

20th Annual Report
2014 - 2015



PRATIBHA INDUSTRIES LIMITED



Construction of High Rise Building



Laying of Water Pipeline



Water Reservoir



BOARD OF DIRECTORS

Mrs. Usha B. Kulkarni
Mr. Ajit B. Kulkarni
Mr. Ravi A. Kulkarni
Mr. Sharad Deshpande
Mr. Awinash M. Arondekar
Mr. Shrikant T. Gadre
Dr. S. L. Dhingra
Mr. V. Sivakumaran
Mr. Vilas B. Parulekar

Chairperson
Managing Director
Dy. Managing Director
Whole time Director
Independent Director
Independent Director
Independent Director
Independent Director
Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Yogen Lal
Mr. K. H. Sethuraman
Mr. Pankaj S. Chourasia

Chief Executive Officer
Chief Financial Officer
Company Secretary

BANKERS TO THE COMPANY

Allahabad Bank
Bank of Baroda
Bank of Maharashtra
Canara Bank
Export Import Bank of India
Indian Overseas Bank
Oriental Bank of Commerce
State Bank of Bikaner & Jaipur
State Bank of India
Syndicate Bank
Yes Bank Limited

Axis Bank Limited
Bank of India
Bharatiya Mahila Bank
Central Bank of India
ICICI Bank Limited
Lakshmi Vilas Bank
Punjab National Bank
State Bank of Hyderabad
State Bank of Patiala
Union Bank of India

STATUTORY AUDITORS

M/s. Jayesh Sanghrajka & Co. LLP
Chartered Accountants

INTERNAL AUDITORS

M/s. Chokshi & Chokshi LLP
Chartered Accountants

COST AUDITORS

M/s. Ketki D. Visariya & Co.
Cost Accountants

SECRETARIAL AUDITOR

Mr. Dinesh Kumar Deora
Practising Company Secretaries

REGISTERED OFFICE

Shrikant Chambers, Phase - II,
Next to R. K. Studio, Sion Trombay Road,
Chembur, Mumbai 400071.
E-mail: investor.relations@pratibhagroup.com
Website: www.pratibhagroup.com

CORPORATE OFFICE

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

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. 022-25963838 / Fax: 022 - 25946969
Website: www.linkintime.co.in
E- Mail: rnt.helpdesk@linkintime.co.in

20TH ANNUAL GENERAL MEETING

On 30th September, 2015 at 3:00 p.m.
The Bombay Presidency Golf Club Limited,
Dr. C. G. Road, Chembur,
Mumbai – 400 071.



Five Years at a Glance (Consolidated)

(₹in Millions)

Particulars	2014-15	2013-14	2012-13	2011-12	2010-11
Total Income	31,871.98	23,204.16	21,821.51	16,894.19	12,734.22
Operating Expenses	27,259.27	19,801.87	18,733.99	14,465.47	10,960.61
Operating Profit	4,612.71	3,402.28	3,087.52	2,428.72	1,773.61
Finance Charges	3,096.10	2,574.94	1,582.95	1,094.74	635.55
Depreciation	591.72	445.39	309.98	227.89	170.17
Prior Period Expenses	18.50	-	-	-	-
Exceptional Items	158.64	-	-	-	-
Profit before Tax	747.74	381.95	1,194.60	1,106.09	967.89
Provision for Tax	306.92	228.06	367.65	295.06	253.59
Profit after Tax	440.82	153.89	826.95	811.03	714.30
What we owned					
Fixed Assets					
Gross Block	12,295.13	12,457.41	9,568.61	5,461.23	3,585.58
Less: Depreciation	1,563.68	1,345.51	908.00	615.55	427.17
Net Block	10,731.45	11,111.90	8,660.60	4,845.68	3,158.41
Capital Work in Progress	78.22	619.25	303.71	2,766.26	544.85
Investments	3.22	3.22	3.22	29.68	1.43
Working Capital	13,135.98	6,528.74	10,107.85	7,235.43	5,701.72
Miscellaneous Expenditure	-	-	-	-	0.67
Total	23,948.87	18,263.11	19,075.38	14,877.06	9,407.08
What we owed					
Secured Loans	16,064.62	10,790.57	11,675.45	7,026.67	3,270.38
Unsecured Loans	503.58	579.23	733.64	2,034.55	1,118.03
Deferred Tax Liability	527.90	431.89	335.11	240.67	183.96
Total	17,096.11	11,801.69	12,744.20	9,301.89	4,572.37
Net worth					
Share Capital	202.11	202.11	202.11	348.85	348.85
Reserves & Surplus	6,650.65	6,259.31	6,129.07	5,226.32	4,485.86
Total	6,852.76	6,461.42	6,331.18	5,575.17	4,834.71
EPS	4.36	1.52	8.20	8.15	7.90
Dividend per Share	0.20	0.20	0.60	0.60	0.60
Book Value per Share	67.81	63.94	62.65	56.07	48.62
Debt Equity Ratio	2.42	1.76	1.96	1.47	0.77

