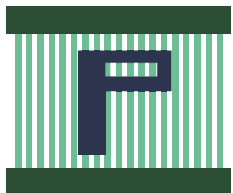


19th Annual Report 2014



PRATIBHA INDUSTRIES LIMITED

Delhi Metro Rail Corporation Project





Left to Right :

Sitting : Mr. Ravi A. Kulkarni, Mrs. Usha B. Kulkarni, Mr. Ajit B. Kulkarni, Mr. Sharad P. Deshpande.

Standing : Dr. S. L. Dhingra, Mr. Awinash Arondekar, Mr. V. Sivakumaran, Mr. Vilas B. Parulekar, Mr. Shrikant T. Gadre

Board of Directors

Mrs. Usha B. Kulkarni
Chairperson

Mr. Ajit B. Kulkarni
Managing Director

Mr. Ravi A. Kulkarni
Whole Time Director

Mr. Sharad P. Deshpande
Whole Time Director

Mr. Awinash M. Arondekar
Independent Director

Mr. Shrikant T. Gadre
Independent Director

Dr. S. L. Dhingra
Independent Director

Mr. V. Sivakumaran
Independent Director

Mr. Vilas B. Parulekar
Independent Director

Chief Executive Officer
Mr. Yogen Lal

Company Secretary
Mr. Pankaj S. Chourasia

Bankers To the Company

Bank of Baroda
Allahabad Bank
Axis Bank Limited
Bank of India
Canara Bank
Central Bank of India
ICICI Bank Limited
Indian Overseas Bank
Punjab National Bank
State Bank of India
Union Bank of India

Statutory Auditors
Jayesh Sanghrajka & Co.,
Chartered Accountants

Internal Auditors
Chokshi & Chokshi
Chartered Accountants

Registered Office

Shrikant Chambers, Phase - II,
Next to R. K. Studio, Sion Trombay Road,
Chembur, Mumbai - 400 071
(E) investors.relations@pratibhagroup.com
Website: www.pratibhagroup.com

Corporate Office

14th Floor, Universal Majestic,
P. L. Lokhande Marg, Off. Ghatkopar Mankhurd
Link Road, Behind RBK International School,
Govandi (W), Mumbai - 400 043.
Tel: 91 - 22 - 3955 9999
Fax: 91 - 22 - 3955 9900

Registrars and Transfer Agents

Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound, L.B.S.
Marg, Bhandup (W), Mumbai - 400 078
Tel No. 91 - 22 - 2596 3838
Fax: 91 - 22 - 2594 6969
Website: www.linkintime.co.in
E-Mail: rnt.helpdesk@linkintime.co.in

19th ANNUAL GENERAL MEETING

On 30th September, 2014 at 3.00 p.m.
The Bombay Presidency Golf Club Ltd.
Dr. C.G. Road. Chembur,
Mumbai - 400 071

Corporate Social Responsibility (CSR)

We, Pratibha, firmly believe in contributing actively to the social and economic development of the less privileged communities in which we socialize and have adopted approach beyond profit and look out for the overall development of society. Our main focus areas are healthcare, education, sustainable livelihood, infrastructure and espousing social causes.

We through our endeavor, however small they are, tries to empower communities to deal with health, civic amenities and education issues and also educate our employees/associates to ensure their own safety and be responsible civil society member by spreading awareness.

We, through Pratibha Foundation, directly or indirectly take up programs that benefit the communities in & around its business operation and project sites to enhance the quality of life & economic well-being of the local community and generate community goodwill for Pratibha and help reinforce a positive & socially responsible image of Pratibha.

We believe that every individual Indian should be free from hunger, malnutrition and should have basic facilities and be entitled to affordable sanitation, healthcare facilities, education and requisite opportunities by creating an enabling environment to reduce social and economic disparity.



Towards this larger common social goal, the Government has also taken commendable initiative whereby Corporate sector has to necessarily be part of Social Responsibility which will substantially enhance awareness and spending for social and charitable cause and related activities. Further, the Government has also suggested focused areas, which will have great multiplier effect in bringing out much greater sustenance and improvement of healthy ecosystems and the fostering of social inclusiveness and equity.

Drawing Competition For Children



Free Medical Checkup



Five Years at a Glance (Consolidated)

(₹ in Millions)

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Total Income	23,204.16	21,821.51	16,894.19	12,734.22	10,134.33
Operating Expenses	19,801.87	18,733.99	14,465.47	10,960.61	8,705.24
Operating Profit	3,402.28	3,087.52	2,428.72	1,773.61	1,429.09
Finance Charges	2,574.94	1,582.95	960.69	635.55	522.35
Depreciation	445.39	309.98	227.89	170.17	140.43
Profit before Tax	381.95	1,194.60	1,106.09	967.89	766.31
Provision for Tax	228.06	367.65	295.06	253.59	201.21
Profit after Tax	153.89	826.95	811.03	714.30	565.10
What we owned					
Fixed Assets					
Gross Block	12,457.41	9,568.61	5,461.23	3,585.58	3,169.00
Less : Depreciation	1,345.51	908.00	615.55	427.17	278.43
Net Block	11,111.90	8,660.60	4,845.68	3,158.41	2,890.57
Capital Work in Progress	619.25	303.71	2,766.26	544.85	113.66
Investments	3.22	3.22	29.68	1.43	51.43
Working Capital	6,528.74	10,107.85	7,235.43	5,701.72	4,176.18
Miscellaneous Expenditure	-	-	-	0.67	0.87
Total	18,263.11	19,075.38	14,877.06	9,407.08	7,232.71
What we owed					
Secured Loans	10,790.57	11,675.45	7,026.67	3,270.38	3,047.78
Unsecured Loans	579.23	733.64	2,034.55	1,118.03	1,300.09
Deferred Tax Liability	431.89	335.11	240.67	183.96	131.10
Total	11,801.69	12,744.20	9,301.89	4,572.37	4,478.97
Networth					
Share Capital	202.11	202.11	348.85	348.85	166.85
Reserves & Surplus	6,259.31	6,129.07	5,226.32	4,485.86	2,586.89
Total	6,461.42	6,331.18	5,575.17	4,834.71	2,753.74
EPS	1.52	8.20	8.15	7.90	33.87
Dividend per Share	0.20	0.60	0.60	0.60	3.00
Book Value per Share	63.94	62.65	56.07	48.62	165.04
Debt Equity Ratio	1.76	1.96	1.47	0.77	1.58

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Notice

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of Pratibha Industries Limited will be held on Tuesday, September 30, 2014 at 3.00 p.m. at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Mrs. Usha B. Kulkarni (DIN: 002520331), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment;
4. **Appointment of Auditors**

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

"RESOLVED THAT pursuant to the provisions of Section 139 and any other applicable provisions of the Companies Act, 2013 and the rules frame thereunder, as amended from time to time, M/s. Jayesh Sanghrajka & Co., Chartered Accountants, Mumbai (firm Registration No. 104184W) be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESSES

5. **To appoint Mr. Awinash Arondekar as an Independent Director**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Awinash Arondekar (DIN: 00025527), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing

his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years effective from the date of this Annual General Meeting."

6. **To appoint Mr. Shrikant T. Gadre as an Independent Director**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shrikant T. Gadre (DIN: 00025584), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years effective from the date of this Annual General Meeting."

7. **To appoint Dr. Sunder Lall Dhingra as an Independent Director**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Sunder Lall Dhingra (DIN: 02841602), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years effective from the date of this Annual General Meeting."

8. **To appoint Mr. Vaidyanathan Sivakumaran as an Independent Director**

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 149, 152 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vaidyanathan Sivakumaran (DIN: 00552059), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years effective from the date of this Annual General Meeting."

9. To appoint Mr. Vilas B. Parulekar as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vilas B. Parulekar (DIN: 01259349), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby

appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years effective from the date of this Annual General Meeting."

10. Reclassification of Authorized Share Capital

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 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, existing 16,31,000 Compulsorily Convertible Participatory Preference Shares (CCPPS) of ₹92/- (Rupees Ninety Two Only) each aggregating ₹15,00,52,000/- (Rupees Fifteen Crores Fifty Two Thousand Only) forming part of the Authorized Share Capital of the Company be and are hereby reclassified as 7,50,26,000 equity shares of ₹2/- (Rupees Two Only) each so that the Authorized Share Capital of the Company shall be ₹40,00,52,000/- (Forty Crores Twenty Thousand) divided into 20,00,26,000 Equity Shares of ₹2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted in the following manner:

"The Authorized Share Capital of the Company is ₹40,00,52,000 (Rupees Forty Crores Fifty Two Thousand only) divided into 20,00,26,000 (Twenty Crores Twenty Six Thousand) equity shares of ₹2 (Rupees Two) each.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do such other acts and deeds as may be necessary for giving 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 : 14th August, 2014
Place : Mumbai

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

**Pankaj S. Chourasia
Company Secretary**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of the Board Resolution / Power of Attorney authorizing their representatives to attend and vote on their behalf at the meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
8. (a) The Company has notified closure of Register of Members and Share Transfer Books from Thursday, September 25, 2014, to Tuesday, September 30, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
- (b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched on or after October 1, 2014, to those members whose names shall appear on the Company's Register of Members on September 24, 2014, and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts shall be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. Pursuant to Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH - 13, which can be obtained from the Company's Registrar and Transfer Agent.
11. Non-Resident Indian Members are requested to inform RTA, immediately of:
- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Members who have not registered their e-mail addresses so far are requested to register/update their e-mail address, to the Company/Depository Participants, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.



13. E-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote at the Nineteenth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Services Limited. E-voting is optional.

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

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 Event Number) of Pratibha Industries Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens. Voting period commences on September 24, 2014, at 10.00 a.m. onwards and ends on September 26, 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.

14. For members who wish to vote using Ballot Form

Pursuant to Clause 35 of the Listing Agreement with the stock exchanges, members may fill in the Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutiniser, Mr. Dinesh Kumar Deora, Practising Company Secretary, C/o. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078, so as to reach by 6.00 p.m. on or before September 26, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5 TO 9

Mr. Awinash Arondekar and Mr. Shrikant T. Gadre are on the Board of the Company as a Non-Executive Independent Director since 12th September 2005 and Dr. S. L. Dhingra, Mr. V. Sivakumaran and Mr. Vilas B. Parulekar are on the Board of the Company as Non-Executive Independent Director since 24th September, 2009.

Pursuant to provisions of Section 149 of the Companies Act, 2013 and rules made thereunder, every listed Company is required to have atleast one third of the total number of directors as Independent Directors if the Chairman is non executive and one half if the chairman is Executive and shall also not liable to retire by rotation with commencement of Companies Act, 2013, i.e. 1st April, 2014.

Pursuant to provisions of Section 149 of the Companies Act, 2013, and as per revised Clause 49 of the Listing Agreement (to be effective from 1st October, 2014), Re-appointment of all above directors for a further period

of five years commencing from 1st October, 2014 shall be made subject to approval of Shareholders by way of passing of Special Resolution.

Pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Awinash Arondekar, Mr. Shrikant T. Gadre, Dr. S. L. Dhingra, Mr. V. Sivakumaran and Mr. Vilas B. Parulekar, being eligible and offering themselves for appointment. Your Directors recommends to appoint all Independent Directors for a period of 5 (five) years effective from the date of this AGM. A notice proposing their candidatures under Section 160 of the Act, has been received from a member of the Company.

In the opinion of the Board, Independent Directors fulfils the conditions specified in the Act and rules made thereunder for their appointment as an Independent Director of the Company.

Copy of the draft letter for appointment of Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Mr. Awinash Arondekar, Mr. Shrikant T. Gadre, Dr. S. L. Dhingra, Mr. V. Sivakumaran and Mr. Vilas B. Parulekar are interested / concern in relation to respective resolution pertaining to his appointment.

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 Resolutions set out at Item No. 5 to 9 of the Notice for approval by the shareholders.

ITEM NO. 10

At present authorized share capital of the Company is ₹40,00,52,000 (Rupees Forty Crores Fifty Two Thousand only) divided into 12,50,00,000 (Twelve Crores Fifty Thousand) equity shares of ₹2 (Rupees Two) each and 16,31,000 (Sixteen Lakh Thirty One Thousand) Compulsorily Convertible Participatory Preference Shares (CCPPS) of ₹92/- (Rupees Ninety Two Only) each aggregating ₹15,00,52,000/- (Rupees Fifteen Crores Fifty Two Thousand Only) and paid up capital is ₹20,21,10,784 divided into 10,10,55,392 equity shares of ₹2 each.

As you are aware, the Company is contemplating further issue of shares through QIP, private placement etc. to the extent of ₹250 crores by way of issue of equity shares. Accordingly, your Directors proposed to reclassify existing 16,31,000 Compulsorily Convertible Participatory Preference Shares (CCPPS) of ₹92 each into additional 7,50,26,000 equity shares of ₹2 each to accommodate the further issue of shares through QIP etc.. The overall authorized share capital of the Company will remain unchanged at ₹40,00,52,000.

After reclassification of existing Compulsorily Convertible Participatory Preference Shares (CCPPS) into Equity Shares, the Authorised Share Capital of the Company shall be ₹40,00,52,000 (Rupees Forty Crores Fifty Two Thousand only) divided into 20,00,26,000 (Twenty Crores Twenty Six Thousand) equity shares of ₹2 (Rupees Two) each.

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

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Registered Office:

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

Date : 14th August, 2014
Place : Mumbai

By the Order of the Board of Directors

For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary

Directors' Report

To,
The Members
Pratibha Industries Limited

Your Directors have great pleasure in presenting the 19th Annual Report together with the Statement of Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2014, is summarised below:

(₹ in Lakh)

Particulars	Consolidated	
	31.03.2014	31.03.2013
Income	2,32,041.57	2,18,215.10
EBIDTA	34,022.83	30,875.18
Less : Interest & Finance Charges	25,749.40	15,829.47
Less : Depreciation & Amortisation	4,453.93	3,099.75
Profit Before Tax	3,819.50	11,945.96
Provision for Tax	2,280.57	3,676.45
Profit After Tax (PAT)	1,538.93	8,269.51
APPROPRIATIONS		
Proposed Dividend On Equity Shares	202.11	606.33
Tax on Dividend	34.35	103.05
Transfer to General Reserve	366.00	953.00
Balance Carried to the Balance Sheet	936.47	6,607.13
Earning Per Share (in ₹)		
Basic	1.52	8.20
Diluted	1.52	8.20

PERFORMANCE REVIEW

As you are aware that the overall infrastructure industry in India is passing through a very difficult phase and many infrastructure players are finding difficult to survive in the testing time, you may be aware that many big names, in this field, have taken distress steps to keep themselves floating in the challenging scenario which include resorting to Corporate Debt Restructuring (CDR) mechanism, substantial reduction in operations etc. Your Company is no exception to this harsh time and evenly facing tough condition. Your Company has employed continued and dedicated measures to keep operations floated coupled with cost cutting measures to survive the testing time without resorting to distressed measures such as CDR or curtailing operations etc.

During the year, the consolidated turnover of your Company has gone up to ₹ 2,320.41 crores as compared to ₹ 2,182.15 crores in the previous financial year. However, net profit shrunk to ₹ 15.39 crores as compared to ₹ 82.70 crores due to rising commodity prices and higher borrowing cost. However, despite of competition and sluggish market conditions, your Company was awarded new orders of ₹ 4,331 crores during the year which shall minimize strain on profitability of the Company in years to come.

The Company has stepped up its efforts to get some international projects which will improve the profitability and cash flows of the Company and rationalizes its geographical reach and risks.

Your Directors expect improvement in the performance of the Company in the current year due to slew of measures adopted by the Company coupled with new orders received.

DIVIDEND

Due to pressure on profitability and tight liquidity position, your directors recommended dividend of ₹0.20 i.e. 10% per equity share of ₹2/- each. The dividend distribution will result in a cash outgo of ₹236.46 Lakh (including Dividend Distribution Tax of ₹34.35 Lakh).

TRANSFER TO GENERAL RESERVE

Your directors propose to transfer a sum of ₹ 366.00 Lakh to the General Reserve account.

FIXED DEPOSITS

The Company has invited and accepted the fixed deposits from public and shareholders during the year and has complied with all the regulatory requirements. As on 31st March, 2014 fixed deposits from the public and shareholders stood at ₹41.82 crores out of which ₹8,70,000 remained unclaimed. At the end of the year, there were no overdue deposits.

DIRECTORS

During the year, Promoters of the Company have restructured shareholding in the Company and other business owned by the Promoters. Pursuant to amicable and friendly settlement, Mr. Vinayak B. Kulkarni had resigned with effect from 30th April, 2013, as the Director and Whole time director of the Company. The Board

expresses its sincere gratitude towards the guidance and services extended by Mr. Vinayak B. Kulkarni during his tenure with the Company and Mr. Vinayak B. Kulkarni shall not be reckoned as promoter of the Company.

At the ensuing AGM, Mrs. Usha B. Kulkarni is liable to retire by rotation. She is eligible for reappointment and expressed her willingness to be reappointed.

As per provisions of Section 149 (6) of the Companies Act, 2013, all the independent directors are required to be appointed at a general meeting of the Company within a period of one year of the commencement of the Act i.e. 1st April, 2014. Accordingly, Mr. Awinash M. Arondekar, Mr. Shrikant T. Gadre, Dr. Sunder Lall Dhingra, Mr. V. Sivakumaran and Mr. Vilas B. Parulekar are recommended for appointment for a period of five years as per the provisions of the newly enacted Companies Act, 2013.

The Company has received declarations from all the Independent Directors of the Company confirming that they their compliance with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

The information on the particulars of Directors seeking re-appointment as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges have been given under Corporate Governance section of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

SUBSIDIARIES

The Company has four subsidiaries out of which one is overseas subsidiary. The Indian subsidiaries are 1. Prime Infrapark Private Limited, 2. Bhopal Sanchi Highways Private Limited, 3. Mukangan Developers Private Limited and one overseas subsidiary is Pratibha Holding (Singapore) Pte Limited and one step down overseas subsidiary is Pratibha Infra Lanka (Private) Limited.

As per Section 212 of the Companies Act, 1956, the Company is required to attach the Directors' Report,



Balance Sheet and Profit and Loss Account of subsidiaries. In accordance with the general circular No. 2/2011 dated 8th February, 2011, has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statement in the Annual Report. Accordingly, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Accounting Standard AS-21 on Consolidated Financial Statements read with Accounting Standard AS-27 on reporting of interest in Joint Ventures and AS-23 on accounting for Investments in Joint Ventures, your Directors provide the audited Consolidated Financial Statements in the Annual Report.

AUDITORS AND AUDITORS' REPORT

M/s. Jayesh Sanghrajka & Co., Chartered Accountants, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and being eligible for re-appointment.

The Company has received confirmation from them to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013, and also that they are not disqualified for such re-appointment within the meaning of Section 141 of the said Act. The Auditors has also submitted peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, New Delhi as required under the listing agreement.

The Notes on Accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments under section 217 (3) of the Companies Act, 1956.

Your Company has re-appointed Chokshi & Chokshi as Internal Auditors of the Company for the financial year 2014-15.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 217 (1) (e) of the Act read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is not applicable to the Company as the Company is engaged in the infrastructure development. During the year under review, the Company has not undertaken any manufacturing activities and also discontinued the manufacturing division, thus no revenue generated from Saw Pipes division.

The particulars relating to expenditure and earnings in foreign currency are furnished in Note No. 36 to Notes to Accounts.

PERSONNEL

In accordance with the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, the names and other particulars of employees are set out in the Annexure to the Directors' Report. However, as per the provisions of Section 219 (1) (b) (v) of the Companies Act, 1956, the Annual Report is being sent to all the shareholders of the Company excluding the aforesaid information. Any shareholder interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Clause 49 of the Listing Agreement with the stock exchanges, a separate section on Corporate Governance and Management Discussion and Analysis Reports forms part of the Annual Report.

