
| <b>Financial Performance based on given indicators</b>   | Financial Year  | 2015-16           | 2014-15           | 2013-14       |
|  | Income (Rs. in Lakhs)   | 2,98,874.72       | 2,42,607.30       | 156,892.05    |
|  | Net Profit (Rs. in Lakhs)   | 5,278.46          | 6,240.91          | 3,652.04      |
| <b>Foreign Investments or Collaborators, if any</b>  | There is no foreign direct investment in the Company or foreign collaboration. Certain projects are being implemented through JV Structure with foreign Companies as JV partners. The company has foreign subsidiaries in Sri Lanka, Singapore and Saudi Arabia, the details of which are available in the Annual Report.   |                   |                   |               |
| INFORMATION ABOUT MR. AJIT B. KULKARNI   |   |                   |                   |               |
| <b>Background Details</b>  | Mr. Ajit B. Kulkarni established the Pratibha Group in 1982. He is the Chairman & Managing Director of the Company. He established Pratibha at a very young age of 24 and has been a Partner / Director of the Firm / Company since inception and is responsible for the overall day-to-day management of the company. Rich experience coupled with hands on experience in overseas markets, has given him an apt ability to foresee sector requirements, well in advance. He has extensive experience in the construction management of various civil engineering projects.  |                   |                   |               |
| <b>Past Remuneration</b>   | Financial Year  | 2015-16           | 2014-15           | 2013-14       |
|  | Total Remuneration  | Rs. 3,00,00,000/- | Rs. 4,80,00,000/- | 3,05,00,000/- |
| <b>Recognition or Awards</b>   | Award by Economic Times for outstanding contribution in infra projects in 2014.   |                   |                   |               |
| <b>Job profile and his suitability</b>   | The Company has envisaged reaping significant benefits from Mr. Ajit B Kulkarni's rich experience and wide knowledge encompassing the entire infrastructure market. In order to face emerging challenges and tap upcoming opportunities, it is deemed necessary to ensure that highly experienced person like Mr. Ajit B. Kulkarni contribute productively to the business of the Company. It is also expected that under the guidance and leadership of Mr. Ajit B. Kulkarni, the Company will be able to recover from the existing financial weakness thereby adequately securing the future growth of the Company.<br><br>Job profile of Mr. Ajit B. Kulkarni includes overall management of the business affairs of the Company under the general supervision and guidance of Board of Directors. |                   |                   |               |

|  |   |                |                |                |
|--|---|----------------|----------------|----------------|
| <b>Remuneration proposed</b>   | The details of remuneration to be paid are contained elsewhere in the Statement annexed to the Notice.  |                |                |                |
| <b>C o m p a r a t i v e remuneration profile with respect to industry, size of the Company, profile of the position and person</b>  | Taking into consideration the size of the Company, the profile of the appointees, their responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.  |                |                |                |
| <b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>   | Mr. Ajit B. Kulkarni is promoter of the Company and his son Mr. Ravi A. Kulkarni is Whole Time Director.  |                |                |                |
| <b>INFORMATION ABOUT MR. RAVI A. KULKARNI</b>  |   |                |                |                |
| <b>Background details</b>  | Mr. Ravi A. Kulkarni is the Whole Time Director of the Company designated as Deputy Managing Director. He is a commerce graduate & PG in Management. He has more than 5 years of experience in planning, project development, execution (including financing) and development of mega projects. He is presently responsible for planning & execution of projects, finance, team building and Liaising with Business Partners and Clients, both in India & abroad. Going by his experience & knowledge, he is suitable for the role. |                |                |                |
| <b>Past remuneration</b>   | <b>Financial Year</b>   | <b>2015-16</b> | <b>2014-15</b> | <b>2013-14</b> |
|  | <b>Total Remuneration</b>   | Rs.50,42,280/- | Rs.42,00,000/- | Rs.42,00,000/- |
| <b>Recognition or awards</b>   | Award for greatest corporate leader & Young Achiever of the year by indiasgreatest.com in the Year of 2015.   |                |                |                |
| <b>Job profile and his suitability</b>   | The job profile of Mr. Ravi A. Kulkarni would be planning & execution of Projects, finance, team building and Liaising with Business partners and Clients, both in India & abroad.  |                |                |                |
| <b>Remuneration proposed</b>   | The details of Remuneration to be paid are contained elsewhere in the Statement annexed to the Notice.  |                |                |                |
| <b>C o m p a r a t i v e remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the county of his origin)</b> | Taking into consideration the size of the Company, the profile of the appointees, their responsibilities, the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.   |                |                |                |
| <b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>   | Mr. Ravi A. Kulkarni is member of promoter group of the Company and son of Mr. Ajit B. Kulkarni, Chairman & Managing Director.  |                |                |                |
| <b>INFORMATION ABOUT MR. SHARAD P. DESHPANDE</b>   |   |                |                |                |
| <b>Background details</b>  | Mr. Sharad P. Deshpande is the Whole Time Director of the Company. He is a civil engineer from Shivaji University and holds responsibility for complete site productivity, execution and monitoring of various sites. He has been associated with the top management of the Group for more than 20 years and is managing planning & execution of Projects and liaising with Business Partners and Clients.  |                |                |                |
| <b>Past remuneration</b>   | <b>Financial Year</b>   | <b>2015-16</b> | <b>2014-15</b> | <b>2013-14</b> |
|  | <b>Total Remuneration</b>   | Rs.54,99,996/- | Rs.54,99,996/- | Rs.54,99,996/- |
| <b>Recognition or awards</b>   | Mr. Deshpande has been recognised and awarded by the Company for achieving various project milestones in timely manner. He joined the Company in 1994 as Project In-Charge and in view of his excellent performance record, he was promoted from time to time and now he is Whole Time Director of the Company.   |                |                |                |
| <b>Job profile and his suitability</b>   | Job profile of Mr. Sharad P. Deshpande includes managing, planning & execution of Projects and liaising with Business partners and Clients with his experience & knowledge, he is suitable for the role.  |                |                |                |