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Notice

NOTICE is hereby given that the 20th Annual General Meeting of the members of Pratibha Industries Limited will be held on Wednesday, September 30, 2015 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 including audited consolidated Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Ravi A. Kulkarni (DIN: 00948406), who retires by rotation at this Annual General Meeting and being eligible, offers himself 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. LLP, Chartered Accountants, Mumbai (Firm Registration No. 104184W/W100075)

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 on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESSES

5. To approve the remuneration of the cost auditors.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ketki D. Visariya & Co., the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

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

Registered Office:

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

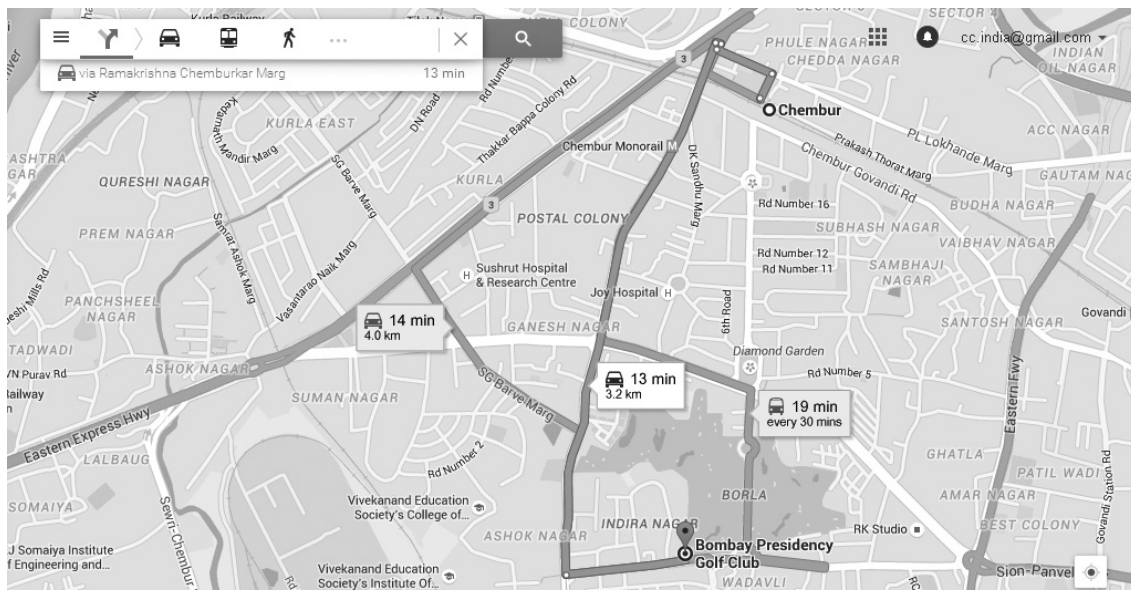
Date : 13th August, 2015

Place : Mumbai

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

Pankaj S. Chourasia
Company Secretary

Route Map



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 original 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 Wednesday, September 23, 2015 to Wednesday, September 30, 2015 (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 5, 2015 to those members whose names shall appear on the Company's Register of Members on September 23, 2015 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 their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. **E-voting**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The process and manner for remote e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (a) The remote e-voting period begins on Saturday, 26th September, 2015 (9:00 a.m.) and ends on Tuesday, 29th September, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on Shareholders.
- (d) Now Enter your User Id
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (d).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN of the Company i.e. 150824064 to vote.
- (l) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

V. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- VI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- VII. Members are requested to notify non availability of e-voting facility so as to enable them to cast their vote by ballot form.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2015.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Dinesh Kumar Deora, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pratibhagroup.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchanges of India Limited, Mumbai.