A certificate from the Statutory Auditors of the Company confirming the compliance of conditions of corporate governance under Clause 49 of the Listing Agreement is also attached to this Report.

PLEDGE OF SHARES

None of the equity shares of the directors of the Company are pledge with any banks, financial institutions.

TRANSFER OF UNPAID / UNCLAIMED DIVIDEND

Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, unpaid dividend amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on respective due dates, to the Investor Education and Protection Fund.

EMPLOYEE RELATIONSHIP

The Company enjoyed very cordial and fruitful relations with the employees during the year under review and the Management wishes to place on record its sincere appreciation of the efforts put in by the Company's workers, staff and executives for achieving excellent results under demanding circumstances.

The Company is proud to place on record that the Company has very low attrition rate as compared to its peers in the industries.

APPRECIATION

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

For and on behalf of the Board of Directors

Date : 14th August, 2014
Place : Mumbai

Usha B. Kulkarni
Chairperson

Management Discussion And Analysis

INDUSTRY STRUCTURE – GENERAL

Total USD 55 to 60 trillion in infrastructure investment is needed worldwide between 2013 and 2030 to keep up with global growth momentum. Developed countries will have to invest to maintain aging transport, power, water and telecom networks, while India need to focus on just getting basic infrastructure in place. India could create approx. 4 million new direct and indirect jobs with an increase in infrastructure spending equivalent to 1% of gross domestic product.

India's Planning Commission has projected an investment of US\$ 1 trillion for the infrastructure sector during the 12th Five-Year Plan (2012–17), with 40 per cent of the funds coming from the country's private sector. India's focus on infrastructure make it the second fastest growing economy in the world. The country's constant growth gives investors, domestic and foreign, a tremendous opportunity for investment in its infrastructure sector.

Government has announced plans for various infrastructure developments across the country including two major ports, three airports, nearly 6,000 miles of new road projects, 100 new smart cities and an elevated rail-corridor and diamond corridor, bullet train projects etc.

A strong infrastructure sector is vital to the development of a country's economy. Here, the Indian government has played an important role. Just recently, it allowed 100 per cent foreign direct investment (FDI) under the automatic route for port development projects etc. The government has also, this year, decided to convert roads into national highways.

OUTLOOK – GENERAL

The outlook for the infrastructure sector looking bright for the financial year 2014-15, largely due to stable government in Center and its focus for overall infrastructure development which will reduce project level stresses.

The growing economy will have a positive impact on transportation assets. A sizeable proportion of power, road and other mega infra projects will completed on time and new projects will be announced very soon.

The Government's numerous policy measures are positive for the sector but their impact on infrastructure and credit quality will be reflected only over the medium term. The long-term credit fundamentals for infrastructure projects remain positive due to India's massive infrastructure deficit.

Opportunities – Specific to Pratibha Industries Limited

The new government is committed to improve infrastructure of the country and has earmarked substantial funds for growth of the sector. With the committed efforts and

investment, India is likely to witness massive infrastructure activities to meet the increasing needs of a developing nation and a growing population. The rapidly growing urban population and the massive existing shortage of modern housing and commercial space have thus created nearly limitless opportunities making it almost a trillion dollar business opportunity in midterm.

URBAN INFRASTRUCTURE

(i) Water Supply

Inadequate coverage, intermittent supplies, low pressure, and poor quality are some of the most prominent features of water supply in the cities of India. With rapid increase in urban population and continuing expansion of city limits, the challenge of delivering potable water in Indian cities is growing rapidly.

Many large Indian cities have to source water from long distances ranging from 50 to 200 km due to exhaustion or pollution of nearby sources. This increases the cost of raw water and enhances the possibility of leakage during transmission.

Your Company is having a expertise in execution of water supply project and established itself as a leader in the water segment. During the year 2013-14, Your Company was successful to bag twelve water supply/sewerage projects amounting to ₹ 3451.61 crores.

(ii) Sanitation

The problem of sanitation is much worse in urban areas than in rural due to increasing congestion and density in cities. Indeed, the environmental and health implications of the very poor sanitary conditions are a major cause for concern.

The Company is currently executing a project for cleaning of Yamuna River for Engineers India Limited and the Delhi Jal Board by laying of 33 kms of sewage network using trenchless technology and construction of sewage pumping stations. With Government action plan for purification of Ganga River will be an opportunity for your Company to get more orders in this segment.

(iii) Solid waste management

In India, neither households nor municipal authorities practice segregation of biodegradable waste from the rest, and public awareness on the benefits of segregation is low. The collection of the garbage from dumpsites is infrequent, processing is not done in most cases and disposal rules are followed more in the breach. Disposal practices at the open dumping sites are highly unsatisfactory. The poor management of solid waste has led to contamination of



groundwater and surface water through leachate and pollution of air through unregulated burning of waste.

However, few cities have set up modern plants for processing solid waste under PPP and converting it to wealth through sale of bio fertilisers, green coal, and eco bricks etc. This segment offer great opportunity in long run with energy being generated from waste.

Your Company is exploring various opportunities in this segment with or without joint venture.

TUNNELING

With the increase in development work of hydroelectric projects in India, the amount of tunneling work has increased manifold. Besides to achieve time bound programmes of construction of mega projects in a period of four to five years modern methods of tunnel driving are being considered as only solution to achieve a high rate of progress. A tunnel is very widely used for underground transport or for canal for water supply and sanitation. There are many other opportunities abound for underground construction such as hydropower, irrigation and metros.

Over the last five years, your Company has gain an expertise in tunneling business as Company has successfully completed two tunnel projects of MCGM, Mumbai and currently executing tunnel projects for DMRC, Delhi for Metro Rail and executing micro tunneling project for purification of Yumuna River awarded by Delhi Jal Board.

ROAD / HIGHWAYS AND RAILWAYS

Better Road infrastructure is key and prerequisite for rapid and sustainable growth. Road infrastructure has high importance for the growth of India's economy, since around 60% of freight and 85% of passenger traffic is carried by road. India's road network ranks among the largest in the world. Although India has a large road network, it stands at a low rank in terms of the quality of its roads. The National Highways only constitute approx. 2 % of the road network, but carry approx. 45% of the total road traffic. India needs extensive and effective highways and expressways to support its growth.

To boost the construction of National Highways/ roads, the present government has set an ambitious though achievable target to build 25-30 km national highways a day to connect each corner of country within 24 hours journey time, which seems an uphill task in the face of the numerous challenges like financial, regulatory, execution, project planning to policy challenges. Some of these needs to be resolved immediately, while others require implementation of long-term action.

Your Company is following conservative approach in bidding of road projects and therefore your Company is executing only one NHAI project under Joint Venture.

The growth in rail infrastructure has not matched with the

demand, as many projects are running behind schedules, leading to time and cost overruns of more than 100%. Some of the major issues affecting the sector include insufficient funds, misplaced investment priorities, lack of timely reforms in organizations and inability to attract private investments. Furthermore, the internal revenue surplus is too small to fund investments and private investments only constitute 4% of the total investment in the sector.

METRO

At present, eight metro rail projects are currently underway in Delhi and NCR, Karnataka, West Bengal, Rajasthan, Tamil Nadu, Kerala, Maharashtra and Andhra Pradesh. Gujarat, Uttar Pradesh, Punjab and Chandigarh have approached the Central Government for financial assistance to set up metro rail. Besides, Maharashtra is also keen to develop metro projects in Nagpur and Pune.

Keeping in view the growing popularity of and demand for Metro Rail services, government is considering reducing the population norm for financing metro rail projects. Presently, Central Government is financing Metro Projects in towns or cities with a population of ₹20 lakh and above, and the new government is proposed to reduce it to ₹10 lakh.

Your Company is one of the major players in Metro Tunneling and station projects and currently executing various Metro Tunneling and Station Projects for DMRC, Delhi and Jaipur.

AIRPORTS AND PORTS

Investment in the airports sector has exceeded expectations, with the private sector accounting for 64 per cent of the investments. These investments received a significant boost due to major airport such as the Bengaluru, Delhi, Mumbai and Hyderabad airport projects. Additional initiatives for development are as follows:

- Upgrade 35 city airports through PPP initiatives
- Upgrade airports in metro and non metro cities in collaboration with Airports Authority of India.

In case of the ports sector, actual investment is 50 per cent less than the expected investment, primarily because there were few PPP projects in the sector.

BUILDINGS

Past few years were not good for Building and construction sector. Demand for new home in major ten cities has fallen over the 6% years over the past couple of years due to higher interest cost, increase in cost of raw materials results into higher price and reduced affordability. The participation of Investors in house property has dropped resulting into increase in inventory.

Your Company is optimistic about the future of real estate and construction industries in near future as government

has planned to set up 100 new smart cities which may create huge opportunities for real estate sector and construction segment. Your Company is currently executing various construction contracts for reputed builders across India including green efficient building.

RISK AND CONCERNS

Concern 1 – Inflation

Increase in raw materials price due to inflation will put pressure on margins of your Company under pressure.

Company's Perspective

Your Company ensures back to back arrangements for raw material sourcing; in which case the chances of negative commercial impact in case of price increase in raw material is eliminated. For long term orders / project supplies, in which case back to back sourcing of raw material are not possible, your Company opts for star price mechanism/ escalation clause wherein any increase is passed on totality to the client and vice versa.

Concern 2: Credit risks

Delay in payments from the clients may lead to shortfall in cash flow and also add to cost with increased working capital.

Company's Perspective:

Company's business is well balanced between Government and Non government client where the more focus is towards Government Client. This reduced the risk of longer working capital cycle and concentration of debtor.

Concern 3: Economic Risks:

The change in macroeconomic conditions such as slowdown in GDP, increase in interest rates, foreign exchange fluctuations can have an adverse impact on the Company's performance.

Company's Perspective

The Company is continuously working towards lowering its foreign exchange borrowings.

Risk Management

The Company has developed built-in procedures and practices to effectively mitigate the adverse affects of the risks involved in the business and has laid down procedures for handling risks in carrying out the business to the best advantage of all stakeholders and to improve the shareholder value and to ensure continuity of business.

HUMAN RESOURCES DEVELOPMENT

Your Company is following the most favorable human resource policy as prevailing in the industry. The Company believes in peaceful and harmonious relationship with the personnel of all the levels to achieve the targeted goal

of the Company. Your Company is firmly believes into involvement of personnel into decision making process of the Company. The Company continues to provide growth opportunities to its employees by way of training workshop and by that way to retain efficient and talented employees in the Company.

PIL talent base as on March 31, 2014, stands at 4,131. As we continue to grow rapidly, there is an increasingly sharper focus on the HR functional alignment with the business and building people capability. The Company has adopted a policy whereby the existing talent to nurture and put to optimum utilization and thereby provide adequate growth opportunity.

INTERNAL CONTROL AND AUDIT

Your Company has established appropriate internal control system for business processes, with regards to efficiency of operations, financial reporting, compliance with applicable laws and regulations. All operating parameters are monitored and controlled through internal audits and checks ensure that responsibilities are executed effectively. Internal Audit is done by the independent Internal Auditor appointed by the Company.

The audit committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems with Internal Auditors and suggests improvement for strengthening them from time to time.

CONCLUSION

In conclusion, it can be said that although there is huge competition increasing in the market, the Company is ready for the same. The hard working team of Pratibha Industries Limited along with its experts will help the Company to grow and sustain in this world. The opportunities and strengths are the major factors for the future prospectus of the Company. Your Company will surely help the nation to achieve new heights of success and glory.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report regarding the Company's objective, projections about the future, estimates, expectations or predictions including, but not limited to, statements about the Company's strategy for growth, products development, market position and expenditures may be "forward – looking statements" within the meaning of applicable securities laws and regulations.

Report On Corporate Governance

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company continues to uphold its commitment to maintain to high standard of Corporate Governance. The Company and its Board firmly believes that strong governance by maintaining a simple and transparent corporate structure is prerequisite for creating value on a sustainable basis.

The Company in compliance with the requirements of the guidelines on corporate governance stipulated under Clause 49 of the Listing Agreements with Stock Exchanges.

A. MANDATORY REQUIREMENTS

1. BOARD OF DIRECTORS

1.1 Composition of the Board

The Board, at present, consists of nine directors, including the Executive Chairperson. Out of these, 5 directors are Non Executive and Independent Director. The Company has no pecuniary relations or transactions with the Non Executive Directors.

Composition of the Board and category of Directors are as follows as on 31st March, 2014.

Name of the Directors	Designation	Category
Mrs. Usha B. Kulkarni	Chairperson	Promoter & Executive
Mr. Ajit B. Kulkarni	Managing Director	Promoter & Executive
Mr. Vinayak B. Kulkarni*	Whole Time Director	Promoter & Executive
Mr. Ravi A. Kulkarni	Whole Time Director	Executive
Mr. Sharad Deshpande	Whole Time Director	Executive
Mr. Awinash M. Arondekar	Director	Independent Non-Executive
Mr. Shrikant T. Gadre	Director	Independent Non-Executive
Mr. Vilas B. Parulekar	Director	Independent Non-Executive
Dr. S. L. Dhingra	Director	Independent Non-Executive
Mr. V. Sivakumaran	Director	Independent Non-Executive

*Resigned w.e.f. 30th April, 2013.

1.2 Board Meetings, Directors' Attendance Record and other directorships and committee memberships

Four Board meetings were held during the year. The dates on which the meetings were held are: 24th May, 2013, 13th August, 2013, 12th November, 2013 and 11th February, 2014.

Name of the Director	Attendance Particulars		No. of other Directorships and Committee Memberships / Chairmanships		
	Board Meeting	Attendance At AGM	Director Ships*	Committee Member Ships**	Chairman Ships**
Mrs. Usha B. Kulkarni	4	Yes	5	-	-
Mr. Ajit B. Kulkarni	4	Yes	6	2	-
Mr. Vinayak B. Kulkarni #	NA	NA	NA	NA	NA
Mr. Ravi A. Kulkarni	4	Yes	3	-	-
Mr. Sharad P. Deshpande	4	Yes	2	-	-
Mr. Awinash M. Arondekar	4	Yes	3	2	1
Mr. Shrikant T. Gadre	4	Yes	2	2	1
Mr. Vilas B. Parulekar	3	Yes	2	-	-
Dr. S. L. Dhingra	3	No	1	-	-
Mr. V. Sivakumaran	4	No	1	-	-

*Including Pratibha Industries Limited **Details of Pratibha Industries Limited

Resigned w.e.f. 30th April, 2013.

1.3 Board Committees

The Board functions either as full board or through various committees which meet at regular intervals. Strategic supervision in the form of policy formulation, evaluation of performance and control functions vest solely with the Board, while the committees oversee operational issues.

The Board has constituted four committees consisting members of the Board. These committees facilitate focused, timely & efficient deliberation and discussions. Details of the Committees and other related information are provided hereunder:

Constitution

Name of Director	Name of the Committee			
	Audit	Remuneration/ Compensation	Shareholders'/Investors' Grievance	Finance
Mrs. Usha B. Kulkarni	No	No	No	Yes*
Mr. Ajit B. Kulkarni	Yes	Yes	Yes	Yes
Mr. Sharad P. Deshpande	No	No	No	Yes
Mr. Awinash M. Arondekar	Yes	Yes	Yes*	No
Mr. Shrikant T. Gadre	Yes*	Yes*	Yes	No
Mr. Vilas B. Parulekar	No	Yes	No	No
Dr. S. L. Dhingra	No	No	No	No
Mr. V. Sivakumaran	No	No	No	No

*Chairperson/Chairman

None of the Directors on the Board is a member of more than ten committees or Chairperson/Chairman of more than five committees across all companies in which they are directors. Chairmanship/membership of committees include Audit and Shareholders'/Investors' Grievance committee only as covered under clause 49 of the Listing Agreement.

1.4 Scheduling and selection of Agenda items for Board/ Committee Meetings:

- i) The Company holds minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. Apart from the four pre-scheduled Board Meetings, additional Board Meetings are being convened by giving appropriate notice at any time to address the specific needs of the Company. The Board may also approve permitted urgent matters by passing resolutions by circulation.
- ii) All divisions/ departments in the Company are encouraged to plan their functions well in advance particularly with regard to matters requiring discussion/ approval/ decision in the board/ Committee meetings. After that, the Chairperson of the Board and the Company Secretary in consultation with other concerned persons in the senior management, finalize the agenda papers for the Board Meetings and circulated amongst the Board Members and other invitees to the Meeting.
- iii) Where it is not practicable to attach any document or the agenda is of sensitive nature, the same is circulated at the meeting with the approval of the Chair. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are taken up for discussion with the permission of the Chair and after a consensus is formed. Sensitive/confidential subject matters are discussed at the meeting even without written material being circulated.

2. AUDIT COMMITTEE

The Audit Committee is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.

2.1 Terms of Reference

The terms of reference of the Audit Committee are broadly as under:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, of and removal of statutory auditor, fixation of audit fee and approval for payment for any other services.

3. Reviewing, with the management, the annual financial statements before submission to the Board, focusing primarily on :
 - a. Any change in accounting policies and practices.
 - b. Major accounting entries based on the exercise of judgment by management.
 - c. Significant adjustments made in the financial statements arising out of audit findings.
 - d. Compliance with listing and other legal requirements relating to financial statements.
 - e. Disclosure of any related party transactions.
 - f. Qualifications in the draft audit report.
4. Reviewing, with the management, external and internal auditors the adequacy of Internal Control Systems.
5. Reviewing the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Discussion with internal auditors any significant findings and follow up there on.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
8. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.
10. Appointment of Cost Auditor.

2.2 Composition

The Audit Committee consists of two independent directors and one executive director. The composition of the Audit Committee is as under:

Name of the Members	Designation	Nature of Directorship
Mr. Shrikant T. Gadre	Chairman	Independent & Non Executive Director
Mr. Awinash. M. Arondekar	Member	Independent & Non Executive Director
Mr. Ajit B. Kulkarni	Member	Promoter & Executive Director

All the members of the Audit Committee are financially literate and Mr. Shrikant Gadre, Chairman possesses requisite financial / accounting expertise.

The Audit Committee invites head of the finance and account function and representatives of the Statutory Auditors, Internal Auditors to be present at its meeting. The Company Secretary acts as the Secretary to the Audit Committee.

2.3 Meetings and Attendance during the year

During the year under review, the Audit Committee met four times. The gap between two meetings did not exceed four months. The dates on which Audit Committee meetings were held are: 24th May, 2013, 13th August, 2013, 12th November, 2013 and 11th February, 2014.

The Committee has recommended the appointments of M/s. Jayesh Sanghrajka & Co., Chartered Accountants, as the Statutory Auditors, M/s Chokshi & Chokshi, Chartered Accountants, as Internal Auditors of the Company.

3. REMUNERATION / COMPENSATION COMMITTEE

3.1 Composition

The Committee comprises of the following members

Name of the Members	Designation	Nature of Directorship
Mr. Shrikant T. Gadre	Chairman	Independent & Non Executive Director
Mr. Awinash M. Arondekar	Member	Independent & Non Executive Director
Mr. Vilas B. Parulekar	Member	Independent & Non Executive Director
Mr. Ajit B. Kulkarni	Member	Promoter & Executive Director

Mr. Dinesh Deora, Practicing Company Secretary and Chartered Accountant, is an independent expert member pursuant to Director's Relatives (Office or Place of Profit) Rules, 2003.

3.2 Terms of Reference

- To recommend/ review/ approve the remuneration of Executive Directors, including Managing Director(s) on the basis of their performance;
- To ensure that the remuneration policy of the Company is directed towards rewarding performance;
- To ensure that the remuneration policy is in consonance with the existing industry practice and market trend;
- To ensure appropriate recommendation for appointment under section 314 of the Companies Act, 1956.

The Committee which also functions as Compensation Committee administers and superintends the stock options granted to eligible employees of the Company. The Company is also empowered to formulate any proposal or issue of shares under Employee Stock Option Schemes.