|  |   |
|--|---|
| <b>R e m u n e r a t i o n proposed</b>  | The details of Remuneration to be paid are contained elsewhere in the Statement annexed to the Notice.  |
| <b>C o m p a r a t i v e remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the county of his origin)</b> | Taking into consideration the size of the Company, the profile of the appointees, their responsibilities, the industry bench marks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.   |
| <b>Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.</b>   | Mr. Sharad P. Deshpande is not related to any managerial personnel or directors of the Company.   |
| <b>OTHER INFORMATION</b>   |   |
| <b>Reasons of loss or inadequate profits</b>   | Slowdown of infrastructure industry, high finance cost and mismatch in cash flow caused the losses (inadequate profit) in the Company.  |
| <b>Steps taken or proposed to be taken for improvement</b>   | <p>The Company has adequately prepared itself to tackle the volatility in the global and Indian economy, which seems set to create significant challenges for business in general in the coming years.</p> <p>India's long-term growth potential is vast and the multifarious opportunities within the infrastructure industry augur well for the long-term growth potential of the industry of which Company remains integral participant.</p> <p>The Company has taken the following steps to improve financial performance:</p> <ol style="list-style-type: none"> <li>1. Rationalizing manpower and administrative costs across all sites</li> <li>2. Consequent to invocation of Strategic Debt Restructuring, the Financial costs are being rationalised in anticipation of strategic / financial investors</li> <li>3. New tenders for infra projects are being submitted with adequate profit margin to ensure healthy order book.</li> </ol> |
| <b>Expected increase in productivity and profits in measurable terms</b>   | In view of a stable and decisive government at the Centre, the management is of the view that prevailing government will invest more in the infrastructure of the Company and that would benefit the Company as well.   |

**Additional Disclosures required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard 1.2.5 of SS-2 (Secretarial Standard on General Meetings) are given hereunder:**

| Particulars   | Names of the Directors   |   |   |
|---|--|---|---|
|   | Mr. Ajit B. Kulkarni   | Mr. Ravi A. Kulkarni                                      | Mr. Sharad P. Deshpande                                   |
| DIN   | 00220578   | 00948406  | 06507698  |
| Age   | 59 Years   | 35 Years  | 66 Years  |
| Qualification(s)                                      | Undergraduate  | B.Com & PG in Management                                  | Civil Engineer from Shivaji University                    |
| Terms and conditions of appointment or re-appointment | The details are indicated in Statement to Resolution No.1  | The details are indicated in Statement to Resolution No.2 | The details are indicated in Statement to Resolution No.3 |
| Details of remuneration sought to be paid             | The details are indicated in Resolution No.1   | The details are indicated in Resolution No.2              | The details are indicated in Resolution No.3              |
| Date of first appointment on the Board                | 04/08/2005   | 26/10/2012  | 25/02/2013  |
| Shareholding in the Company                           | 3,04,13,804 Equity Shares of Rs. 2/- each (13.51%); and 98,17,750 Equity Shares of Rs. 2/-each (4.36%) as a karta of Ajit Bhagwan Kulkarni (HUF) | 10,00,000 Equity Shares of Rs. 2/- each (0.44%)           | NIL   |

|  |   |   |   |
|--|---|---|---|
| Relationship with other Directors and Key Managerial Personnel                                 | Father of Mr. Ravi A. Kulkarni, Whole Time Director   | Son of Mr. Ajit B. Kulkarni, Chairman & Managing Director   | None  |
| The number of Meetings of the Board attended during the Financial Year 2015-16.                | 2 of 4  | 2 of 4  | 4 of 4  |
| Other Directorships (Excluding Pratibha Industries Limited )                                   | 1) Pratibha Heavy Engineering Ltd,<br>2) Pratibha Membrane Filtering Systems Pvt Ltd,<br>3) Mukangan Developers Pvt Ltd,<br>4) Prime Infrapark Pvt Ltd ,<br>5) Pratibha Shareholding Pvt Ltd. | 1) Pratibha Heavy Engineering Ltd,<br>2) Mukangan Developers Pvt Ltd,<br>3) Ping Digital Media Pvt Ltd. | 1) Bhopal Sanchi Highways Pvt Ltd,<br>2) Prime Infrapark Pvt Ltd. |
| Membership/ Chairmanship of Committees of other Boards (Excluding Pratibha Industries Limited) | Prime Infrapark Pvt Ltd - Audit Committee (member) & Nomination and Remuneration Committee (member)   | None  | None  |