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

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Ketki D. Visariya & Co., Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2014-15 and 2015-16.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Details of remuneration proposed to be paid to Cost Auditor are as under:

Particulars	Amount in ₹
Cost Audit Fees - 2014-15	2,00,000/-
Cost Audit Fees - 2015-16	2,00,000/-

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016.

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

The Board commends the Ordinary Resolution set out at Item No. 5 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 : 13th August, 2015

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 20th Annual Report together with the Statement of Accounts for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2015, is summarized below:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Income	2,42,607.30	1,56,892.05	3,18,719.77	2,32,041.57
EBIDTA	35,304.53	25,424.56	45,942.10	34,022.83
Less: Interest & Finance Charges	18,814.57	15,358.43	30,961.04	25,749.40
Less: Depreciation & Amortization	5,599.06	4,180.38	5,917.17	4,453.93
Less: Exceptional Items	1,586.45	-	1,586.45	-
Profit Before Tax	9,304.45	5,885.75	7,477.44	3,819.50
Provision for Tax	3,063.54	2,233.71	3,069.22	2,280.57
Profit After Tax (PAT)	6,240.91	3,652.04	4,408.23	1,538.93
APPROPRIATIONS				
Proposed Dividend On Equity Shares	202.11	202.11	202.11	202.11
Tax on Dividend	41.38	34.35	41.38	34.35
Transfer to General Reserve	-	366.00	-	366.00
Earnings Per Share (in ₹.)				
Basic	6.18	3.61	4.36	1.52
Diluted	6.18	3.61	4.36	1.52

PERFORMANCE REVIEW

Your Company has achieved a record consolidated turnover of ₹3,187.19 crores as compared to ₹2,320.42 crores in last year, even though recession in infrastructure sector, recording an impressive growth of 38%. Your Company has earned net profit of ₹44.08 crores as compared to ₹15.38 crores in previous year by registering an increase of 186% in net profit.

During the year, your Company has taken adequate measure for speedy execution of projects, reduction in costs etc. to improve overall profitability of the Company. This is worth mentioning that Infrastructure segment is going through a tough phase where liquidity has become major hurdle and cause of concern. Your Company is also not spared by this unwelcomed phenomenon impacting the Infra Segment. To improve cash flow the Company is participating in various projects relating to its area of expertise in India and abroad. Your Company is looking up various lucrative opportunities in neighbouring countries such as Srilanka, Nepal, Bangladesh apart from gulf region.

The Infrastructure industry is facing a transient but very tough phase due to higher interest cost, increased execution complexities, higher input cost and to some extent lack of way forward from regulatory side. These reasons coupled

with looming uncertainty has taken big toll on the overall functioning and performance of the industry, and lead to unforeseen liquidity crunch by the players in the segment.

With the new Government in place and plethora of measure adopted by the new Government to improve infrastructure including development of smart city, great thrust for development and modernisation of infrastructure including urban infra such as bullet trains, airports, ports, metro trains, highways, defence etc.), will yield decisive positive changes in the sector. These measures will surely improve infrastructure in the country as well as will open wide range of opportunities for Companies operating in the segment.

As on 31st March, 2015, order book of the Company stood at approx. ₹5,500 crores.

DIVIDEND

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 ₹243.49 Lakhs (including Dividend Distribution Tax of ₹41.38 Lakhs).

TRANSFER TO GENERAL RESERVE

The Company does not propose to transfer any amount to the General Reserve.

FIXED DEPOSITS

The Company has not invited accepted and renewed the fixed deposits from public and shareholders during the year under review. As on 31st March, 2015, fixed deposits from the public and shareholders stood at ₹30.89 crores out of which ₹54,80,000/- pertaining to deposit matured but not yet claimed by the depositors.