3.3 Remuneration Policy

The Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its compensation programme, the Company endeavors to attract, retain, nurture and motivate a high performing workforce. The Company follows a compensation mix of fixed pay, benefits and variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the appraisal process.

3.4 Meeting and Attendance during the financial year

During the financial year, two meetings of the Remuneration Committee were held on 24th May, 2013 and 11th February, 2014. The Committee has considered reappointment of Managing Director and Chairperson / Whole Time Director for period of 5 years in their meeting held on 11th February, 2014.

3.5 Details of Remuneration

Executive Directors

The aggregate value of salary and perquisites including performance bonus/commission/ compensation, if any, paid for the year ended March 31, 2014, to the Managing Director and Whole Time Directors are as follows:

Name of the Director	Designation	Remuneration (₹)
Mr. Ajit B. Kulkarni	Managing Director	3,05,00,000
Mrs. Usha B. Kulkarni	Chairperson	36,00,000
Mr. Ravi Kulkarni	Whole Time Director	42,00,000
Mr. Sharad Deshpande	Whole Time Director	54,99,996

Non-Executive Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of commission and sitting fees. The NEDs are paid sitting fees at the rate of ₹10,000 for attending each meeting of Board and Committee.

Name of the Director	Sitting fees	Commission*	Total
Mr. Shrikant T. Gadre	1,10,000	2,00,000	3,10,000
Mr. Awinash M. Arondekar	1,10,000	2,00,000	3,10,000
Mr. Vilas B. Parulekar	40,000	2,00,000	2,40,000
Mr. S. L. Dhingra	30,000	2,00,000	2,30,000
Mr. V. Sivakumaran	40,000	2,00,000	2,40,000

*Recommended for financial year 2013-14.

4. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

The Company has constituted the Shareholders/Investors Grievance Committee to specifically look into the unresolved shareholders grievance with regard to transfer / transmission / demat / remat of shares, non-receipt of Annual Report and other issues concerning the shareholders/investors.

The Committee comprises of the following persons:

Name of the Members	Designation	Nature of Directorship
Mr. Awinash M. Arondekar	Chairman	Independent & Non Executive Director
Mr. Shrikant T. Gadre	Member	Independent & Non Executive Director
Mr. Ajit B. Kulkarni	Member	Executive Director

As on March 31, 2014, no request for transfer of shares and for dematerialization/ rematerialisation of shares was pending for approval. There were no major complaints from the investors.

Complaints received and redressed during the financial year 2013-14:

Pending at beginning of year	Received during the year	Resolved during the year	Pending at end of year
0	8	8	0

No.	Nature of Complaint	Number of Complaints
1	Non Receipt of Dividend	5
2	Non Receipt of Annual Report	3
	Total	8

Mr. Pankaj S. Chourasia, Company Secretary and Compliance Officer, nominated for this purpose under Clause No. 47(a) of the Listing Agreement. He looks into the investor grievances and supervises and coordinates with the M/s. Link Intime India Private Limited, Registrar & Transfer Agents, for redressal of grievances. All complaints have been addressed within the stipulated time.

5. FINANCE COMMITTEE

The Board of Directors of the Company has constituted a Finance Committee of Directors. The Committee has been formed to avail credit facilities for the purchase of construction equipments and vehicles for the Company.

The Committee currently comprises of Mrs. Usha B. Kulkarni as the Chairperson and Mr. Ajit B. Kulkarni and Mr. Sharad P. Deshpande as the other members.

6. SUBSIDIARY COMPANY

Your Company does not have any material non listed Indian Subsidiary Company. The Audit committee and Board reviews the minutes, financial statement, significant transactions and working of the unlisted subsidiary companies.

7. GENERAL BODY MEETINGS
7.1 General Body Meetings:

Details of the last three Annual General Meetings of the Company are as under:

Year	Location	Date	Time	Special Resolution (s)
2012-13	The Bombay Presidency Golf Club Limited, Dr. C. G. Road, Chembur, Mumbai – 400 071	30 th September, 2013	3:00 P. M.	1
2011-12	Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai – 400 088.	12 th July, 2012	3:00 P. M.	3
2010-11	Natraj Avenues, Next to R. K. Studio, Sion Trombay Road, Chembur, Mumbai – 400 071.	21 st July, 2011	3.30 P. M.	4

7.2 Extra Ordinary General Meeting

No Extraordinary general Meeting was held during the year.

7.3 Postal Ballot

During the year, the Company has not conducted any Postal Ballot.

8. DISCLOSURES

8.1 Related Party Transactions

A statement in the summary form of transactions with related parties in the ordinary course of business is placed periodically before the Audit Committee. There are no material individual transaction with related parties, which are not in the normal course of business and material individual transactions with related parties or others which are not on an arm's length basis. Attention of Members is drawn to the disclosures of transactions with the related parties set out in Note No. 33 forming part of the Annual Report.

8.2 Compliance with Regulations

There are no instances of imposition of penalties and/ or strictures on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all the requirements of the Listing Agreement with Stock Exchange as well as Regulations and Guidelines prescribed by SEBI.

8.3 Insider Trading

In compliance with the SEBI regulations on prevention of insider trading the Company has instituted a comprehensive Code of Conduct for its management and staff. The Code of Conduct lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on consequences of non – compliances.

8.4 CEO & CFO Certification

As required under Section V of the Clause 49 of the Listing Agreement with the Stock Exchanges, the Managing Director and the Chief Financial Officer of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and other matters related to internal controls in the prescribed format for the year ended 31st March, 2014.

9. SHAREHOLDERS' INFORMATION

9.1 Company Registration details

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) of the Company is L45200MH1995PLC090760.

9.2 19th Annual General Meeting:

Date : Tuesday, 30th day of September, 2014
 Time : 3.00 p.m.
 Venue : The Bombay Presidency Golf Club,
 Dr. C. G. Road,
 Chembur, Mumbai - 400 071.

9.3 Financial Calendar (tentative)

First Quarter Results	- 1 st / 2 nd Week of August, 2014
Second Quarter Results	- 1 st / 2 nd Week of November, 2014
Third Quarter Results	- 1 st / 2 nd week of February, 2015
Last Quarter and Annual Audited Results	- 3 rd / 4 th week of May, 2015
Nineteenth Annual General Meeting	- June/July, 2015

9.4 Book Closure Period

Thursday, 25th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).

9.5 Dividend Payment Date

On or after 01st October, 2014 (subject to approval of members)

9.6 Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee

National Stock Exchange of India Limited (NSE),
"Exchange Plaza"

Bandra-Kurla Complex
Bandra (E), Mumbai 400 051.

The Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001.

Annual listing fee for the year 2014-15, as applicable, has been paid by the Company to BSE and NSE.
Annual Custody fee for the year 2014-15, as applicable, has been paid by the Company to CDSL and NSDL.

9.7 Security Code

- (i) Trading Symbol on NSE is 'PRATIBHA EQ'
- (ii) Scrip Code on BSE is '532718'
- (iii) ISIN in NSDL & CDSL for Equity Shares – ISIN - INE308H01022

9.8 Means of Communication

- Half Yearly report sent to each of shareholders : No
- Quarterly Results
Which newspapers normally published in : Free Press Journal - English
Nav Shakti – Marathi
- Any Web site, where displayed. : www.pratibhagroup.com
NSE & BSE
- Presentation made to Institutional Investors or to Analyst : Yes
- Whether Management Discussion and Analysis Report
is a part of annual report or not : Yes

9.9 Unclaimed Shares lying in the Escrow Account

The Company entered the Capital Market with Initial Public Offer through 100% Book Building process for 42,50,000 equity shares of ₹10/- each at a premium of ₹110/- per share. The Company has opened a separate demat accounts to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient/ incorrect information or any other reason. The voting rights in respect of the said shares will be frozen till the time rightful owner claims such shares.

As per Clause 5A(l) of the Listing Agreement, the Company reports the following details in respect of equity shares lying in the suspense account which were issued pursuant to the public issue of the Company:

Particulars	No. of Shareholders	No. of Shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2013.	9	2,250
Number of shareholders who approached the Company for transfer of shares from suspense account during the year.	1	250
Number of shareholders to whom shares were transferred from the suspense account during the year.	1	250
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2014.	8	2,000

9.10 Transfer of Unpaid / Unclaimed Dividend amounts to Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, dividends which remain unclaimed / unencashed over a period of seven years are required to be transferred by the Company to IEPF constituted by the Central Government.

Following are the details of Dividends paid by the Company and their respective due dates of transfer to the IEPF if they remain unclaimed / unencashed by the members.

Dividend for the Year	Due date of declaration of Dividend	Dividend Declared per share	Last date upto which members are entitled to claim the Dividend
2007-08	20.06.2008	₹ 2.00 (i.e. 20%)*	27.07.2015
2008-09	30.06.2009	₹ 2.00 (i.e. 20%)*	06.08.2016
2009-10	30.06.2010	₹ 3.00 (i.e. 30%)*	06.08.2017
2010-11 - Interim	07.02.2011	₹ 0.20 (i.e. 10%)**	16.03.2018
2010-11 - Final	21.07.2011	₹ 0.40 (i.e. 20%)**	27.08.2018
2011-12	12.07.2012	₹ 0.60 (i.e. 30%)**	18.08.2019
2012-13	30.09.2013	₹ 0.60 (i.e. 30%)**	31.10.2020

*Face value of ₹10/- per share.

**Face value of ₹2/- per share.

Members who have not yet encashed their dividend warrant(s) pertaining to the above mentioned years are requested to make their claims without any delay to the Company.

9.11 Market Price Data

The details of high and low of the Market Price Data of the equity shares of the Company for the financial year ending on 31st March, 2014 are as under.

Month	Bombay Stock Exchange		National Stock Exchange	
	Share Price		Share Price	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April-13	43.40	35.55	43.50	38.00
May-13	44.75	37.00	44.95	37.00
June-13	37.90	25.15	40.00	25.00
July-13	29.90	21.00	30.00	20.10
August-13	24.00	16.80	24.30	16.85
September-13	23.60	17.40	23.80	18.00
October-13	26.15	19.70	26.20	19.65
November-13	26.45	22.30	26.50	21.65
December-13	25.50	22.20	25.50	22.65
January-14	31.45	24.10	31.50	24.10
February-14	33.80	25.00	32.90	25.70
March-14	28.20	22.85	27.50	23.50

(Source: BSE – NSE website)

9.12 Registrars and Transfer Agents

For Securities:

M/s. Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),
Mumbai – 400 078.
Tel No. 022-2596 3838, Fax No. 022-2594 6969
Website: www.linkintime.co.in
E- Mail: rnt.helpdesk@linkintime.co.in

For Fixed deposit:

M/s. Karvy computershare Pvt. Ltd.
17-24, Vithal Rao Nagar, Madhapur, Hyderabad – 500081.
Tel No. 040-44655121; Fax No. 040-23420814
Website: www.karvycomputershare.com
Email: einward.ris@karvy.com

9.13 Share Transfer System

The Physical Share transfers, if any, are approved by a Committee of Directors within the period prescribed under the Listing Agreement. The Company has followed the guidelines issued by SEBI for dematerialization/rematerialization of Shares.

9.14 Distribution of Shareholding on March 31, 2014

Distribution of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	19,674	82.89	3,429,565	3.39
501 1000	1,966	8.28	1,636,506	1.62
1001 2000	1,013	4.27	1,553,326	1.54
2001 3000	369	1.55	947,281	0.94
3001 4000	162	0.68	582,130	0.58
4001 5000	153	0.64	729,866	0.72
5001 10000	208	0.88	1,548,214	1.53
10001 above	190	0.80	90,628,504	89.68
Grand Total	23,735	100.00	101,055,392	100.00

9.15 Shareholding Pattern as on 31st March, 2014

Shareholders	No. of Shares held	% to total shares held
Directors and Relatives	51,636,643	51.10
Corporate Bodies	9,534,961	9.44
Nationalized Bank/ MF/Insurance Companies	6,185,639	6.12
FII's	15,003,095	14.85
NRI	718,215	0.71
Foreign Company	5,434,783	5.38
Resident Individuals	12,110,741	11.98
Trust / Clearing Members	431,315	0.43
Total	101,055,392	100.00

9.16 Dematerialization of shares and liquidity:

The Equity Shares of the Company are compulsorily to be traded in Electronic form through Stock Exchanges. The Equity Shares of the Company are actively traded both on BSE and NSE thus ensure good liquidity for the investors. More than 99.99% shares of the Company are in dematerialized form as on 31st March, 2014.

9.17 Work Sites for contracts:

The Company has various work sites across the country and the operations are controlled by respective zonal office in co-ordination with head office.

9.18 Address for Correspondence:

For all matters relating to Shares, Annual Reports

Mr. Pankaj S. Chourasia

Company Secretary & Compliance Officer

14th Floor, Universal Majestic,

P. L. Lokhande Marg,

Off Ghatkopar Mankhurd Link Road,

Govandi (W), Mumbai – 400 043

Tel: 91- 22- 3955 9999

Fax 91- 22- 3955 9900

E-mail: investor.relations@pratibhagroup.com (For Securities)

fd@pratibhagroup.com (for Fixed deposit)

10. Risk Management Framework

The Company has established effective risk management policy, which is subject to periodical review by the Audit Committee and Board of directors. The process of identification and evaluation of various risks inherent in the business environment and the operations of the Company and initiation of appropriate measures for prevention and/or mitigation of the same are dealt with by the executive management through the means of the properly defined framework under the overall supervision of the Managing Directors of the Company.

11. Code of Business conduct and Ethics for Directors and Key Management personnel

The Company has laid down a Code of Conduct for all directors and senior management of the Company. The Code has been circulated to all the members of the Board and Key management personnel and the compliance of the same is affirmed by them annually.

A declaration signed by Managing Director regarding compliance by board members and key management personnel with Code of Conduct is attached herewith.

12. Compliance certificate of the Auditors

Certificate from the Auditors of the Company, M/s. Jayesh Sanghrajka & Co., confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 is attached to this Report.

B. NON-MANDATORY REQUIREMENTS

The Company has fulfilled the following non-mandatory requirements as prescribed in Clause 49 of the Listing Agreements with the Stock Exchanges.

- The Company ensures that any person who is being appointed as an independent director has the requisite qualifications and experience which would be of use to the Company and which, in the opinion of the Company, would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- The Company has set up a Remuneration Committee, details of which have been given earlier in this Report. The said committee also functions as Compensation Committee.
- The Statutory financial statements of the Company are unqualified.
- The Company has formulated a Whistle Blower Policy and the same has been circulated among the employees of Head Office, Plant and all the projects sites of the Company in three different languages like English, Hindi and Marathi. Further the same has also been posted on the Notice Board of the Company.

**Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting.
(Pursuant to Clause 49 of the Listing Agreement)**

ANNEXURE- A

Name of Director	Mrs. Usha B. Kulkarni	Mr. Awinash M. Arondekar
Date of Birth	05 th May, 1935	01 st March, 1942
Date of appointment	Since Inception (19/07/1995)	12 th September, 2005
Areas of Experience	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.	Mr. Arondekar is an Independent Director and about aged 72 years. He has worked for 38 years in Bank of India at various places including posting in Tokyo, Japan. He retired from Bank of India as General Manager in the year 2001. Currently he is working as Financial Consultant.
Educational Qualifications	Graduate in Arts from Pune University.	Graduate in Arts and Law and Post Graduate in Financial Management from Bombay University.
Companies in which he holds directorship	1) Pratibha Shareholding Private Limited 2) Pratisheel Infra Solutions Private Limited 3) Pratibha Membrane Filtering Systems Private Limited 4) Pratibha Heavy Engineering Limited	1. Spectra Industries Limited 2. Canara Bank Securities Limited
Membership Chairmanship of Board Committees	Chairperson of Finance Committee	1. Member of Audit and Nomination and Remuneration Committee and Chairman of Stakeholders Relationship & CSR Committee of Pratibha Industries Limited. 2. Member of Audit Committee and Remuneration Committee of Spectra Industries Limited
Shareholding	1,40,44,750 Equity Shares (13.90%)	NIL



Name of Director	Mr. Shrikant T. Gadre	Dr. S. L. Dhingra
Date of Birth	24 th July, 1943	11 th October, 1942
Date of appointment	12 th September, 2005	24 th September, 2009
Areas of Experience	Mr. S. T. Gadre has 32 years of banking experience as a techno and development banker. He was a General Manager in Bank of India. He had joined the United Western Bank Limited as Executive Director and then became the Managing Director of the Bank. He was also a member of various committees related to banking and has written several articles on banking in various dailies and journals. He was also visiting faculty members in Bankers Training College of Reserve Bank of India and other management institutes. He has traveled abroad to attend various courses and participate in conferences.	Dr. S. L. Dhingra is a Professor (Retd.) & Emeritus Fellow, Transportation Systems Engineering, Civil Engineering Department, Indian Institute of Technology Bombay. He has provided his services as faculty for various institutes such as Punjab Engg. College, Chandigarh, Malviya NIT Jaipur, IIT Delhi, HOD Civil Engg. 1996-2000, Convener of Traffic & Transportation Planning & Monitoring Committee, Member of Master Plan committee, Member of Institute Maintenance Committee etc.
Educational Qualifications	Bachelors Degree in Mechanical Engineering from University of Pune. He is also a graduate in Economics, Politics, Commerce and Marathi Literature. He also has to his credit a Post Graduate Diploma in Industrial Engineering. He is a M.E. from Institute of Production Engineering, London and a Chartered Engineer with Fellowship of Institute of Engineers (India).	B.Sc. Engg. (Civil) & M.Sc. Engg. (Highways & Traffic) from Punjab Engineering College, Chandigarh, and Ph.D. from IIT Kanpur in Transportation Systems Engineering.
Companies in which he holds directorship	Paranjape Schemes (Constructions) Ltd	None
Membership Chairmanship of Board Committees	Chairperson of Audit and Nomination and Remuneration Committee and Member of Stakeholders Relationship Committee of the Pratibha Industries Limited.	None
Shareholding	NIL	NIL

Name of Director	Mr. V. Sivakumaran	Mr. Vilas B. Parulekar
Date of Birth	3 rd August, 1939	15 th September, 1949
Date of appointment	24 th September, 2009	24 th September, 2009
Areas of Experience	<p>Mr. V. Sivakumaran, I.R.A.S., is former Financial Commissioner to the Railway Board & Ex - Officio Secretary to Govt. of India.</p> <p>Mr. V. Sivakumaran during his career has worked with various divisions of Indian Railways, Nigerian Railway (on deputation from Indian Railways), Atomic Power Authority of India under the Dept. of Atomic Energy, Adviser (Finance) – (Mass Transit) of Maharashtra State Road Development Corporation Limited (MSRDC).</p>	<p>Mr. Vilas B Parulekar had been associated with Siemens Limited since 1971 and worked for over 38 years. During his association with Siemens, Mr. Vilas B Parulekar had worked in field of engineering, installation and commissioning, drives and automation, marketing, head of SBU Railway transportation.</p> <p>He is familiar with operations of large industries and latest management practices.</p>
Educational Qualifications	Master of Arts in Statistics – First Class (2 nd position in University) (1959)	B. E. (Electrical) from V.J.T.I. Mumbai and done a Management Education Programme (IIM Ahmedabad).
Companies in which he holds directorship	None	Schaltbau India Private Limited
Membership Chairmanship of Board Committees	None	Member of Nomination and Remuneration committee of the Pratibha Industries Limited
Shareholding	NIL	NIL

DECLARATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

To,
The Shareholders of
Pratibha Industries Limited
Mumbai – 400 071.

We hereby declare that all the Board and Senior Management Personnel have affirmed compliance with the respective provisions of the Code of Conduct of the Company formulated by the Board of Directors for the financial year ended 31st March, 2014.

Place: Mumbai
Date: 27th May, 2014

Ajit B. Kulkarni
Managing Director



Auditor's Certificate on Corporate Governance

To,
The Members,
Pratibha Industries Limited

We have examined the compliance of conditions of corporate governance by Pratibha Industries Limited, for the year ended on 31st March, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

We state that no investor grievance(s) are pending for a period exceeding one month against the Company as per the records maintained by the Corporate Secretarial Department and Registrar & Transfer Agent. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Jayesh Sanghrajka & Co.**
Chartered Accountants
(Registration No. 10418)

Hemant Agrawal
Partner
Membership No. 403143

Place : Mumbai
Date : 27th May, 2014

Independent Auditors' Report

To,
The Members of
PRATIBHA INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PRATIBHA INDUSTRIES LIMITED** ("the Company"), which comprises the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books;
 - bb. Company not has appointed a person other than Companies auditor for audit of accounts of branch offices under section 228; hence clause (c) of sub-section (3) of section 228 is not applicable.
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account; and with the returns received from branches not visited us.
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956, read with the General Circular 15/2013 dated 13th September 2013, of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956, nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **Jayesh Sanghrajka & Co**
Chartered Accountants
Firm's Regn. No.: 104184W

Hemant Agrawal
(Partner)
M. No.: 403143

Place: Mumbai
Date: 27th May, 2014

Annexure to Independent Auditors' Report

Referred to in Paragraph 1 under the heading of "Report on other Legal & Regulatory requirements" of our report of even date

1. In respect of its fixed assets:
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b. As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c. In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
 - a. As explained to us, inventories have been physically verified by the management at regular intervals during the year.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in register maintained under Section 301 of the Companies Act, 1956:
 - a. The Company has given interest free unsecured loans to nine parties aggregating of ₹ 7,228.41 lakh.
 - b. In our opinion and according to the information and explanations given to us, terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.
 - c. As informed to us, there is no schedule for repayment of these loans.
- d. As informed to us, there is no overdue payment from these parties.
- e. The Company has not taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies, Act, 1956.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956:
 - a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that need to be entered into in the register maintained under Section 301 of the Companies Act, 1956, have been so entered.
 - b. In our opinion and according to the information and explanations given to us, the transactions aggregating during the year to ₹5,00,000/- or more in respect of each party, have been made at prices which appear reasonable as per information available with the Company.
6. The Company has accepted deposits from the public. As per our verification of records and information & explanations given to us, the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there-under, where applicable, have been complied with. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government for the maintenance of the cost records under section 209(1)(d) of the Companies Act 1956, and are of the opinion that prima facie the prescribed accounts and

prescribed records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

9. In respect of statutory dues:

- a. As per the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2014, for a period of more than six months from the date of becoming payable.
- b. The disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

Nature of Dues	Amount (₹ in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax	10.27	F.Y. 2001 -2002	Hon. Bombay HC
Income Tax	27.73	F.Y. 2002 -2003	Hon. Bombay HC
Income Tax	21.11	F.Y. 2003 -2004	Hon. Bombay HC
Income Tax	81.96	F.Y. 2004 -2005	Hon. CIT(Appeal)
Income Tax	251.65	F.Y. 2005-2006	Hon. CIT(Appeal)
Income Tax	425.17	F.Y. 2006-2007	Hon. CIT(Appeal)
Income Tax	215.64	F.Y. 2008-2009	Hon. CIT(Appeal)
Income Tax	3,009.56	F.Y. 2009-2010	Hon. CIT(Appeal)
Excise Duty	24.27	F.Y. 2005-06 to F.Y. 2006-07	CESTAT, Kolkata
Service Tax	36.87	F.Y. 2007-08 to F.Y. 2009-10	Appellate Tribunal, Kolkata
Service Tax	99.66	For 2009-10	Appellate in Dadar Corrigendum
Sales tax	94.11	For 2005-06 and 2007-08	Jt Comm of Sales tax
Sales tax	41.41	For 2006-07	Dy Comm of Sales tax

10. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued Debentures.

12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund / nidhi /mutual benefit fund/ society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. During the year, the Company has not entered into any transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments. All existing investments have been held by the Company in the name of the Company.
15. The Company has given guarantees for loans taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima-facie prejudicial to the interests of the Company.
16. In our opinion and according to the information and explanation given to us, the Company has used term loans for the purposes for which they were raised.
17. According to the information and explanation given to us and on the basis of an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on a short-term basis, which have been used for long term investment.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures. Therefore, the provisions of Clause (xix) of paragraph 4 of the Order are not applicable to the Company.
20. During the year, the Company has not raised money by public issue. Therefore, the provisions of Clause (xx) of paragraph 4 of the Order are not applicable to the Company.
21. In our opinion and according to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the year.

For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm Regn. No. 104184W

Hemant Agrawal
Partner
Membership No. 403143

Place: Mumbai
Date: 27th May 2014



Balance Sheet as at 31st March, 2014

		(₹ in Lakh)	
Particulars	Notes	31.03.2014	31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	2,021.11	2,021.11
(b) Reserves and Surplus	3	66,168.05	62,752.46
		<u>68,189.15</u>	<u>64,773.57</u>
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	53,160.57	59,343.32
(b) Deferred tax liabilities	5	4,318.87	3,351.08
		<u>57,479.44</u>	<u>62,694.40</u>
(3) Current Liabilities			
(a) Short-term borrowings	6	33,886.09	30,450.01
(b) Trade payables	7	49,464.58	31,482.26
(c) Other current liabilities	8	121,402.63	58,105.06
(d) Short-term provisions	9	1,455.24	3,474.27
		<u>206,208.55</u>	<u>123,511.59</u>
Total Liabilities		<u>331,877.14</u>	<u>250,979.56</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		91,470.18	67,098.67
(ii) Intangible assets		685.07	850.47
(iii) Capital work-in-progress		-	50.29
		<u>92,155.25</u>	<u>67,999.43</u>
(b) Non-current investments	11	475.61	513.70
(c) Long term loans and advances	12	7,137.11	10,407.63
(d) Other Non Current Assets	13	3,793.52	2,588.32
		<u>103,561.49</u>	<u>81,509.08</u>
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	14	67,923.48	64,082.62
(c) Trade receivables	15	64,742.91	25,738.10
(d) Cash and cash equivalents	16	10,887.49	9,674.09
(e) Short-term loans and advances	17	78,955.17	63,465.61
(f) Other current assets	18	5,806.61	6,510.07
		<u>228,315.65</u>	<u>169,470.48</u>
Total Assets		<u>331,877.14</u>	<u>250,979.56</u>

Significant Accounting Policies 1

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For Jayesh Sanghrajka & Co.
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Statement of Profit and Loss for the Year ended 31st March, 2014

Particulars	Notes	(₹ in Lakh)	
		31.03.2014	31.03.2013
Revenue from operations	19	155,123.83	165,168.16
Less: Excise Duty		(4.12)	(204.18)
		<u>155,119.71</u>	<u>164,963.98</u>
Other Income	20	1,772.34	1,152.54
Total		<u>156,892.05</u>	<u>166,116.52</u>
Expenses:			
Cost of Material consumed	21	46,974.80	73,378.54
Purchases of stock-in-trade		14,433.39	-
Manufacturing, Construction & Operating Expenses	22	40,992.38	53,498.14
Change In Inventories	23	908.47	(18,402.51)
Employee Benefit expenses	24	8,747.84	11,324.47
Financial costs	25	15,358.43	11,614.24
Depreciation and Amortization expense	26	4,180.38	2,912.23
Other expenses	27	19,410.61	18,711.50
Total		<u>151,006.30</u>	<u>153,036.61</u>
Profit Before Tax		5,885.75	13,079.91
Tax expense:			
(1) Current tax		1,177.61	2,618.84
(2) Deferred tax		967.79	944.40
Prior Period Items			
Short/(excess) Provision of Prior years Tax		88.31	-
Profit for the year		<u>3,652.04</u>	<u>9,516.67</u>
Earning per equity share: (In ₹)			
(1) Basic	28	3.61	9.44
(2) Diluted		3.61	9.44

Significant Accounting Policies

1

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
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Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer



Cash Flow Statement for the Year Ended 31st March, 2014

Particulars	(₹ in Lakh)	
	31.03.2014	31.03.2013
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	5,885.75	13,079.91
Adjustment for :		
Depreciation & Amortization	4,180.38	2,912.23
(Profit)/Loss on Sale of Assets	91.43	15.02
Finance Charges	12,992.94	10,901.41
Unrealised Foreign Exchange Gain	547.36	(281.03)
Loss / (Profit) from JV	1,164.38	1,125.53
Dividend Received	(0.78)	(9.20)
Operating Profit before working Capital Changes	24,861.45	27,743.87
Adjustment for:		
Inventories	(3,840.86)	(18,325.03)
Trade Receivables	(39,004.81)	1,444.69
Other Assets	(11,515.58)	(18,671.66)
Trade Payables	17,982.32	(8,052.64)
Other Liabilities	60,484.37	(376.56)
	48,966.90	(16,237.33)
Less: Direct Taxes Paid	-	-
Net cash used in Operating Activities (a)	48,966.90	(16,237.33)
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets (net)	(28,427.63)	(11,761.91)
Sale of/ (Additions to) Investments (net)	(5,519.04)	(1,654.54)
Dividend Received	0.78	9.20
Net cash used in investing activities (b)	(33,945.89)	(13,407.25)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(606.33)	(606.33)
Corporate Dividend Tax paid	(103.05)	(98.38)
Proceeds from Issue of Share Capital	-	-
Proceeds from Long Term Borrowings (Net)	(6,730.12)	31,546.05
Proceeds from Short Term Borrowings (Net)	3,436.08	6,452.09
Finance Charges paid (Net)	(12,992.94)	(10,901.41)
Net cash from Financing Activities (c)	(16,996.35)	26,392.01
NET INCREASE IN CASH AND CASH EQUIVALENTS (a+ b + c)	(1,975.34)	(3,252.57)
Opening Cash and Cash Equivalents	3,467.13	6,719.70
Closing Cash and Cash Equivalents	1,491.80	3,467.13

Notes :

1. The above statement has been prepared in indirect method as described in AS-3 issued by ICAI.
2. Cash and Cash Equivalent

	(₹ in Lakh)	
Cash and Cash Equivalent	31.03.2014	31.03.2013
Cash in hand	114.77	128.86
Balance with Banks	1,386.21	3,346.28
Less: Unpaid Dividend Balance	(9.18)	(8.00)
Total	1,491.80	3,467.13

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Notes Forming Part of Standalone Financial Statement

Note 1: Significant accounting Policies

Company Overview

Pratibha Industries Limited ('the Company') is one of a fastest growing Infrastructure Company in India. The Company undertakes infrastructure projects, which includes designing, engineering and execution/ construction of complex & integrated water transmission & distribution projects, water treatment plants, elevated and underground reservoirs, mass housing projects, commercial complexes, pre-cast design & construction, road construction and urban infrastructure.

Significant Accounting Policy

A. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

B. Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Any difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C. Operating cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of the specific project/ contract/project line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

D. Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes, less accumulated depreciation. All costs including finance costs, exchange differences, arising in respect of foreign currency loans or other liabilities incurred and expenses incidental to acquisition and installation attributable to fixed assets till the date of readiness of their use are capitalized. Fixed assets purchased in foreign currency are recorded at the actual rupee cost incurred.

Capital work-in-progress is stated at the amount expended upto the date of Balance Sheet including Preoperative expenditure.

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including finance costs, exchange differences and expenses incidental to acquisition and installation attributable to the intangible assets are capitalized.

E. Depreciation & Amortization

Depreciation on fixed assets have been provided on Straight Line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Computer software is amortized over a period of five years.

F. Foreign Currency Transactions

Indian Operation

- a) Foreign exchange transactions are recorded at the prevailing rate on the date of the transaction.
- b) Monetary items are restated at the exchange rate prevailing on the date of balance sheet.
- c) Non monetary items are stated at historical cost.
- d) Gains or losses arising out of remittance / conversion at the year-end are credited / debited to the profit and loss account for the year.
- e) Gains & losses in respect of foreign exchange contracts are recognized as income or expenses over the life of the contract.

Foreign Operation

- a) Income and expenses other than depreciation costs are translated at the rate prevailing on the date of transaction.
- b) Monetary assets and liabilities are restated at the rate prevailing on the date of balance sheet.
- c) Fixed Assets are translated at exchange rates on the date of transaction and depreciation on fixed asset is translated at the exchange rate used for translating underlying fixed asset.
- d) Gains or losses arising out of remittance/ conversion at the year-end are credited/debited to the Profit and loss account for the year.

As on 31st March 2014, there is no Mark-to-Market loss on account of derivative forward exchange contract.

Notes forming part of Standalone Financial Statement

G. Investments

- a) Current investments are carried at the lower of cost and quoted/fair value, computed category wise.
- b) Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

H. Inventories

Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing them to their respective present location and condition. The FIFO method is being followed for arriving at cost.

- a) Raw materials are valued at lower of cost or net realizable value.
- b) Work-in-progress (other than project and construction-related) at lower of cost including related overheads or net realizable value. Project and construction-related work-in-progress at cost till such time the outcome of the job cannot be ascertained reliably and at realizable value thereafter. Site mobilization expenditure of incomplete contracts is stated at cost.
- c) Stores, spares and Fuel are carried at cost.
- d) Purchase goods and raw materials in transit are carried at cost.
- e) Finished goods are valued at cost or net realizable value whichever is lower.

I. Revenue Recognition

- a) Construction Contract Sales

The Company follows the percentage completion method, on the basis of physical measurement of work actually completed at the balance sheet date, taking into account the contractual price and revision thereto by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done. Profit is recognized and taken as the revenue of the year only when the work on the contract has progressed to a reasonable extent. Foreseeable losses are accounted for as and when they are determined except to the extent they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

- b) Claim for Extra Work and Escalation:

The Company's claim for extra work and escalation in rates relating to execution of contracts are accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance received.

- c) Revenues from construction/project related activity and contracts executed in Joint ventures under work-sharing arrangement [being jointly controlled operations, in terms of Accounting Standard (AS) 27 "Financial Reporting of Interest in Joint Ventures"] is accounted as and when the same is determined by the joint ventures. Revenue from services rendered to such joint ventures is accounted on accrual basis.

- d) Sales recognition:

1. Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Sales are recognized on dispatch of material from the factory of the Company.
2. Export Sales are recognized on dispatch of material from the premises of the Company irrespective of the date of shipping document.
3. Scrap Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Scrap Sales are recognized on dispatch of material from the factory of the Company.
- e) Input VAT credit not utilized against current year's Output VAT liability is available for either refund or set-off in future. Therefore, all the purchase & expense transactions involving VAT are accounted net of tax to the extent tax is recoverable and the balance in Value added tax account is included under the head recoverable from Tax department under Short term Loans and Advances.
- f) Input Cenvat Credit not utilized against current year's Cenvat liability is available set-off in future. Therefore, all the purchase & expense transactions involving Cenvat are accounted net of tax to the extent tax is recoverable and the balance in Cenvat account is included under the head recoverable from Tax department under Short term Loans and Advances.
- g) Profit on sale of investment is recognized on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the Investment.
- h) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is accrued at applicable interest rate.

Notes forming part of Standalone Financial Statement

- i) Export Benefits / incentives and other incomes are accounted on accrual basis except Dividend, which recognized when right to receive is established.

J. Service Tax & Sales Tax on Works Contracts

Where the Company has contractual right to claim equal amounts regarding the said liability from the clients, the same is not charged as expenditure.

Where the ultimate liability would be on the Company, the same is accounted for provisionally as per the information and the final adjustment for the same would be done as and when the demand from concerned authorities is made on the Company.

K. Employee Benefits

Contribution to defined contribution scheme such as Provident Fund, Employees Pension Scheme, is charged to the Profit & Loss Account as incurred.

Defined benefit plans like gratuity are determined based on actuarial valuation carried out by an independent actuary at the balance sheet date using the projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit and measures each unit separately to build up final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities at the balance sheet date. Actuarial gains and losses are recognized immediately in the profit and loss account. The Company has taken comprehensive policy from the Life Insurance Corporation of India for its Gratuity liability.

Expenses on training, recruitment are charged to revenue in the year of incurrence.

Expenditure on leave travel concession to employees is recognized in the year of availment due to uncertainties of accrual.

Leave encashment is provided on actual basis. Expenditure on leave travel concession to employees is recognized in the year of availment.

L. Provision for Current & Deferred Taxes

Tax expenses comprise of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with provisions of the Income tax Act, 1961. Deferred income taxes reflects the impact of current year time differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off.

Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

M. Borrowing Costs

Borrowing costs directly attributable and identifiable to the acquisition and construction of qualifying assets are capitalized till the date such qualifying assets are ready to be put to use. All other borrowings costs are expensed out.

N. Provisions, Contingent Liabilities & Contingent Assets

The Company creates a provision when there is present obligation because of a past event that will probably result in the outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect current best estimate. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

O. Leases

Lease arrangements, where the risk and rewards incidental to the ownership of asset substantially vests with the lessor are recognized as operating lease. Lease payments under operating leases are recognized as an expense in the Profit and Loss Account. Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.

P. Segment Accounting

a) Segment accounting policies

Segment accounting policies are in line with the accounting Policies of the Company. In addition, the following specific accounting policies have been followed for segment reporting:

- i. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
- ii. Expenses that are directly identifiable with/ allocable to segments are considered for determining the Segment Result. Expenses, which relate to the Company as a whole and not allocable to segments are included under

Notes forming part of Standalone Financial Statement

- “Unallocable Corporate Expenditure”.
- iii. Income which relates to the Company as a whole and not allocable to segments is included in “Unallocable Corporate Income”.
 - iv. Segment result includes margins on inter-segment transactions, which are reduced in arriving at the Profit before tax of the Company.
 - v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities

that relate to the Company as a whole and not allocable to any segment.

b) Inter-segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

2. Share Capital

(₹ in Lakh)

Particulars	31.03.2014	31.03.2013
AUTHORIZED SHARE CAPITAL		
12,50,00,000 (P.Y. 12,50,00,000) Equity Shares of ₹2/- Each	2,500.00	2,500.00
16,31,000 (P.Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ₹92/- Each	1,500.52	1,500.52
	<u>4,000.52</u>	<u>4,000.52</u>
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
10,10,55,392 (P.Y. 10,10,55,392) Equity shares of ₹2/- Each fully paid up	2,021.11	2,021.11
Total	2,021.11	2,021.11

2.1 Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares

Particulars	31.03.2014		31.03.2013	
	No of Shares	Amount (₹ in Lakh)	No of Shares	Amount (₹ in Lakh)
Number of Shares at the beginning	101,055,392	2,021.11	99,424,957	1,988.50
Add:- CCPPS Converted into Equity Share	-	-	1,630,435	32.61
Number of Shares at the end	101,055,392	2,021.11	101,055,392	2,021.11

Compulsorily Convertible Participatory Preference Shares

Particulars	31.03.2014		31.03.2013	
	No of Shares	Amount (₹ in Lakh)	No of Shares	Amount (₹ in Lakh)
Number of Shares at the beginning	-	-	1,630,435	1,500.00
(Less):- CCPPS Converted into Equity Share	-	-	(1,630,435)	(1,500.00)
Number of Shares at the end	-	-	-	-

Notes forming part of Standalone Financial Statement

2.2 Terms/Rights attached to equity shares

Equity shares are having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting.

The Board of Directors in their meeting held on 27th May 2014, proposed final dividend of ₹0.20 per share. The proposal is subject to approval of shareholders at next Annual General Meeting to be held. The total appropriation for the year ended March 31, 2014 amounted to ₹236.46 Lakh including corporate dividend tax of ₹34.35 Lakh.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Details of shareholders holding more than 5% shares in the Company

Particulars	31.03.2014		31.03.2013	
	No of shares	%	No of shares	%
Equity shares of ₹2 each fully paid				
Mr. Ajit B Kulkarni	16,316,554	16.15%	11,835,854	11.71%
Mrs. Usha B Kulkarni	14,044,750	13.90%	13,002,500	12.87%
Mrs. Sunanda Datta Kulkarni	10,000,000	9.90%	10,000,000	9.90%
Warhol Limited	6,097,561	6.03%	6,097,561	6.03%
Reliance Capital Trustee Co Ltd A/c Reliance regular Saving Fund- Equity Option	6,000,000	5.94%	6,000,000	5.94%
Van Dyck	5,434,783	5.38%	5,434,783	5.38%

As per the records of the Company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

2.4 Company has neither issued any bonus shares nor any shares (apart from conversion of Compulsorily Convertible Participatory Preference Shares during previous year) pursuant to contract without payment being received in cash during preceding five years. It has also not bought back any shares during these years.