During the year under review, your Company had approached Hon'ble Company Law Board for extension of time limit for repayment of fixed deposit under section 74(1) (b) of the Companies Act, 2013. Hon'ble Company Law Board has vide its order dated 19th May, 2015 has allowed the Company to repay the deposit on the respective date of maturity of fixed deposits along with interest due thereon, if any, instead of repayment of entire fixed deposit on or before the 31st March, 2015. However, the MCA has issued circular No. 09/2015 dated 18th June, 2015, whereby repayment schedule as per the original terms of issue of deposit accepted under the Companies Act, 1956, have been restored.

DIRECTORS

At the ensuing AGM, Mr. Ravi A. Kulkarni is liable to retire by rotation. He is eligible for reappointment and expressed his willingness to be reappointed.

The Company has received declarations from all the Independent Directors of the Company confirming that they are in 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 Director seeking reappointment as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges have been given under Corporate Governance section of this Report.

KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Yogen Lal has been nominated as a Chief Executive Officer of the Company under the provisions of Companies Act, 2013.

During the year under review, Mr. K. H. Sethuraman has been appointed as Chief Financial Officer of the Company w.e.f. 13th February, 2015.

During the year under review, Mr. T. R. Radhakrishnan and Mr. Shailesh Borkar, Chief Financial Officers of the Company had retired and resigned w.e.f. 19th July, 2014 and 31st December, 2014 respectively.

The Board places on record its appreciation for their valuable contribution during their association with your Company.

MEETINGS OF THE BOARD

Total five meetings were held during the year 2014-15 on 27th May, 2014, 17th July, 2014, 14th August, 2014, 14th November, 2014 and 13th February, 2015.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as Annexure - A to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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.

During the year under review, Bhopal Sanchi Highways Private Limited, subsidiary of the Company has terminated its contract with National Highways Authority of India, New Delhi.

Pursuant to the provisions of Section 129 and other applicable provisions of the Companies Act, 2013, read with rules framed thereunder and pursuant to clause 41 of the Listing Agreement, the Company had prepared consolidated financial statements of the Company and its subsidiaries and a separate statement containing the salient features of financial statements of subsidiaries, joint ventures and associates in Form AOC-1 are forming part of the Annual Report.

The financial statements of the subsidiary companies and related information are available for inspection by the members at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of



the said financial statements may write to the Company Secretary at the Registered Office of your Company.

The Policy for determining material subsidiaries is available on the website of the Company http://www.pratibhagroup.com/pratibha_new/pages/PDFs/Policy%20on%20determining%20Material%20Subsidiary.pdf.

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. LLP, 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 134 of the Companies Act, 2013.

Your Company has re-appointed Chokshi & Chokshi LLP as Internal Auditors of the Company for the financial year 2015-16.

COST AUDITOR AND COST AUDIT REPORT

Pursuant to terms of Section 148 of the Companies Act, 2013, the Board of Directors on the recommendation of the Audit Committee reappointed M/s. Ketki D. Visariya & Co., Cost Accountant, as Cost Auditor of the Company for the financial year 2015-16 and has recommended their remuneration for the financial years 2014-15 and 2015-16 to the shareholders for their ratification at the ensuing Annual General Meeting.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, The Board has appointed Mr. Dinesh Kumar Deora, Company Secretaries in Whole Time Practice to conduct Secretarial Audit of the Company for the financial year 2014-15. The report of the Secretarial Auditor is annexed to this report as Annexure - B. The report does not contain any qualification.

Your Company has re-appointed Dinesh Kumar Deora, Practicing Company Secretary, as Secretarial Auditors of the Company for the financial year 2015-16.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Your Company does not own any manufacturing facility. The business activities of your Company are not energy intensive. However, your Company committed to take significant measures to reduce energy consumption by the purchase of energy efficient construction equipment, implementation of energy efficient lighting (LED's).

The particulars relating to earnings and expenditure in foreign currency are furnished in Note No. 37 and 38 to Notes to Accounts.

PERSONNEL

Disclosure with respect to the remuneration of Directors and employees in accordance with the provisions of Section 197 of the Companies Act, 2013 read with rule 5(1) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are provided in separate annexure forming part of this Report as Annexure - C.

In terms of section 136 (1) of the Companies Act, 2013, the Annual Report is being sent to all the shareholders of the Company excluding the statement of Particulars of Employees. The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company. The Annexure is available for inspection by the members at the Registered Office of the Company during business hours on working days upto the date of the ensuing Annual General Meeting.