3. Reserves and Surplus

(₹ in Lakh)

Particulars	31.03.2014	31.03.2013
Securities Premium Reserve		
Balance as per last financial statement	23,930.38	22,462.99
Add : On conversion of CCPPS into Equity Shares	-	1,467.39
	(A) 23,930.38	23,930.38
General Reserve		
Balance as per last financial statement	4,026.00	3,073.00
Add : Transferred from the statement of Profit and Loss	366.00	953.00
	(B) 4,392.00	4,026.00
Surplus in the Statement of Profit and Loss		
Balance as per last financial statement	34,796.08	26,941.79
Profit for the year	3,652.04	9,516.67
	38,448.13	36,458.46
Less : Appropriations		
- Proposed Dividend		
- On Equity Shares ₹0.20 (P.Y. ₹0.60) per share	(202.11)	(606.33)
- Corporate Dividend Tax	(34.35)	(103.05)
- Transferred to General Reserve	(366.00)	(953.00)
	(C) 37,845.67	34,796.08
Total	(A)+(B)+(C) 66,168.05	62,752.46

Notes forming part of Standalone Financial Statement

4. Long-term borrowings (₹ in Lakh)

Particulars	31.03.2014	31.03.2013
Term Loan		
- Foreign Currency Loan from Banks	5,393.09	7,550.51
- Rupee Loan from Banks	38,767.34	42,505.03
- From Financial Institutions	5,934.63	7,283.77
Fixed Deposit from Public	3,065.50	2,004.02
Total	53,160.57	59,343.32

The above amount includes

Secured Borrowings	49,990.39	57,339.30
Unsecured Borrowings	3,170.17	2,004.02
Secured by Personal Guarantee by Promoters/ Directors	49,990.39	57,339.30

- 4.1. Foreign Currency Loans are repayable in 4 to 6 year from the date of loan at interest rates ranging from 1.25% p.a. to 5.15% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.2. Rupee Loans from banks are repayable in 3 to 5 years at interest rates ranging from 10.20% p.a. to 13.75% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.3. Rupee Loans from Financial Institutions are repayable in 3 years to 4 year from the date of loan at interest rates ranging from 12.25% p.a. to 14.00% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.4. Fixed Deposit from Public are repayable in 2 years to 3 years from the date of deposit at an interest rates ranging from 11.50% p.a. to 12.50% p.a. These deposits are unsecured in nature.

5. Deferred tax liabilities

Deferred Tax Liability		
- On account of Depreciation difference	4,318.87	3,351.08
Deferred Tax Asset	-	-
Total	4,318.87	3,351.08

6. Short-term borrowings

Loan Repayable on Demand		
- Foreign Currency Loan from Banks	-	4,566.70
- Rupee Loan from Banks	32,769.19	25,328.36
Fixed Deposit from Public	1,116.90	554.95
Total	33,886.09	30,450.01

The above amount includes

Secured Borrowings	32,769.19	25,569.88
Unsecured Borrowings	1,116.90	4,880.13
Secured by personal guarantee by promoters / directors	32,769.19	29,895.06

- 6.1. Rupee loan taken from various banks at interest rates ranging from 10.20% p.a. to 13.75% p.a. Above loans are secured against: i) first charge by hypothecation of current assets (other than those specifically charged to other banks), namely stock of raw materials, work-in-progress and receivables; ii) First charge on the gross block (other

Notes forming part of Standalone Financial Statement

than those specifically charged to other banks); iii) Project specific current assets; and iv) Personal guarantees of Promoter-Directors of the Company

- 6.2. Fixed Deposit from Public are repayable within an year from the date of deposit at an interest rate of 11.50% p.a. & 11.75% p.a. These deposits are unsecured in nature.

7. Trade payables		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Micro Small & Medium Enterprises	12.95	15.52	
Other Trade Payables	49,451.64	31,466.74	
Total	49,464.58	31,482.26	

*The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ₹31,131.37 Lakh (P. Y. ₹13,564.56 Lakh)

- 7.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

Principal Amount due and remaining unpaid	-	-
Interest due and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed date during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

8. Other current liabilities

Current maturities of long-term borrowings	67,746.42	21,215.89
Withholding & other taxes payable	3,744.28	1,502.83
Unclaimed Dividend	9.18	8.00
Security Deposits	4,759.31	4,898.72
Mobilisation & other contract Advances	25,912.09	11,481.52
Interest accrued but not due	169.36	186.86
Creditors for Capital expenses	5,255.64	2,290.29
Advances From Related Parties#	12,558.46	15,735.08
Other Payables*	1,247.87	785.87
Total	121,402.63	58,105.06

*Primarily Includes various expenses payable

Refer note number 33

9. Short term provisions

Provision for Gratuity*	31.79	140.39
Provision for Income Tax	1,177.61	2,618.84
Proposed Dividend	202.11	606.33
Dividend Distribution Tax Payable	34.35	103.05
Provision for Wealth Tax	9.38	5.66
Total	1,455.24	3,474.27

*Includes Gratuity provision of overseas operations

Notes forming part of Standalone Financial Statement

Sr. No.	Particulars	Gross Block				Depreciation			Net Block		
		01/04/2013	Additions	Deduction/ Adjustments	31/03/2014	01/04/2013	Additions	Deduction/ Adjustments	31/03/2014	As on 31/03/2014	As on 31/03/2013
I	Tangible Assets										
1	Land	630.37	-	-	630.37	-	-	-	-	630.37	630.37
2	Building	5,923.09	-	-	5,923.09	723.72	197.83	-	921.55	5,001.54	5,199.37
3	Plant and Equipment	51,994.12	28,012.72	172.55	79,834.29	5,041.59	3,064.04	17.97	8,087.66	71,746.64	46,952.53
4	Furnitures & Fixtures	1,778.06	182.34	65.86	1,894.54	284.60	120.21	10.86	393.96	1,500.58	1,493.46
5	Vehicles	1,945.58	253.13	176.65	2,022.07	756.93	180.97	46.62	891.28	1,130.79	1,188.65
6	Office Equipment	354.93	41.42	4.17	392.18	74.36	17.44	0.40	91.40	300.79	280.58
7	Computer	657.56	135.01	4.18	788.38	230.58	114.02	1.50	343.10	445.29	426.98
8	Electrical Installation	732.15	-	-	732.15	182.78	34.78	-	217.56	514.59	549.37
9	Office Premises	10,712.58	-	-	10,712.58	335.22	177.76	-	512.98	10,199.61	10,377.36
	(A)	74,728.44	28,624.62	423.41	102,929.66	7,629.78	3,907.04	77.34	11,459.47	91,470.18	67,098.67
II	Intangible Assets										
1	Computer Software	1,210.37	107.94	-	1,318.31	359.90	273.34	-	633.24	685.07	850.47
	(B)	1,210.37	107.94	-	1,318.31	359.90	273.34	-	633.24	685.07	850.47
	Total [A + B]	75,938.82	28,732.56	423.41	104,247.97	7,989.68	4,180.38	77.34	12,092.72	92,155.25	67,949.14
	Previous Year	52,235.23	25,086.94	1,383.35	75,938.82	5,252.80	2,912.23	175.35	7,989.68	67,949.14	46,982.43
III	Capital Work-in-progress									-	50.29

10.1 Additions in Plant and Machinery and Capital WIP includes ₹NIL [Previous Year ₹179.62 Lakh] on account of foreign exchange loss during the year.

10.2 The borrowing cost capitalized during the year ended 31st March 2014 was ₹1,288.24 Lakh [Previous Year ₹36.69 Lakh].

10.3 During the year under consideration, none of the assets has been revalued or impaired.



Notes forming part of Standalone Financial Statement

11. Non-current investments		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Non Trade Investments			
Unquoted			
<u>In equity shares Fully paid up</u>			
2,660 (2,660) Abhyudaya Co Op. Bank Ltd	0.27	0.27	
100,100 (100,100) Janakalyan Sahakari Bank Ltd	10.01	10.01	
5 (5) the Greater Bombay Co-op. Bank Ltd. (₹25/- P.Y. ₹25/-)	0.00	0.00	
100 (100) Baramati Tollways Pvt. Ltd.	0.01	0.01	
<u>In equity shares of Subsidiaries Fully paid up</u>			
400,000 (400,000) Mukhtangan Developers Pvt. Ltd.	190.00	190.00	
1,000,000 (1,000,000) Prime Infrapark Pvt. Ltd.	100.00	100.00	
5,100 (5,100) Bhopal Sanchi Highways Pvt. Ltd.	0.51	0.51	
10,000 (10,000) Pratibha Holdings (Singapore) Pte. Ltd	4.49	4.49	
<u>In Preference shares of Subsidiaries Fully paid up</u>			
245,365 (245,365) Pratibha Holdings (Singapore) Pte. Ltd	88.98	88.98	
<u>Investment in Associate Companies</u>			
Saudi Pratibha Industries LLC	69.67	69.67	
Investment in Joint ventures	11.22	49.32	
Quoted			
Investment in Gold Coins	0.44	0.44	
Total	475.61	513.70	
Aggregate value of			
Quoted Investments	0.44	0.44	
Market Value Quoted Investments	2.85	2.37	
Unquoted Investments	475.17	513.26	
12. Long term loans and advances			
Capital Advances	690.49	4,409.08	
Security Deposits	742.57	819.08	
Balance with statutory / Government Authorities	5,704.05	5,179.47	
Total	7,137.11	10,407.63	
13. Other Non Current Assets			
Term Deposits with maturity more than 12 months	3,793.52	2,588.32	
Total	3,793.52	2,588.32	

13.1. For details on margin money refer note 16.1

Notes forming part of Standalone Financial Statement

14. Inventories		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Raw Material	11,600.66	6,203.12	
Construction Work-In-Progress	56,304.45	57,166.85	
Manufacturing Work-In-Progress	-	10.99	
Finished Goods	18.37	53.44	
Stores & Spares	-	648.20	
Total	67,923.48	64,082.62	

15. Trade receivables

Outstanding for more than six months	9,663.94	9,079.50
Others	55,078.97	16,658.60
Total	64,742.91	25,738.10

All above receivables are Unsecured and Considered Good

16. Cash and cash equivalents

Cash & Cash Equivalent		
Balances with banks:		
- In current accounts	1,386.21	3,346.28
Cash on hand	114.77	128.86
Others		
- In Term Deposits	9,386.51	6,198.96
Total	10,887.49	9,674.09
Balances with bank in unpaid dividend accounts	9.18	8.00
Balances with bank held as margin money deposit against guarantees	12,193.23	7,121.03
Balances with bank held as collateral securities	894.34	781.00
Balances with bank held as investment in liquid assets for Public deposits maturity.	82.00	-

16.1 Bank balances in Current accounts and Term Deposit (including with maturity more than 12 months # Note 13) as on March 31, 2014 and March 31, 2013 include restricted balances of ₹13,178.74 Lakh and ₹7,910.03 Lakh, respectively. The restrictions are primarily on account of Bank balances held as margin money deposits against guarantees, as collateral security, unclaimed dividends and as investment in liquid assets for Public deposits maturity.

16.2 The deposits maintained by the Company with banks and financial institutions comprise of time deposits, which can be withdrawn by the Company at any point without prior notice.

17. Short-term loans and advances

Retention & Security Deposits	19,033.52	19,867.82
Loans & Advances to related parties #	49,713.65	34,261.91
Other Loans & Advances		
- Loans & Advances to Employees	54.13	48.60
- Advances to suppliers	2,972.38	3,178.66
- Mobilisation Advance	480.12	507.30
- Other Advances	20.74	152.23
- Balance with statutory/ Government Authorities	6,680.64	5,449.08
Total	78,955.17	63,465.61

All above are Unsecured and Considered Good

Refer note 33

Notes forming part of Standalone Financial Statement

18. Other current assets		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Interest Accrued But Not Due	61.95	350.21	
Prepaid Expenses	1,550.58	2,198.33	
Other assets	4,194.08	3,961.53	
Total	5,806.61	6,510.07	
19. Revenue from operations			
Construction Contract	131,924.27	162,491.22	
Sale of Products	14,604.26	2,033.75	
	A	146,528.54	164,524.97
Other Operating Revenue			
- Sale of Scrap	235.66	643.20	
- Others	8,359.63	-	
	B	8,595.30	643.20
Total	(A+B)	155,123.83	165,168.16
19.1 Details of Sale of Products			
HSAW Pipe & Coating	27.90	1,905.73	
H R Coils & H.R. Plate	14,560.70	-	
Others Products	15.66	128.01	
20. Other Income			
Dividend	0.78	9.20	
Other Income	671.16	389.64	
Interest income	1,100.40	753.69	
Total	1,772.34	1,152.54	
21. Cost of Material consumed			
Raw Material Stock at the beginning of the period	6,203.12	6,258.39	
Add :- Purchases during the year	52,372.33	73,323.27	
	58,575.45	79,581.66	
Less : Raw Material Stock at the end of the period	11,600.66	6,203.12	
Total	46,974.80	73,378.54	
22. Manufacturing, Construction & Operating Expenses			
Consumption of Stores & Spares	8,354.15	3,022.85	
Sub-contract & Labour Charges	25,946.21	45,451.71	
Repairs & Maintenance Machinery	1,862.87	327.29	
Equipment Hire Charges	2,181.63	1,125.35	
Power & Fuel Charges	435.81	501.43	
Freight Inwards	581.94	1,033.19	
Custom & Excise Duty	50.65	59.60	
Site Mobilisation Expenses	18.51	55.30	
Other Expenses	1,560.61	1,921.42	
Total	40,992.38	53,498.14	

Notes forming part of Standalone Financial Statement

23. Change in Inventories		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Inventory at the end of the period			
- Work-in-progress			
- Construction Work-In-Progress	56,304.45	57,166.85	
- Manufacturing Work-In-Progress	-	10.99	
- Finished goods	18.37	53.44	
	A	56,322.82	57,231.29
Inventory at the beginning of the period			
- Work-in-progress.			
- Construction Work-In-Progress.	57,166.85	38,003.92	
- Manufacturing Work-In-Progress.	10.99	264.41	
- Finished goods.	53.44	560.45	
	B	57,231.29	38,828.78
Total	(B-A)	908.47	(18,402.51)

24. Employee Benefit expenses

Contribution to PF & other fund	105.13	131.24
Directors Remuneration	453.23	955.65
Salaries & Wages	7,863.13	9,709.90
Staff Welfare Expenses	299.09	402.68
Gratuity Expenses*	27.25	125.01
Total	8,747.84	11,324.47

* Includes Gratuity expenses of overseas operations

24.1 The following table set out the status of the Gratuity Plan as required under AS-15 for Indian Operations

Reconciliation of opening and closing balance of present value of the defined benefit obligation and plan assets:

Obligation at the beginning	240.07	239.68
Interest Cost	19.21	20.37
Service Cost	57.82	56.11
Actuarial (Gain)/Loss	(46.49)	7.28
Benefit Paid	(36.57)	(83.37)
Obligation at the period end	234.03	240.07

Defined benefit obligation liability as at the Balance Sheet is wholly funded by the Company :

Change in plan assets:		
Fair Value of plan asset at the beginning	182.40	163.45
Expected return on plan assets	15.87	13.89
Actuarial Gain	0.42	2.54
Contribution	50.01	85.89
Benefit paid	(36.57)	(83.37)
Fair Value of plan asset at the end of the year	212.13	182.40

Notes forming part of Standalone Financial Statement

	(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013
Reconciliation of present value of obligation and fair value of plan asset:		
Fair Value of plan asset at the end of the year	212.13	182.40
Present Value of defined obligation at the end of the period.	234.03	240.07
Liability recognized in the balance sheet	21.90	57.67
Actuarial Assumptions:		
Discount Rate (p.a.)	8.00%	8.00%
Estimated rate of return on plan assets (p.a.)	8.70%	8.70%
Mortality Table	IALM2006-08 (Ultimate)	IALM2006-08 (Ultimate)
Rate of escalation in salary (p.a.)	6.00%	6.00%
Gratuity Cost for the period		
Service cost	57.82	56.11
Interest cost	19.21	20.37
Expected return on plan assets	(15.87)	(13.89)
Actuarial (gain)/loss	(46.91)	4.75
Expense recognized in Profit and Loss Account	14.24	67.34
25. Financial costs		
Interest Expense	11,414.40	9,674.51
Other Borrowing cost	1,578.53	1,226.90
Foreign Exchange Fluctuation Loss / (gain)	2,365.49	712.83
Total	15,358.43	11,614.24
26. Depreciation and Amortization expense		
Depreciation	3,907.04	2,725.26
Amortization	273.34	186.97
Total	4,180.38	2,912.23
27. Other expenses		
Advertising & Business Promotion Expenses	206.88	155.51
Auditors Remuneration	214.30	57.20
Carriage Outward	-	71.93
Commission & Brokerage Expenses	9.05	6.74
Computer & Software Expenses	148.18	130.92
Directors Sitting Fees & Commission	14.38	13.80
Donation	27.97	203.04
Electricity Charges	233.17	326.02
General Expenses	469.65	200.67
Insurance Charges	773.19	478.91
Legal Fees & Professional Charges	2,943.16	2,398.37
Loss on Sale of Fixed Asset	91.43	15.02
Postage & Courier Charges	20.32	20.94
Printing & Stationery	85.80	48.66

Notes forming part of Standalone Financial Statement

	(₹ in Lakh)	
Particulars	2013-14	2012-13
Rates & Taxes	10,159.17	10,295.43
Rent	564.09	582.38
Repairs & Maintenance Office	435.94	460.22
Security Service Charges	607.22	637.02
Travelling & Visa Expenses	562.01	661.06
Telephone & Internet Expenses	121.56	158.30
Vehicle Expenses	414.48	438.53
Share of Loss from JV	1,164.38	1,125.53
Foreign Exchange Fluctuation	144.31	225.29
Total	19,410.61	18,711.50

27.1 Payment to Auditors

As Auditors		
- Audit Fee	20.00	20.00
- Tax Audit Fee	7.50	7.50
In Other Capacity		
- Taxation matters	155.00	16.20
- Management Services	20.22	7.08
- Other Services	11.58	6.43
Total	214.30	57.20

28. Earning Per Share

Profit/loss after Tax attributable to equity shareholders	3,652.04	9,516.67
Weighted average number of equity shares in calculating Basic/Diluted EPS	1,010.55	1,008.14
Earnings Per Share		
(1) Basic	3.61	9.44
(2) Diluted	3.61	9.44

Notes forming part of Standalone Financial Statement
29. Contingent Liabilities:

(₹ in Lakh)

Particulars	As at 31 st March 2014	As at 31 st March 2013
i. Unutilized Letters of Credit with Bankers	24,019.44	27,452.26
ii. Bank Guarantee	186,040.31	135,502.61
iii. Corporate Guarantee	96,334.00	101,434.00
iv. Estimated amounts of contract remaining to be executed on Capital Account and not provided for	7,775.48	13,455.26
v. Cases in the court, which in the opinion of the management, require no provision of liability than what is recorded in accounts.	1,402.13	379.00
vi. Central Excise Liability (excluding penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.	24.27	24.27
vii. Service Tax liability (excluding penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.	136.53	136.53
viii. Sales Tax Liability (excluding penalties). The matters are in appeal and management is of the opinion that the liability may not arise. Accordingly no provision has been made.	135.53	135.53
ix. Assignment of Retention Receivables to IndusInd Bank with recourse to the extent of amount.	757.90	2,987.98

The Management is of the opinion that claims for performance guarantee will not arise related to the projects executed previously.

30. Change of Policy of Operating cycle for current and non-current classification

Company has changed its policy of operating cycle for current and non-current classification for the project specific loans. These loans have been reclassified as long term loans instead of short term loans. Due to reclassification, the short term loans have reduced by ₹75,227 Lakh (P.Y. ₹46,034 Lakh), the long term loans have increased by ₹20,711 (P.Y. ₹34,134) and current maturities have increased by ₹54,516 Lakh (P.Y. ₹11,900 Lakh), There is no financial impact on Profit and Loss account.

31. Disclosure pursuant to Accounting Standard – 7 “Construction Contracts”

In terms of the disclosure required to be made under the Accounting Standard 7 for “Construction Contracts” as notified in the Companies (Accounting Standard) Rules, 2006, the amounts considered in the financial statements up to the balance sheet date are as follows:

Particulars	2013-14	2012-13
Contract Revenue recognised as revenue during the year	131,924.27	162,491.22
Aggregate amount of Contract Cost incurred and recognised profits, less losses.	634,881.30	533,458.64
Advances received, net recoveries from progressive bills	25,912.09	11,481.52
Gross amount due from customers for contract works	63,155.02	23,505.84
Retention Money	19,033.52	19,867.82

Notes forming part of Standalone Financial Statement

32. Leases:

The Company has operating lease agreements, primarily for leasing office space and residential premises for its employees. Most of these lease agreements provide for cancellation by either party with a notice period ranging from 30 days to 120 days and contain a clause for renewal of lease agreement at the option of the Company. There are no non-cancelable operating leases. There are no assets taken on finance lease.

33. Related Party Disclosure:

As per the accounting standard 18 prescribed by Companies (Accounting Standards) Rules, 2006, details of related parties & transactions with them are given below:

Sr. No.	Name of Related Party	Relationship
1	Prime Infrapark Pvt. Ltd	Subsidiary Companies
2	Muktangan Developers Pvt. Ltd.	
3	Pratibha Holding (Singapore) Pte. Ltd	
4	Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	
5	Bhopal Sanchi Highways Pvt. Ltd.	
6	Saudi Pratibha Industries Limited	Associates & Enterprises over which Key Managerial Personnel are able to exercise significant influence
7	Pratibha Industries (B) SDN BHD	
8	Pratibha Shareholding Private Limited	
9	Pratibha Heavy Engineering Limited	
10	Pratisheel Infra Solutions Private Limited	
11	Pratibha Membrane Filtering Systems Private Limited	
12	Petron Pratibha JV	Joint Ventures
13	Pratibha JV	
14	Pratibha Ostu Stettin JV	
15	Pratibha Rohit JV	
16	Patel Pratibha JV	
17	Pratibha Unity JV	
18	MEIL Saisudhir Pratibha JV	
19	Pratibha China State JV	
20	Unity Pratibha Multimedia JV	
21	Niraj Pratibha JV	
22	Unity Pratibha Consortium	
23	ITD Pratibha Consortium	
24	Pratibha GIN KJI Consortium	
25	Pratibha SMS JV	
26	Pratibha Al Ambia JV	
27	Pratibha Aparna JV	
28	Pratibha Membrane Filters JV	
29	Pratibha Mosinzhstroi Consortium	
30	Pratibha CRFG JV	
31	Pratibha GECPL JV	
32	Pratibha Pipes & Structural Consortium	
33	Gammon Pratibha JV	
34	FEMC Pratibha JV	
35	KBL PIL Consortium	
36	Pratibha Jain Irrigation Navana JV	
37	Pratibha Yogiraj JV	
38	Pratibha Industries Limited Yogiraj JV	

Notes forming part of Standalone Financial Statement

39	Mrs. Usha B. Kulkarni	Key Managerial Personnel
40	Mr. Ajit B. Kulkarni	
41	Mr. Ravi A. Kulkarni	
42	Mr. Sharad P. Deshpande	
43	Mr. Yogen Lal	
44	Mr. Shyam Kulkarni	Relatives of Key Managerial Personnel
45	Mr. Anand Kulkarni	

Disclosure of related party transactions:

(₹ in Lakh)

Particulars	Subsidiaries	Joint Ventures	Key Managerial Personnel	Relatives of Key Managerial Personnel	Associate / Affiliates
Sales & Services	NIL <i>445.75</i>	22,202.90 <i>26,130.37</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>27.59</i>
Interest & Other Incomes	NIL <i>NIL</i>	5,527.19 <i>1,208.28</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>
Purchase of Goods /Payment for other services	NIL <i>1.25</i>	4.46 <i>54.39</i>	146.40 <i>14.40</i>	NIL <i>NIL</i>	NIL <i>3,789.50</i>
Remuneration	NIL <i>NIL</i>	NIL <i>NIL</i>	561.80 <i>1,007.12</i>	23.13 <i>20.01</i>	NIL <i>NIL</i>
Sale of Fixed Assets	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>8.74</i>
Loan/Advance/ Security Deposit given/ (received)	3,111.32 <i>2,633.66</i>	49,987.54 <i>22,148.77</i>	(77.00) <i>375.00</i>	NIL <i>NIL</i>	27.58 <i>6.81</i>
Guarantee given/(received)*	NIL <i>NIL</i>	28,929.15 <i>39,590.00</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>
Investment made/(received)	NIL <i>NIL</i>	1,171.69 <i>601.19</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>

Note: Previous year's figures are given in *italic*

* Guarantee given / (received) represents corporate guarantee given by Pratibha Industries Limited for related party to third party during the year.

Out of the above, transaction with related parties in excess of 10% of the total related party transactions are as under:

(₹ in Lakh)

Particulars	2013-14	2012-13
Joint Ventures		
i) Sales & Service		
Pratibha China State JV	4,057.90	5,474.20
Patel Pratibha JV	-	2,389.06
Pratibha Al Ambia JV	-	3,207.05
Pratibha Mosinzhstroi Consortium	15,000.00	4,112.71
Pratibha Ostu Stettin JV	-	4,006.83
FEMC Pratibha JV	12,000.00	3,699.50

Notes forming part of Standalone Financial Statement

	(₹ in Lakh)	
Particulars	2013-14	2012-13
ii) Interest & Other Income Received		
Pratibha Aparna JV	-	152.16
Pratibha AI Ambia JV	-	190.67
Pratibha Mosinzhstroi Consortium	2,234.95	755.32
FEMC Pratibha JV	5,614.81	-
iii) Purchases of Goods /Payment for other services		
Niraj Pratibha JV	4.46	54.39
iv) Advance given		
Niraj Pratibha JV	-	1,292.81
Pratibha SMS JV	-	673.24
Pratibha AI Ambia JV	-	3,433.83
Pratibha Aparna JV	-	1,983.79
Pratibha CRFG JV	-	1,322.08
Pratibha Mosinzhstroi Consortium	25,381.61	8,577.20
FEMC Pratibha JV	19,560.73	4,779.50
ii) Guarantees Given		
Pratibha CRFG JV	-	20,500.00
FEMC Pratibha JV	2,600.00	39,500.00
Pratibha Mosinzhstroi Consortium	5,510.00	-
Pratibha AI Ambia JV	2,639.00	-
Pratibha Yogiraj JV	4,101.01	-
Pratibha Industries Limited Yogiraj JV	7,731.45	-
v) Investment		
Pratibha GECPL JV	-	371.51
ITD Pratibha Consortium	(299.87)	229.68
Pratibha SMS JV	-	-
Pratibha Aparna JV	1,400.00	-
Associate /Affiliates		
i) Loans & Advance given / (received)		
Elegant Infrastructure & Real Estate Pvt. Ltd.	-	(1.30)
Pratibha Industries (B) SDN BHD	(4.60)	-
Saudi Pratibha Industries LLC	32.18	8.11
KMP		
i) Remuneration		
Mr. Ajit B. Kulkarni	305.00	688.40
Mrs. Usha B. Kulkarni	-	203.95
Mr. Ravi Kulkarni	-	17.50
Mr. Yogen Lal	117.13	117.13
ii) Purchase of Goods /Payment for other services		
Mrs. Usha B. Kulkarni	-	2.40
Mr. Ajit B. Kulkarni	144.00	12.00



Notes forming part of Standalone Financial Statement

		(₹ in Lakh)	
Particulars	2013-14	2012-13	
iii) Loan/Advance/ Security Deposit given			
Mr. Ajit B. Kulkarni	(77.00)	375.00	
Relatives of KMP			
i) Remuneration			
Mr. Shyam Kulkarni	15.80	15.34	
Mr. Anand Kulkarni	7.33	0	
Subsidiaries			
i) Loans & Advance given / (received)			
Prime Infrapark Pvt. Ltd.	2,488.88	2,460.70	
Bhopal Sanchi Highways Pvt. Ltd	613.37	-	
Muktangan Developers Pvt. Ltd.	-	45.11	
ii.) Sales & Service			
Prime Infrapark Pvt. Ltd.	-	445.75	
iii.) Interest & Other Income Received			
Bhopal Sanchi Highways Pvt. Ltd.	-	44.38	
iv.) Purchases of Goods / Payment for other services			
Prime Infrapark Pvt. Ltd.	-	1.25	
v.) Guarantees Given			
Bhopal Sanchi Highways Pvt. Ltd.	-	13,772.00	
Prime Infrapark Pvt. Ltd.	-	16,030.00	

34. Disclosure as per amendment to clause 32 of the Listing Agreement

		(₹ in Lakh)			
Sr. No.	Particulars	Outstanding Balance		Maximum Balance during the year	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013
1	Loans and advances in the nature of loans to subsidiaries				
	Prime Infrapark Pvt. Ltd	4,821.91	2,498.37	4,821.91	4,002.73
	Muktangan Developers Pvt. Ltd.	1,226.75	1,217.68	1,226.75	1,217.68
	Pratibha Holding (Singapore) Pte. Ltd	8.14	8.14	8.14	8.14
	Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	39.30	90.73	90.73	103.64
	Bhopal Sanchi Highways Pvt. Ltd.	926.60	313.23	926.60	313.23
2	Loans and advances in the nature of loans to associates				
	Saudi Pratibha Industries LLC	104.67	69.67	337.17	86.87
	Pratibha Industries (B) SDN BHD	4.60	-	4.60	-
3	Loans and advances in the nature of loans to firms/ companies in which directors are interested				
	Pratibha Shareholding Pvt. Ltd.	0.45	0.63	0.63	0.63
	Pratibha Heavy Engineering Limited	0.32	0.01	0.32	0.01

Notes forming part of Standalone Financial Statement

35. Financial Reporting of Interest in Joint Ventures:

The investments in joint venture are governed by the AS-27 "Financial Reporting of Interest in Joint Venture" issued by the Institute of Chartered Accountants of India. During the period under review, there were following active investments in the joint ventures:

(₹ in Lakh)					
NAME	%	ASSETS	LIABILITIES	INCOME	EXPENSES
Patel Pratibha JV	100%	970.02	861.84	917.59	913.03
Pratibha JV	95%	66.17	8.84	0.00	(0.38)
Pratibha SMS JV	100%	2,786.60	2,461.57	406.92	439.13
Unity Pratibha Consortium	100%	889.37	228.54	0.52	27.51
Niraj Pratibha JV	50%	3,357.84	6,216.28	13.01	103.24
Pratibha Ostu Stettin JV	50%	2,890.59	2,572.18	2,174.12	2,192.51
Pratibha Rohit JV	80%	63.20	87.66	(541.02)	(493.94)
Pratibha CRFG JV	100%	17,582.43	18,390.17	17,239.51	18,105.27
ITD Pratibha Consortium	100%	18.97	15.39	42.72	14.79
Petron Pratibha JV	100%	0.10	0.00	0.00	2.97
Pratibha Al Ambia JV	100%	9,062.15	8,837.22	3,426.31	3,522.74
Pratibha Aparna JV	100%	3,787.79	3,632.18	1,138.19	1,276.67
Pratibha China State JV	60%	3,673.82	3,566.03	2,459.29	2,445.05
Pratibha Membrane Filters JV	51%	1,557.53	464.93	1,253.81	1,143.20
Pratibha GECPL JV	100%	1,899.60	1,555.35	1,151.47	1,178.78
Pratibha Mosinzhstroi Consortium	100%	54,220.10	54,215.11	36,047.25	36,008.87
Pratibha Unity JV	50%	147.10	14.25	0.00	0.00
Unity Pratibha Multimedia JV	100%	195.25	20.52	0.00	0.23
Pratibha Pipes & Structural Consortium	40%	4.86	0.83	0.00	0.00
FEMC Pratibha JV	100%	82,554.68	82,569.06	51,223.91	51,238.29
Pratibha Yogiraj JV	99.99%	2,332.65	2,332.15	0.00	(0.00)
Pratibha Industries Limited Yogiraj JV	99.99%	2,620.50	2,620.00	0.00	0.00
KBLPIL Consortium*	50%	117.27	32.68	144.60	108.20
Pratibha GIN KJI Consortium*	74%	1,766.79	46.63	128.60	241.15
MEIL Saisudhir Pratibha JV*	25%	1,371.58	197.10	1,853.05	1,716.75
Gammon Pratibha JV *	49%	983.63	502.06	896.23	801.54

*Joint Ventures are in the nature of jointly controlled operations.

As per para 1, of AS 27, "This statement should be applied in accounting for interests in joint ventures and the reporting of joint venture assets, liabilities, income and expenses in the financial statements of ventures and investors, regardless of the structures or forms under which the joint venture activities take place."

Accordingly, incomes, expenses assets and liabilities are incorporated in the Consolidated Balance sheet of the Pratibha Industries Limited.

36. Earning in Foreign Exchange :

(₹ in Lakh)		
Particulars	2013-14	2012-13
Consultancy Fees	341.65	194.28
Overseas Contract Revenue	92.27	16,508.67
Total	433.92	16,702.95

Notes forming part of Standalone Financial Statement

37. Expenditure in Foreign Currency :

Particulars	₹ in Lakh	
	2013-14	2012-13
On Foreign Travel	162.73	94.67
On Professional Fees / Consultancy Charges	57.78	2,182.64
On Interest & Bank Commission Charges	483.62	498.77
On Fees & Subscription	4.59	1.84
On Import of Capital Goods (CIF Value)	8,875.76	6,218.25
On Import of Material & Stores (CIF Value)	-	314.12
On overseas Branch Administration Expenses	752.87	2,736.20
On Overseas Contract Expenses	3,939.64	20,203.75
Total	14,276.99	32,250.24

37.1. During the year, the Company has not remitted dividend in foreign currency (P.Y. NIL)

38. Additional Information under Revised Schedule VI of the Companies Act, 1956:

(Following details are related to saw pipe manufacturing division only)

A. Raw Material Purchased

Particulars	₹ in Lakh	
	2013-14	2012-13
H R Coil	-	98.39
M S Pipes	-	1,073.47
Total	-	1,171.86

B. Consumption

a. Raw Material, Stores & Spares consumed:

Particulars	₹ in Lakh	
	2013-14	2012-13
H R Coil	-	349.34
M S Pipe	-	1828.62
Consumable & Others	14.88	121.82

b. Value of imported & indigenous raw materials, spare parts & consumables

Product	2013-14		2012-13	
	Value (₹ in Lakh)	%	Value (₹ in Lakh)	%
Raw Materials				
Imported	-	-	-	-
Indigenous	-	-	1,266.26	100.00
Total	-	-	1,266.26	100.00
Spares parts & Consumables				
Imported	-	-	-	65.03
Indigenous	14.88	100.00	28.17	34.97
Total	14.88	100.00	28.17	100.00

C. Purchase of Finished Goods:

NIL (P.Y. NIL)

D. Value of Imports (CIF Value)

NIL (P.Y. NIL)

Notes forming part of Standalone Financial Statement

39. Segment Information:

The Company has identified two reportable segments viz. Infrastructure & Construction and Manufacturing & Coating. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

- **Primary Segment Information:**

	(₹ in Lakh)	
Particulars	2013-14	2012-13
1. Segment Revenue		
a. Infrastructure & Construction	140,497.73	163,129.38
b. Manufacturing	82.12	2,670.30
c. Unallocated	16,312.19	1,145.65
Total	156,892.05	166,945.32
Less: Inter Segment Revenue	-	828.81
Net Sales / Income from Operations	156,892.05	166,116.52
2. Segment Results		
a. Infrastructure & Construction	21,902.34	24,819.77
b. Manufacturing	(699.61)	(217.33)
c. Unallocated	41.45	91.70
Total	21,244.18	24,694.14
Less: (1) Interest	15,358.43	11,614.24
(2) Income Tax	2,233.71	3,563.24
Net Profit	3,652.04	9,516.66
Segment Assets		
a. Infrastructure & Construction	285,464.47	210,965.04
b. Manufacturing	13,277.19	14,772.20
c. Unallocated	33,135.48	25,242.32
Total Assets	331,877.14	250,979.56
Segment Liabilities		
a. Infrastructure & Construction	244,078.91	167,665.01
b. Manufacturing	560.41	1,214.11
c. Unallocated	19,048.66	17,326.88
Total Liabilities	263,687.99	186,205.99
Capital Employed		
a. Infrastructure & Construction	41,385.56	43,300.03
b. Manufacturing	12,716.78	13,558.09
c. Unallocated	14,086.81	7,915.44
Total	68,189.15	64,773.57
Capital Expenditure		
a. Infrastructure & Construction	27,962.43	8,920.34
b. Manufacturing	-	24.03
c. Unallocated	719.84	4,010.51
Total	28,682.27	12,954.88



Notes forming part of Standalone Financial Statement

(₹ in Lakh)		
Particulars	2013-14	2012-13
Depreciation		
a. Infrastructure & Construction	2,732.26	1,936.22
b. Manufacturing	576.77	216.80
c. Unallocated	871.35	759.21
Total	4,180.38	2,912.23
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	1,255.80	1,216.62
b. Manufacturing	-	-
c. Unallocated	-	-
Total	1,255.80	1,216.62

• Secondary Segment Information:

(₹ in Lakh)		
Particulars	2013-14	2012-13
Segment Revenue - External Turnover		
Within India	156,799.78	149,607.65
Outside India	92.27	16,508.87
Total Revenue	156,892.05	166,116.52
Segment Assets		
Within India	330,083.41	241,024.85
Outside India	1,793.73	9,954.71
Total Assets	331,877.14	250,979.56
Segment Liabilities		
Within India	257,025.77	174,936.22
Outside India	6,662.21	11,269.77
Total Liabilities	263,687.99	186,205.99
Capital Expenditures		
Within India	28,682.27	12,954.88
Outside India	-	-
Total Expenditures	28,682.27	12,954.88

40. Other Information under Part II of Schedule VI of the Companies Act, 1956, are not applicable and hence not provided.

41. Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment, if any, on reconciliation thereof.

42. The previous year's figures have been regrouped, rearranged and reclassified wherever necessary to confirm to the current year presentation.

For Jayesh Sanghrajka & Co.
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Independent Auditors' Report on Consolidated Financial Statement

To

The Members of

PRATIBHA INDUSTRIES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Pratibha Industries Limited** (the "Company"), its subsidiaries and Joint ventures (collectively referred to as the "Group") which comprise the consolidated Balance Sheet as at March 31, 2014, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the accounting standard notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013, of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design

audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statements / consolidated financial statements of the subsidiaries and associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;
- in the case of the consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date; and
- in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

We have relied on the unaudited financial statements of certain subsidiaries and associates wherein the group's share of profit/(loss) aggregate to ₹(57.56) Lakh. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the management and our report in so far as it relates to the amount included in respect of these subsidiaries and associate companies is based solely on such approved unaudited financial statements.

Our opinion is not qualified in respect of other matters.