CORPORATE SOCIAL RESPONSIBILITY

The Board has constituted a CSR committee which have recommended to the Board a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The Corporate Social Responsibility policy has been devised in accordance with Section 135 of the Companies Act, 2013. The CSR policy of the Company is available on the website of the Company www.pratibhagroup.com. The Annual Report on CSR activities is set out as Annexure - D to this Report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2014-15, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis and in accordance with the provisions of the Companies Act, 2013, Rules issued thereunder and Clause 49 of the Listing Agreement.

Your Directors draw attention of the members to Note 33 to the financial statement which sets out related party disclosures as required under Accounting Standard - 18 as prescribed by Institute of Chartered Accountants of India.

The Form AOC- 2 pursuant to Section 134 (3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as Annexure - E to this Report.

The Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://www.pratibhagroup.com/pratibha_new/pages/PDFs/PIL_RPT.pdf.

PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES UNDER SECTION 186

The details of investment made during the year (including previous years) are disclosed under note no.11 of the standalone financial statements of the Company.

The details of a loan, guarantee or security is not applicable to the Company as the Company is engaged in providing infrastructural facilities which are exempted under sub-section 11 of Section 186 of the Companies Act, 2013.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitment, if any, affecting financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

ANNUAL EVALUATION OF BOARD

In terms of provisions of the Companies Act, 2013 read with Rules issued thereunder and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2015.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on various parameters which, inter alia, included understanding of their roles and responsibilities, business of the Company, level of participation and contribution, independence of judgement, safeguarding the overall interest of shareholders and the Company.

PREVENTION OF SEXUAL HARASSMENT AT WORK PLACE

In line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with rules made thereunder, your Company has constituted Internal Complaints Committee which is responsible for redressal of complaints related to sexual harassment. During the year under review, there were no complaints pertaining to sexual harassment.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has implemented a vigil mechanism policy to deal with instance of fraud and mismanagement, if any. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The policy also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in all cases. The Whistle Blower Policy of the Company is available on the website of the Company www.pratibhagroup.com

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 promoters / 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.

APPRECIATION

Your Directors take this opportunity to thank 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: 13th August 2015
Place: Mumbai

Usha B. Kulkarni
Chairperson
DIN: 00220531



Annexure - A

Form No. MGT-9 - EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

1	CIN	L45200MH1995PLC090760
2	Registration Date	19 th July, 1995
3	Name of the Company	Pratibha Industries Limited
4	Category / Sub category of the Company	Public Limited Company / Limited by Shares
5	Whether listed Company. Yes/ No.	Yes
6	Name, Address and contact details of Registrar and Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078. Tel No. 022-25963838 / Fax: 022 - 25946969 Website: www.linkintime.co.in E- Mail: rnt.helpdesk@linkintime.co.in