For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm Regn. No. 104184W

Hemant Agrawal
Partner
Membership No. 403143

Place : Mumbai
Date : 27th May 2014



Consolidated Balance Sheet as at 31st March, 2014

(₹ in Lakh)

Particulars	Notes	31.03.2014	31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	2,021.11	2,021.11
(b) Reserves and Surplus	3	62,593.14	61,290.67
		64,614.25	63,311.78
(2) Minority Interest			
		0.49	0.49
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	79,810.28	93,639.10
(b) Deferred tax liabilities	5	4,318.87	3,351.08
(c) Other Long term liabilities	6	743.79	685.09
		84,872.95	97,675.27
(4) Current Liabilities			
(a) Short-term borrowings	7	33,887.70	30,451.84
(b) Trade payables	8	82,621.52	47,219.19
(c) Other current liabilities	9	159,878.16	71,709.55
(d) Short-term provisions	10	1,580.91	3,588.16
		277,968.30	152,968.75
Total Liabilities		427,455.98	313,956.29
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		93,231.49	68,414.86
(ii) Intangible assets		17,887.55	18,191.17
(iii) Capital work-in-progress		6,192.54	3,037.08
		117,311.58	89,643.10
(b) Non-current investments	12	32.16	32.16
(c) Long term loans and advances	13	10,469.60	12,235.25
(d) Other Non Current Assets	14	3,793.52	2,588.32
		131,606.86	14,855.72
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	15	143,806.09	102,137.90
(c) Trade receivables	16	67,784.14	35,161.06
(d) Cash and cash equivalents	17	13,318.25	14,248.18
(e) Short-term loans and advances	18	64,115.40	50,438.93
(f) Other current assets	19	6,825.23	7,471.39
		295,849.12	209,457.46
Total Assets		427,455.98	313,956.29

Significant Accounting Policies

1

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For Jayesh Sanghrajka & Co.
Chartered Accountants
Firm No.: 104184W

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

S. P. Deshpande
Whole Time Director

Hemant Agrawal
Partner
Membership No.: 403143

Yogen Lal
Chief Executive Officer

T. R. Radhakrishnan
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2014

Pankaj S. Chourasia
Company Secretary

Consolidated Statement of Profit and Loss for the Year ended 31st March, 2014

(₹ in Lakh)			
Particulars	Notes	31.03.2014	31.03.2013
Revenue from operations	20	230,176.52	217,126.02
Less: Excise Duty		(4.12)	(204.18)
		230,172.39	216,921.84
Other Income	21	1,869.18	1,293.26
Total		232,041.57	218,215.10
Expenses:			
Cost of Material consumed	22	97,828.43	102,112.80
Purchases of stock-in-trade		14,433.39	-
Manufacturing, Construction & Operating Expenses	23	71,793.70	78,277.56
Change In Inventories	24	(31,675.00)	(35,705.22)
Employee Benefit expenses	25	16,359.31	15,316.99
Financial costs	26	25,749.40	15,829.47
Depreciation and Amortization expense	27	4,453.93	3,099.75
Other expenses	28	29,278.91	27,337.78
Total		228,222.08	206,269.13
Profit Before Tax		3,819.50	11,945.96
Tax expense:			
(1) Current tax		1,225.49	2,726.71
(2) Deferred tax		967.79	944.40
Prior Period Items			
Short/(excess) Provision of Prior years Tax		87.28	5.34
Profit for the year		1,538.93	8,269.51
Earning per equity share: (In ₹)			
(1) Basic	29	1.52	8.20
(2) Diluted		1.52	8.20

Significant Accounting Policies

1

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer



Consolidated Cash Flow Statement for the Year Ended 31st March, 2014

	(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	3,819.50	11,945.96
Adjustment for :		
Depreciation & Amortization	4,453.93	3,099.75
(Profit)/Loss on Sale of Assets	92.08	15.02
(Profit)/Loss on Sale of Investment	-	(0.21)
Finance Charges	23,383.90	15,116.64
Unrealised Foreign Exchange Gain	547.36	(281.03)
Dividend Received	(0.78)	(9.20)
(Profit) / Loss from Subsidiary	-	55.36
Operating Profit before working Capital Changes	32,296.00	29,942.30
Adjustment for:		
Inventories	(41,668.19)	(39,503.12)
Trade Receivables	(32,623.08)	(11,822.00)
Other Assets	(12,469.88)	(12,148.68)
Trade Payables	35,402.33	1,970.58
Other Liabilities	85,384.58	10,083.50
Minority Interest	-	(10.00)
	66,321.76	(21,487.40)
Less: Direct Taxes Paid	(5.56)	(28.50)
Net cash used in Operating Activities (a)	66,316.20	(21,515.90)
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets (net)	(32,214.49)	(16,638.49)
Sale of/ (Additions to) Investments (net)	(3,346.80)	(366.81)
Dividend Received	0.78	9.20
Net cash used in investing activities (b)	(35,560.51)	(16,996.10)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(606.33)	(606.33)
Corporate Dividend Tax paid	(103.05)	(98.38)
Proceeds from Long Term Borrowings (Net)	(14,376.18)	33,874.70
Proceeds from Short Term Borrowings (Net)	3,435.86	17,305.85
Finance Charges paid (Net)	(23,383.90)	(15,116.64)
Net cash from Financing Activities (c)	(35,033.60)	35,359.19
NET INCREASE IN CASH AND CASH EQUIVALENTS (a+ b + c)	(4,277.91)	(3,152.81)
Opening Cash and Cash Equivalents	7,579.71	10,732.52
Closing Cash and Cash Equivalents	3,301.79	7,579.71

Notes :

1. The above statement has been prepared in indirect method as described in AS-3 issued by ICAI.

2. Cash and Cash Equivalent

	(₹ in Lakh)	
Cash and Cash Equivalent	31.03.2014	31.03.2013
Cash in hand	119.76	131.77
Balance with Banks	3,191.22	7,455.94
Less: Unpaid Dividend Balance	(9.18)	(8.00)
Total	3,301.79	7,579.71

The accompanying Notes are an integral part of Financial Statements.

As per our Report of even date
For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Notes Forming Part of Consolidated Financial Statement

Note: '1' – Significant Accounting Policies on Consolidated Accounts

A. Basis of preparation of Consolidated Financial Statements:

The accompanying consolidated financial statements have been prepared in compliance with the requirement of Companies Act, 1956, guidelines issued by the Securities Exchange Board of India (SEBI), and Generally Accepted Accounting Principles (GAAP) in India under historical cost convention. GAAP comprise of mandatory accounting standards as specified by the Companies (Accounting Standard Rules), 2006 issued by the Central Government.

The preparation of financial statements in accordance with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from these estimates. Any difference between the actual results and estimates is recognized in the period in which the results are known / materialized.

B. Basis of Consolidation:

The Consolidated Financial Statements relate to Pratibha Industries Limited (the Company), its subsidiary companies, the interest of the Company in joint ventures in the form of jointly controlled entities and associates.

The Financial Statements of the Company and its subsidiary companies (which are not in the nature of joint ventures) have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses in accordance with Accounting Standard 21-“Consolidated Financial Statement”. The intra group balances and intra group transactions and un-realized profits or losses resulting from intra group transactions are fully eliminated.

The Build, Operate and Transfer (BOT) contracts are governed by Service concession agreements with government authorities (grantor). Under these agreements, the operator does not own the building/ car parking premise, but gets “Lease rental & parking charge collection rights” against the construction services rendered. Since the construction cost incurred by the operator is considered as exchanged with the grantor against these rights, profit from such contracts is considered as realized. Accordingly, in case of BOT

contracts awarded to group companies (operator), where work is subcontracted to group companies, the intra group transactions on BOT contracts and the profits arising thereon are taken as realised and not eliminated for consolidation under Accounting Standard 21.

In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the exchange fluctuation in profit & loss account.

The difference between the cost of investment in the subsidiaries and the Company's share of net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statement as Goodwill or Capital Reserve as the case may be.

Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company. Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

The Consolidated Financial Statements include the interest of the Company in JVCs (Jointly controlled entities), which has been accounted for using the proportionate method prescribed by Accounting Standard 27-“Financial Reporting of Interest in Joint Ventures”.

Investments in associate companies have been accounted for, by using equity method whereby investment is initially recorded at cost and the carrying amount is adjusted thereafter for post-acquisition change in the Company's share of net assets of the associate. The carrying amount of investment in associate companies is reduced to recognize any decline, which is other than temporary in nature, and such determination of decline in value, if any, is made for each investment individually. The unrealized profits/losses on transactions with associate companies are eliminated by reducing the carrying amount of investment.

C. Fixed Assets:

Tangible assets are stated at cost less accumulated depreciation. Cost includes inward freights, duties and taxes to the extent credit is not available and incidental expenses incidental to acquisition and installation.

Notes forming part of Consolidated Financial Statement

Fixed assets purchased in foreign currency are recorded at the actual rupee cost incurred. Cost of assets also includes exchange differences arising, for period upto the date of readiness of its use, in respect of foreign currency loans or other liabilities incurred for the purpose of its acquisition.

Intangible Asset is stated at cost of acquisition less accumulated amortization / depletion. All costs, including finance costs and expenses incidental to acquisition attributable to the intangible assets are capitalized. Costs include upfront payment made to Grantor and all other incidental expenses related to such acquisition. It also includes direct and indirect expenses on construction and allied infrastructure. These items are capitalized during the year on completion of constructions and commencement of right.

Capital Work-In-Progress & Intangible assets under Development are stated at amount expended upto the date of Balance Sheet including preoperative expenditure.

D. Depreciation/ Amortization:

Depreciation on fixed assets have been provided on Straight Line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

Computer software is amortized over a period of five years.

Intangible asset i.e., Lease Rental & Car Parking charges collection right is amortized over the period of concession, using revenue based amortization as prescribed in the Schedule XIV to the Companies Act, 1956. Under this methodology, the carrying value is amortized in the proportion of actual lease revenue for the year to projected revenue for the balance lease period, to reflect the pattern in which the asset's economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortization of Lease collection rights is changed prospectively to reflect any changes in the estimates.

In respect of Joint Ventures & Consortiums, depreciation has been provided on written down value method at the rates and in the manner prescribed in the Income Act, 1961.

E. Revenue Recognition:

a) Construction Contract Sales:

The Company follows the percentage completion method, on the basis of physical measurement

of work actually completed at the balance sheet date, taking into account the contractual price and revision thereto by estimating total revenue and total cost till completion of the contract and the profit so determined has been accounted for proportionate to the percentage of the actual work done. Profit is recognized and taken as the revenue of the year only when the work on the contract has progressed to a reasonable extent. Foreseeable losses are accounted for as and when they are determined except to the extent they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

b) Claim for Extra Work and Escalation:

The Company's claim for extra work and escalation in rates relating to execution of contracts are accounted as income in the year of receipt of arbitration award or acceptance by client or evidence of acceptance received.

c) Revenues from construction/project related activity and contracts executed in Joint ventures under work-sharing arrangement [being jointly controlled operations, in terms of Accounting Standard (AS) 27 "Financial Reporting of Interest in Joint Ventures"] is accounted as and when the same is determined by the joint ventures. Revenue from services rendered to such joint ventures is accounted on accrual basis.

d) Sales recognition:

1. Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Sales are recognized on dispatch of material from the factory of the Company.
2. Export Sales are recognized on dispatch of material from the premises of the Company irrespective of the date of shipping document.
3. Scrap Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Scrap Sales are recognized on dispatch of material from the factory of the Company.

e) Input VAT credit not utilized against current year's output VAT liability is available for either refund or set-off in future. Therefore, all the purchase & expense transactions involving VAT are accounted net of tax to the extent tax is recoverable and the balance in Value added tax account is included under the head recoverable from Tax department under Short term Loans and Advances.

Notes forming part of Consolidated Financial Statement

- f) Input Cenvat Credit not utilized against current year's Cenvat liability is available set-off in future. Therefore, all the purchase & expense transactions involving Cenvat are accounted net of tax to the extent tax is recoverable and the balance in Cenvat account is included under the head recoverable from Tax department under Short term Loans and Advances.
- g) Profit on sale of investment is recognized on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the Investment.
- h) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is accrued at applicable interest rate.
- i) Export Benefits/incentives and other incomes are accounted on accrual basis except Dividend, which recognized when right to receive is established.
- j) Lease rentals are recognized on accrual basis net of rebate, discounts and service tax. Car parking charges are recognized on accrual basis.

F. Provision, Contingent Liabilities and Contingent Assets:

The group creates a provision when there is present obligation because of a past event that will probably result in the outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect current best estimate. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

G. Operating cycle for current and non-current classification:

Operating cycle for the business activities of the Company covers the duration of the specific project/contract/project line/service including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

H. Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

Notes forming part of Consolidated Financial Statement

2. Share Capital (₹ in Lakh)

Particulars	31.03.2014	31.03.2013
AUTHORIZED SHARE CAPITAL		
12,50,00,000 (P.Y. 12,50,00,000) Equity Shares of ₹2/- Each	2,500.00	2,500.00
16,31,000 (P.Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ₹92/- Each	1,500.52	1,500.52
	4,000.52	4,000.52
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
10,10,55,392 (P.Y. 10,10,55,392) Equity shares of ₹2/- Each fully paid up	2,021.11	2,021.11
Total	2,021.11	2,021.11

3. Reserves & Surplus

Securities Premium Reserve		
Balance as per last financial statement	23,930.38	22,462.99
Add : On conversion of CCPPS into Equity Shares	-	1,467.39
Less : Utilised towards issue expenses of shares	-	-
(A)	23,930.38	23,930.38
General Reserve		
Balance as per last financial statement	4,026.00	3,073.00
Add : Transferred from the statement of Profit and Loss	366.00	953.00
(B)	4,392.00	4,026.00
Surplus in the Statement of Profit and Loss		
Balance as per last financial statement	33,334.29	26,727.16
Profit for the year	1,538.93	8,269.51
	34,873.22	34,996.67
Less : Appropriations		
- Proposed Dividend		
- On Equity Shares ₹0.20 (P.Y. ₹0.60) per share	(202.11)	(606.33)
- Corporate Dividend Tax	(34.35)	(103.05)
- Transferred to General Reserve	(366.00)	(953.00)
(C)	34,270.76	33,334.29
Total (A)+(B)+(C)	62,593.14	61,290.67

4. Long Term Borrowings

Term Loan		
- Foreign Currency Loan from Banks	5,393.09	7,550.51
- Rupee Loan from Banks	61,646.44	73,847.64
- From Financial Institutions	8,200.04	9,784.66
Fixed Deposit from Public	3,065.50	2,043.64
Loans & Advances From Related Parties	1,505.20	412.65
Total	79,810.28	93,639.10



Notes forming part of Consolidated Financial Statement

Particulars	(₹ in Lakh)	
	31.03.2014	31.03.2013
The above amount includes		
Secured Borrowings	75,134.91	91,182.81
Unsecured Borrowings	4,675.37	2,456.29
Secured by Personal Guarantee by Promoter Directors	75,134.91	91,182.81

- 4.1. Foreign Currency Loans are repayable in 4 to 6 year from the date of loan at interest rates ranging from 1.25% p.a. to 5.15% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.2. Rupee Loans from banks are repayable in 3 to 5 years at interest rates ranging from 10.20% p.a. to 13.75% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.3. Rupee Loans from Financial Institutions are repayable in 3 years to 4 years from the date of loan at interest rates ranging from 12.25% p.a. to 14.00% p.a. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoter directors of the Company.
- 4.4. Fixed Deposit from Public are repayable in 2 years to 3 years from the date of deposit at an interest rates ranging from 11.50% p.a. to 12.50% p.a. These deposits are unsecured in nature.

5. Deferred Tax Liabilities

Deferred Tax Liability		
- On account of Depreciation difference	4,318.87	3,351.08
Deferred Tax Asset	-	-
Total	4,318.87	3,351.08

6. Other Long Term Liabilities

Security Deposits (Liabilities)	743.79	685.09
Total	743.79	685.09

7. Short Term Borrowings

Loan Repayable on Demand		
- Foreign Currency Loan from Banks	-	4,566.70
- Rupee Loan from Banks	32,770.80	25,330.19
Fixed Deposit from Public	1,116.90	554.95
Total	33,887.70	30,451.84

The above amount includes

Secured Borrowings	32,770.80	25,571.71
Unsecured Borrowings	1,116.90	4,880.13
Secured by Personal Guarantee by Promoter Directors	32,770.80	25,571.71

- 7.1. Rupee loan taken from various banks at interest rates ranging from 10.20% p.a. to 13.75% p.a. Above loans are secured against i) First charge by hypothecation of current assets (other than those specifically charged to other banks), namely stock of raw materials, work-in-progress and receivables; ii) First charge on the gross block (other than those specifically charged to other banks); iii) Project specific current assets and iv) Personal guarantees of Promoter-Directors of the Company
- 7.2. Fixed Deposit from Public are repayable within an year from the date of deposit at an interest rate of 11.50% p.a. & 11.75% p.a. These deposits are unsecured in nature.

Notes forming part of Consolidated Financial Statement

8. Trade Payable		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Micro Small & Medium Enterprises	12.95	15.52	
Other Trade Payables	82,608.58	47,203.67	
Total	82,621.52	47,219.19	

*The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ₹40,440.64 Lakh (P.Y. ₹17,928.71 Lakh)

The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under:

Principal Amount due and remaining unpaid	-	-
Interest due and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed date during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

9. Other Current Liabilities

Current maturities of long-term borrowings	90,047.66	26,686.04
Withholding & other taxes payable	8,793.14	2,400.99
Unclaimed Dividend	9.18	8.00
Security Deposits	9,372.82	6,523.78
Mobilisation & Other contract Advances	44,228.47	31,960.94
Interest accrued but not due	169.36	147.24
Creditors for Capital expenses	5,019.30	2,290.29
Advances From Related Parties	2.27	105.94
Other Payables	2,235.96	1,586.34
Total	159,878.16	71,709.55

10. Short Term Provisions

Provision for Gratuity	31.79	140.39
Provision for Income Tax	1,303.28	2,732.74
Proposed Dividend	202.11	606.33
Dividend Distribution Tax Payable	34.35	103.05
Provision for Wealth Tax	9.38	5.66
Total	1,580.91	3,588.16

Notes forming part of Consolidated Financial Statement
11. Fixed Assets

(₹ in Lakh)

Sr. No	Particulars	GROSS BLOCK			PROVISION FOR DEPRECIATION			NET BLOCK		
		01/04/2013	Additions	Deduction/ Adjustments	31/03/2014	01/04/2013	Additions	Deduction/ Adjustments	31/03/2014	As on 31/03/2013
I	Tangible Assets									
1	Land	1,035.32	-	-	1,035.32	-	-	-	-	1,035.32
2	Building	5,923.09	-	-	5,923.09	723.72	-	921.55	5,001.54	5,199.37
3	Plant and Equipment	53,875.50	28,553.39	172.55	82,256.34	6,055.32	17.97	9,231.64	73,024.70	47,820.18
4	Furnitures & Fixtures	1,806.60	182.34	65.86	1,923.08	295.88	10.86	407.05	1,516.03	1,510.73
5	Vehicles	1,974.05	294.01	179.32	2,088.74	771.30	48.19	906.02	1,182.72	1,202.75
6	Office Equipment	375.14	41.42	4.17	412.39	82.49	0.40	100.76	311.63	292.65
7	Computer	672.07	135.01	4.18	802.89	244.93	1.50	357.54	445.35	427.13
8	Electrical Installation	732.15	-	-	732.15	182.78	-	217.56	514.59	549.37
9	Office Premises	10,712.58	-	-	10,712.58	335.22	-	512.98	10,199.61	10,377.36
	TOTAL (A)	77,106.50	29,206.17	426.09	105,886.59	8,691.65	78.92	12,655.10	93,231.49	68,414.86
II	Intangible Assets									
1	Computer Software	1,210.37	107.94	-	1,318.31	359.90	-	633.24	685.07	850.47
2	Lease Right	17,219.19	-	-	17,219.19	28.50	-	166.72	17,052.48	17,190.70
3	Goodwill on Consolidation	150.00	-	-	150.00	-	-	-	150.00	150.00
	TOTAL (B)	18,579.56	107.94	-	18,687.51	388.40	-	799.96	17,887.55	18,191.17
	Total [A + B]	95,686.07	29,314.11	426.09	124,574.10	9,080.05	78.92	13,455.06	111,119.04	86,606.02
	Previous Year	54,612.38	42,457.04	1,383.35	95,686.07	6,155.63	175.33	9,080.05	86,606.02	48,456.75
III	Capital Work-in-progress								6,192.54	3,037.08
IV	Intangible Assets Under Development								-	-

11.1 Additions in Plant and Machinery and Capital WIP includes ₹ NIL [Previous Year ₹179.62 Lakh] on account of foreign exchange loss during the year.

 11.2 The borrowing cost capitalized during the year ended 31st March, 2014 was ₹1,288.24 Lakh [Previous Year ₹36.69 Lakh]

11.3 During the year under consideration, none of the assets has been revalued or impaired.

Notes forming part of Consolidated Financial Statement

12. Non Current Investment		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Non Trade Investments			
Unquoted			
<u>In equity shares - Fully paid up</u>			
2,660 (2660) Abhyudaya Co Op. Bank Ltd	0.27	0.27	
1,71,350 (1,71,350) Janakalyan Sahakari Bank Ltd	17.14	17.14	
5 (5) the Greater Bombay Co-op. Bank Ltd. (₹25/- P.Y. ₹25/-)	0.00	0.00	
100 (100) Baramati Tollways Pvt. Ltd.	0.01	0.01	
Investment in Associate Companies			
Saudi Pratibha Industries LLC	14.31	14.31	
Quoted			
Investment in Gold Coins	0.44	0.44	
Total	32.16	32.16	
Aggregate value of			
Quoted Investments	0.44	0.44	
Market Value - Quoted Investments	2.85	2.24	
Unquoted Investments	31.72	31.72	

13. Long Term Loans and Advances

Capital Advances	885.94	4,409.08
Security Deposits	896.71	898.49
Balance with statutory/ Government Authorities	8,686.95	6,927.68
Total	10,469.60	12,235.25

All above advances are Unsecured and Considered Good

14. Other Non Current Assets

Term Deposits with maturity more than 12 months	3,793.52	2,588.32
Total	3,793.52	2,588.32

14.1. For details on margin money refer note 17.1

15. Inventories

Raw Material	22,073.65	11,432.25
Construction Work-In-Progress	121,714.07	89,993.01
Manufacturing Work-In-Progress	-	10.99
Finished Goods	18.37	53.44
Stores & Spares	-	648.20
Total	143,806.09	102,137.90



Notes forming part of Consolidated Financial Statement

16. Trade Receivables		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Outstanding for more than six months	9,076.43	8,746.88	
Others	58,707.71	26,414.18	
Total	67,784.14	35,161.06	

All above receivables are Unsecured and Considered Good

17. Cash & Bank Balance

Cash & Cash Equivalent			
Balances with banks:			
- In current accounts	3,191.22	7,455.94	
Cash on hand	119.76	131.77	
Others			
- In Term Deposits	10,007.27	6,660.47	
Total	13,318.25	14,248.18	
Balances with bank in unpaid dividend accounts	9.18	8.00	
Balances with bank held as margin money deposit against guarantees	12,813.99	7,273.69	
Balances with bank held as collateral securities	894.34	781.00	
Balances with bank held as investment in liquid assets for Public deposits maturity.	82.00	-	

17.1 Bank balances in Current accounts and Term Deposit (inclndng with maturity more than 12 months # Note 14) as on March 31, 2014, and March 31, 2013, include restricted balances of ₹13,799.51 Lakh and ₹8,062.69 Lakh, respectively. The restrictions are primarily on account of Bank balances held as margin money deposits against guarantees, as collateral security, unclaimed dividends and as investment in liquid assets for Public deposits maturity.

17.2 The deposits maintained by the Company with banks and financial institutions comprise of time deposits, which can be withdrawn by the Company at any point without prior notice.

18. Short Terms Loans and Advances

Retention & Security Deposits.	34,528.85	24,994.95	
Loans & Advances to related parties	7,721.55	7,891.92	
Other Loans & Advances			
- Loans & Advances to Employees	119.69	119.96	
- Advances to suppliers	4,871.70	3,755.96	
- Mobilisation Advance	1,272.91	3,568.11	
- Other Advances	469.87	796.57	
- Balance with statutory/ Government Authorities	15,130.83	9,311.46	
Total	64,115.40	50,438.93	

All above are Unsecured and Considered Good

19. Other Current Assets

Interest Accrued But Not Due	166.23	407.14	
Prepaid Expenses	2,464.27	3,102.57	
Other assets	4,194.73	3,961.68	
Total	6,825.23	7,471.39	

Notes forming part of Consolidated Financial Statement

20. Revenue From Operation		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Construction Contract	213,761.70	214,125.92	
Sale of Products	14,604.26	1,824.72	
	(A) 228,365.96	215,950.64	
Other Operating Revenue			
- Sale of Scrap	370.14	872.31	
- Rental Income	1,440.42	303.07	
	(B) 1,810.56	1,175.38	
Total	(A+B) 230,176.52	217,126.02	

20.1 Details of Sale of Products

- HSAW Pipe & Coating	27.90	1,673.20
- H R Coils and H R Plate	14,560.70	-
- Others	15.66	151.52

21. Other Income

Profit on sale of Investment	-	0.21
Dividend	0.78	9.20
Other Income	666.43	463.97
Interest income	1,201.97	819.88
Total	1,869.18	1,293.26

22. Cost of Material Consumed

Raw Material Stock at the beginning of the period	11,432.25	7,612.15
Add :- Purchases during the year	108,469.83	105,932.91
	119,902.08	113,545.06
Less : Raw Material Stock at the end of the period	22,073.65	11,432.25
Total	97,828.43	102,112.80

23. Manufacturing, Construction & Operating Expenses

Consumption of Stores & Spares	8,357.73	3,108.76
Sub-contract & Labour Charges	52,257.62	65,820.37
Repairs & Maintenance - Machinery	1,997.90	384.50
Equipment Hire Charges	4,767.11	4,012.90
Power & Fuel Charges	450.59	590.69
Freight Inwards	806.91	1,281.66
Custom & Excise Duty	415.79	248.74
Site Mobilisation Expenses	19.63	63.10
Other Expenses	2,720.42	2,766.84
Total	71,793.70	78,277.56

Notes forming part of Consolidated Financial Statement

24. Change in Inventories		(₹ in Lakh)	
Particulars	31.03.2014	31.03.2013	
Inventory at the end of the period			
- Work-in-progress			
- Construction Work-In-Progress	121,714.07	89,993.01	
- Manufacturing Work-In-Progress	-	10.99	
- Finished goods	18.37	53.44	
	A	121,732.44	90,057.45
Inventory at the beginning of the period			
- Work-in-progress			
- Construction Work-In-Progress	89,993.01	53,527.37	
- Manufacturing Work-In-Progress	10.99	264.41	
- Finished goods	53.44	560.45	
	B	90,057.45	54,352.23
Total	(A-B)	(31,675.00)	(35,705.22)
25. Employee Benefit expenses			
Contribution to PF & other fund	176.10	149.63	
Directors Remuneration	453.23	955.65	
Salaries & Wages	15,289.39	13,593.54	
Staff Welfare Expenses	413.34	493.17	
Gratuity Expenses	27.25	125.01	
Total	16,359.31	15,316.99	
26. Financial Costs			
Interest Expense	21,278.97	13,279.98	
Other Borrowing cost	2,104.93	1,836.66	
Foreign Exchange Fluctuation Loss / (gain)	2,365.49	712.83	
Total	25,749.40	15,829.47	
27. Depreciation & Amortised Cost			
Depreciation	4,042.37	2,884.28	
Amortization	411.56	215.47	
Total	4,453.93	3,099.75	
28. Other Expenses			
Advertising & Business Promotion Expenses	224.86	175.08	
Auditors Remuneration	213.06	64.96	
Carriage Outward	-	73.41	
Commission & Brokerage Expenses	136.89	228.49	
Computer & Software Expenses	192.14	139.97	
Directors Sitting Fees & Commission	14.38	13.80	

Notes forming part of Consolidated Financial Statement

Particulars	(₹ in Lakh)	
	31.03.2014	31.03.2013
Donation	28.03	203.53
Electricity Charges	748.71	577.67
General Expenses	507.08	235.50
Insurance Charges	1,168.31	742.91
Legal Fees & Professional Charges	5,102.15	6,310.77
Loss on Sale of Fixed Asset	92.08	15.02
Postage & Courier Charges	22.83	23.18
Printing & Stationery	115.85	64.00
Rates & Taxes	15,862.10	14,194.93
Rent	887.30	778.21
Repairs & Maintenance - Office	463.83	475.46
Security Service Charges	1,615.59	1,210.15
Travelling & Visa Expenses	618.54	710.84
Telephone & Internet Expenses	197.35	205.85
Vehicle Expenses	895.62	732.54
Foreign Exchange Fluctuation	172.21	106.14
Loss of Associate Company	-	55.36
Total	29,278.91	27,337.78
29. Earnings per share		
Profit/loss after Tax attributable to equity shareholders	1,538.93	8,269.51
Weighted average number of equity shares in calculating Basic/Diluted EPS	1,010.55	1,008.14
Earnings Per Share		
(1) Basic EPS	1.52	8.20
(2) Diluted EPS	1.52	8.20

Notes forming part of Consolidated Financial Statement

30. Contingent Liability:

Particulars	(₹ in Lakh)	
	31.03.2014	31.03.2013
a) Unutilized Letters of Credit with Bankers		
• In respect of joint ventures	4,065.63	1,611.02
• In respect of others	24,019.44	27,452.26
b) Bank Guarantee		
• In respect of joint ventures	9,854.88	13,643.15
• In respect of others	187,085.31	135,502.61
c) Corporate Guarantee		
• In respect of joint ventures	-	-
• In respect of others	8,755.00	9,605.00
d) Estimated amounts of contract remaining to be executed on Capital Account and not provided for		
• In respect of joint ventures	-	-
• In respect of others	7,775.48	13,455.26
e) Cases in the court, which in the opinion of the management, require no provision of liability than what is recorded in accounts.		
• In respect of joint ventures	1,390.71	922.96
• In respect of others	1,402.13	379.00
f) Central Excise Liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.		
• In respect of joint ventures	-	-
• In respect of others	24.27	24.27
g) Service Tax liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.		
• In respect of joint ventures	-	-
• In respect of others	136.53	136.53
h) Sales Tax Liability that may arise. The matter is with Appellate Authority. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.		
• In respect of joint ventures	155.59	155.59
• In respect of others	135.53	135.53
i) Assignment of Retention Receivables to IndusInd Bank – during the year Company has assigned its retention receivables to IndusInd bank with recourse to the extent of amount.		
• In respect of joint ventures	-	-
• In respect of others	757.90	2,987.98

The management is of the opinion that claims for performance guarantee will not arise related to the projects executed previously.

Notes forming part of Consolidated Financial Statement

31. Segment Information:

The Company has identified two reportable segments viz. Infrastructure & Construction and Manufacturing & Coating. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

- **Primary Segment Information:**

	(₹ in Lakh)	
Particulars	2013-14	2012-13
1. Segment Revenue		
a. Infrastructure & Construction	215,653.94	234,092.26
b. Manufacturing	82.12	2,670.30
c. Unallocated	16,312.19	1,286.37
Total	232,048.25	238,048.93
Less : Inter Segment Revenue	6.68	19,833.83
Net Sales/ Income from Operations	232,041.57	218,215.10
2. Segment Results		
a. Infrastructure & Construction	30,233.73	27,824.87
b. Manufacturing	(699.61)	(217.33)
c. Unallocated	34.78	167.90
Total	29,568.89	27,775.44
Less: (1) Interest	25,749.40	15,829.47
(2) Income Tax	2,280.57	3,676.46
Net Profit	1,538.93	8,269.51
Segment Assets		
a. Infrastructure & Construction	381,043.32	268,252.69
b. Manufacturing	13,277.19	14,772.20
c. Unallocated	33,135.48	30,931.40
Total Assets	427,455.98	313,956.29
Segment Liabilities		
a. Infrastructure & Construction	343,232.66	237,088.62
b. Manufacturing	560.41	1,214.11
c. Unallocated	19,048.66	12,341.78
Total Liabilities	362,841.73	250,644.51
Capital Employed		
a. Infrastructure & Construction	37,810.66	31,164.07
b. Manufacturing	12,716.78	13,558.09
c. Unallocated	14,086.81	18,589.62
Total	64,614.25	63,311.78
Capital Expenditure		
a. Infrastructure & Construction	32,469.57	13,796.94
b. Manufacturing	-	24.03
c. Unallocated	-	4,010.51
Total	32,469.57	17,831.49

Notes forming part of Consolidated Financial Statement

Particulars	(₹ in Lakh)	
	2013-14	2012-13
Depreciation		
a. Infrastructure & Construction	3,005.81	2,123.73
b. Manufacturing	576.77	216.80
c. Unallocated	871.35	759.21
Total	4,453.93	3,099.75
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	92.08	1,271.99
b. Manufacturing	-	-
c. Unallocated	-	-
Total	92.08	1,271.99

• Secondary Segment Information:

Particulars	(₹ in Lakh)	
	2013-14	2012-13
Segment Revenue - External Turnover		
Within India	231,949.31	201,706.23
Outside India	92.27	16,508.87
Total Revenue	232,041.57	218,215.10
Segment Assets		
Within India	425,662.25	304,001.58
Outside India	1,793.73	9,954.71
Total Assets	427,455.98	313,956.29
Segment Liabilities		
Within India	356,179.52	239,374.73
Outside India	6,662.21	11,269.77
Total Liabilities	362,841.73	250,644.51
Capital Expenditures		
Within India	32,469.57	17,831.49
Outside India	-	-
Total Expenditures	32,469.57	17,831.49

32. The subsidiaries considered in the consolidated financial statements are:

Name of the Subsidiary	Country of Incorporation	% of Shareholding
Prime Infrapark Pvt Ltd	India	100%
Muktangan Developers Pvt. Ltd.	India	100%
Pratibha Holding (Singapore) Pte Ltd	Singapore	100%
Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	Sri Lanka	100%
Bhopal Sanchi Highways Pvt. Ltd.	India	51%

Notes forming part of Consolidated Financial Statement

33. Interests in Joint Ventures considered in the consolidated financial statements are:

Name of the Joint Venture	Country of Incorporation	%
Patel Pratibha JV	India	100%
Pratibha JV	India	95%
Pratibha SMS JV	India	100%
Unity Pratibha Consortium	India	100%
Niraj Pratibha JV	India	50%
Pratibha Ostu Stettin JV	India	50%
Pratibha Rohit JV	India	80%
Pratibha CRFG JV	India	100%
ITD Pratibha Consortium	India	100%
Petron Pratibha JV	India	100%
Pratibha Al Ambia JV	India	100%
Pratibha Aparna JV	India	100%
Pratibha China State JV	India	60%
Pratibha Membrane Filters JV	India	51%
Pratibha GECPL JV	India	70%
Pratibha Mosinzhstroi Consortium	India	100%
Pratibha Unity JV	India	50%
Unity Pratibha Multimedia JV	India	100%
Pratibha Pipes & Structural Consortium	India	40%
FEMC Pratibha JV	India	100%
Pratibha Yogiraj JV	India	99.99%
Pratibha Industries Limited Yogiraj JV	India	99.99%

34. The Financial Statements of the subsidiary companies and the joint venture companies (JVCs) used in the preparation of the Consolidated Financial Statements are drawn upto the same reporting date as that of the Company i.e. 31st March, 2014.
35. In the opinion of the Directors, the Current Assets have a value on realization in the ordinary course of the business, which is at least equal to the amount at which they are stated in the balance sheet.
36. Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof.
37. The previous year's figures have been regrouped, rearranged and reclassified wherever necessary to confirm to the current year presentation.

For **Jayesh Sanghrajka & Co.**
Chartered Accountants
Firm No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 27th May, 2014

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Financial Information of Subsidiary Companies for the Year Ended 31st March, 2014

(₹ in Lakh)

Name of the Subsidiary	Country	Reporting Currency	Capital	Reserves	Total Assets	Total Liabilities	Investments	Total Turnover / Income	Profit before Tax	Provision for Taxation	Profit after Tax	Proposed Dividend
Prime Infrapark Pvt Ltd	India	₹	100.00	(3,362.13)	18,169.89	18,169.89	-	1,440.55	(2,052.94)	-	(2,052.94)	-
Bhopal Sanchi Highways Pvt. Ltd.	India	₹	1.00	(2.60)	6,654.42	6,654.42	-	440.69	(2.60)	-	(2.60)	-
Muktangan Developers Pvt. Ltd.	India	₹	190.00	-	1,430.66	1,430.66	7.13	-	-	-	-	-
Pratibha Holding (Singapore) Pte Ltd	Singapore	₹	93.47	(45.99)	64.77	64.77	87.66	-	(39.61)	-	(39.61)	-
		USD	1.56	(0.77)	1.08	1.08	1.46	-	(0.66)	-	(0.66)	-
Pratibha Infra Lanka (Private) Ltd	Sri Lanka	₹	-	(108.82)	(67.78)	(67.78)	(87.66)	-	(17.95)	-	(17.95)	-
		LKR	-	(236.80)	(147.49)	(147.49)	(190.77)	-	(39.07)	-	(39.07)	-

Statement Pursuant to Section 212 of the Companies Act, 1956, relating to Subsidiary Companies

(₹ In Lakh)

Particulars	Name of Subsidiary Company				
	Prime Infrapark Private Limited	Bhopal Sanchi Highways Private Limited	Muktangan Developers Pvt. Ltd.	Pratibha Holding (Singapore) Pte Ltd	Pratibha Infra Lanka(P.) Ltd.
(1) The Financial year of the Subsidiary Company	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014	31 st March, 2014
(2) Shares of the subsidiary held by the Company on the above date:					
(a) Number of Shares and Face Value	10,00,000 Equity shares of ₹10 each	5,100 Equity shares of ₹10 each	4,00,000 Equity shares of ₹10 each	10,000 Equity Shares & 2,45,365 Preference shares capital of Singapore USD1 each	10,000 Equity shares of LKR10 each
(b) Extent of Holding	100%	51%	100%	100%	100% by Pratibha Holding (Singapore) Pte Ltd.
(3) The net aggregate amount of profits/(losses) of the subsidiary Company so far as it concerns the members of the Company					
(a) Not Dealt within the account of the Company for the year ended 31 st March, 2014 amounted to:-					
(i) for the financial years ended as in (1) above	(2,052.94)	(2.60)	NIL	(39.61)	(17.95)
(ii) for previous financial years of the subsidiary since it became a subsidiary of the Company	(1,309.19)	NIL	NIL	(6.38)	(90.86)
(b) Dealt within the account of the Company for the year ended 31 st March, 2014 amounted to:-					
(i) for the financial years ended as in (1) above	NIL	NIL	NIL	NIL	NIL
(ii) for previous financial years of the subsidiary since it became a subsidiary of the Company	NIL	NIL	NIL	NIL	NIL
(4) As the financial year of the Company coincide with the financial year of the holding Company, section 212(5) of the Companies Act, 1956	N.A.	N.A.	N.A.	N.A.	N.A.

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole Time Director

T. R. Radhakrishnan
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2014

“Culture of Health Safety & Environment Systems Implementation”

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Workers Taking Safety Pledge



D&B Infra award
Malabar Hill Tunnel Project, Water Supply and Sanitation





PRATIBHA INDUSTRIES LIMITED

CIN:L45200MH1995PLC090760

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