II PRINCIPAL BUSINESS ACTIVITIES OF THE Company

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Construction	42101, 42204	96.84%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Prime Infrapark Private Limited, B-85, 1 st Floor, Defence Colony, Delhi – 110 024.	U45400DL2009PTC196317	Subsidiary	100	2 (87)
2	Muktangan Developers Private Limited, 574, Usha Kamal, Behind Telephone Exchange, Chembur Naka, Chembur, Mumbai – 400 071.	U45200MH2005PTC153142	Subsidiary	100	2 (87)
3	Pratibha Holding (Singapore) Pte Limited 38 Beach Road, #29-11 South Beach Tower, Singapore 189767.	Foreign Company	Subsidiary	100	2 (87)
4.	Pratibha Infra Lanka (Private) Limited 1C, 6 th Lane, Kollupitiya, Colombo – 3, Sri Lanka	Foreign Company	Step Down Subsidiary	100	2 (87)
5.	Bhopal Sanchi Highways Private Limited, B-85, 1 st Floor, Defence Colony, Delhi – 110 024.	U45200DL2010PTC204952	Subsidiary	51	2 (87)
6.	Saudi Pratibha Industries Limited Al Khobar, P.O. Box No. 691, Postal Code – 31952, Saudi Arabia	Foreign Company	Joint Venture	49	2 (6)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2014)				No. of Shares held at the end of the year (As on 31.03.2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/ HUF	51,636,643	0	51,636,643	51.10	47,447,512	0	47,447,512	46.95	-4.15
Total Shareholding of Promoter	51,636,643	0	51,636,643	51.10	47,447,512	0	47,447,512	46.95	-4.15
B. Public shareholding									
1) Institutions									
a) Mutual Funds	6,000,000	0	6,000,000	5.94	6,167,084	0	6,167,084	6.10	0.17
b) Banks / FI	185,639	0	185,639	0.18	271,481	0	271,481	0.27	0.08
c) FIs	15,003,095	0	15,003,095	14.85	11,023,720	0	11,023,720	10.91	-3.94
Sub Total (B) (1)	21,188,734	0	21,188,734	20.97	17,462,285	0	17,462,285	17.28	-3.69
2) Non-institutions									
a) Bodies Corp.									
i) Indian	9,534,961	0	9,534,961	9.44	12,283,994	0	12,283,994	12.16	2.72
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lakh	10,919,469	30	10,919,499	10.81	13,488,263	30	13,488,293	13.35	2.54
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	1,191,242	0	1,191,242	1.18	3,915,308	0	3,915,308	3.87	2.70
c) Others (specify)									
i) Non Resident Indians (Repat)	581,368	0	581,368	0.58	376,831	0	376,831	0.37	-0.20
ii) Non Resident Indians (Non Repat)	136,847	0	136,847	0.14	111,528	0	111,528	0.11	-0.03
iii) Foreign Company	5,434,783	0	5,434,783	5.38	5,434,783	0	5,434,783	5.38	0.00
iv) Clearing Member	421,315	0	421,315	0.42	534,358	0	534,358	0.53	0.11
v) Foreign National	0	0	0	0.00	500	0	500	0.00	0.00
vi) Trusts	10,000	0	10,000	0.01	0	0	0	0.00	-0.01
Sub Total (B)(2)	28,229,985	30	28,230,015	27.94	36,145,565	30	36,145,595	35.77	7.83
Total Public Shareholding Public Group (B)=(B)(1)+(B)(2)	49,418,719	30	49,418,749	48.90	53,607,850	30	53,607,880	53.05	4.15
Total (A)+(B)	101,055,362	30	101,055,392	100.00	101,055,362	30	101,055,392	100.00	0.00
C. Shares held by custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	101,055,362	30	101,055,392	100.00	101,055,362	30	101,055,392	100.00	0.00



ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Mrs. Usha B. Kulkarni	1,40,44,750	13.90	-	1,40,44,750	13.90	-	-
2	Mr. Ajit B. Kulkarni	1,63,16,554	16.15	-	1,63,16,554	16.15	-	-
3	Ajit B. Kulkarni - HUF	43,17,750	4.27	-	43,17,750	4.27	-	-
4	Mr. Ramdas B. Kulkarni	17,52,500	1.73	-	17,52,500	1.73	-	-
5	Mrs. Radha B. Kulkarni	2,500	0.00	-	2,500	0.00	-	-
6	Mrs. Samidha A. Kulkarni	2,500	0.00	-	2,500	0.00	-	-
7	Mr. Ravi A. Kulkarni	10,00,000	0.99	-	10,00,000	0.99	-	-
8	Mrs. Sunanda D. Kulkarni	1,00,00,000	9.90	-	1,00,00,000	9.90	-	-
9	Mr. Anand A. Kulkarni	6,250	0.01	-	6,250	0.01	-	-
10	Mr. Manohar D. Kulkarni	4,700	0.00	-	4,700	0.00	-	-
11	Mr. Shyam R. Kulkarni	8	0.00	-	8	0.00	-	-
12	Mr. Vinayak B. Kulkarni #	27,04,513	2.68	-	-	-	-	-
13	Vinayak B. Kulkarni HUF#	14,84,618	1.47	-	-	-	-	-
	Total	5,16,36,643	51.10	-	4,74,47,512	46.95	-	-

Mr. Vinayak B. Kulkarni ceased to be as Promoter of the Company w.e.f. 1st July, 2014.

(iii) Change in Promoters' Shareholding:

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	5,16,36,643	51.10	5,16,36,643	51.10
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	1st July, 2014 (41,89,131)	4.15		
	* Refer note			
At the End of the year	4,74,47,512	46.95	4,74,47,512	46.95

Note: There is no change in the shareholding of Promoter. There was a reduction of Promoter's holding from 51.10% as on 31st March, 2014 to 46.95% as on 31st March, 2015 as Mr. Vinayak B. Kulkarni one of the Promoter is disassociated with the group and accordingly his shareholding in the Company shown as Public shareholding w.e.f. 1st July, 2014.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/ end of the year (31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
1	WARHOL LIMITED	6,097,561	6.03	01/04/2014				
				06/02/2015	3,677,763	Acquisition	9,775,324	9.67
		9,775,324	9.67	31/03/2015			9,775,324	9.67
2	RELIANCE CAPITAL TRUSTEE CO LTD A/C-RELIANCE REGULAR SAVINGS FUND-EQUITY OPTION	6,000,000	5.94	01/04/2014	0	NA		
		6,000,000	5.94	31/03/2015			6,000,000	5.94
3	VAN DYCK	5,434,783	5.38	01/04/2014	0	NA		
		5,434,783	5.38	31/03/2015			5,434,783	5.38
4	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	3,039,896	3.01	01/04/2014				
				07/11/2014	-46,070	Sold	2,993,826	2.96
				27/03/2015	-458,826	Sold	2,535,000	2.51
		2,535,000	2.51	31/03/2015			2,535,000	2.51
5	JAI-VIJAY RESOURCES PVT LTD	726,702	0.72	01/04/2014				
				20/06/2014	800,669	Acquisition	1,527,371	1.51
		1,527,371	1.51	31/03/2015			1,527,371	1.51
6	AADI FINANCIAL ADVISORS LLP	388,902	0.38	01/04/2014				
				20/06/2014	778,876	Acquisition	1,167,778	1.16
				30/06/2014	91,116	Acquisition	1,258,894	1.25
				08/08/2014	131,886	Acquisition	1,390,780	1.38
		1,390,780	1.38	31/03/2015			1,390,780	1.38
7	VINAYAK BHAGWAN KULKARNI	2,704,513	2.68	01/04/2014				
				16/05/2014	-401,263	Sold	2,303,250	2.28
				23/05/2014	-21,760	Sold	2,281,490	2.26
				30/05/2014	-52,610	Sold	2,228,880	2.21
				06/06/2014	-701,111	Sold	1,527,769	1.51
				13/06/2014	-150,000	Sold	1,377,769	1.36
		1,269,631	1.26	31/03/2015			1,269,631	1.26
8	IIFL ASSET REVIVAL FUND*	0	0.00	01/04/2014				
				13/06/2014	1,100,000	Acquisition	1,100,000	1.09
		1,100,000	1.09	31/03/2015				
9	IIFL NATIONAL DEVELOPMENT AGENDA FUND*	0	0.00	01/04/2014				
				12/12/2014	36,000	Acquisition	36,000	0.04
				19/12/2014	520,559	Acquisition	556,559	0.55
				31/12/2014	183,546	Acquisition	740,105	0.73
				09/01/2015	34,895	Acquisition	775,000	0.77
				16/01/2015	24,900	Acquisition	799,900	0.79
				23/01/2015	100	Acquisition	800,000	0.79
		870,400	0.86	31/03/2015	70,400	Acquisition	870,400	0.86
10	ATUL GOEL*	0	0.00	01/04/2014				
				25/07/2014	500,000	Acquisition	500,000	0.49
				19/12/2014	260,000	Acquisition	760,000	0.75
		760,000	0.75	31/03/2015			760,000	0.75



11	CITIGROUP GLOBAL MARKETS	3,677,763	3.64	01/04/2014				
				06/02/2015	-3,677,763	Sold	0	0
		0	0	31/03/2015			0	0
12	IRONWOOD INVESTMENT HOLDINGS#	4,986,200	4.93	01/04/2014				
				11/04/2014	-100,000	Sold	4,886,200	4.84
				18/04/2014	-145,000	Sold	4,741,200	4.69
				25/04/2014	-635,000	Sold	4,106,200	4.06
				02/05/2014	-720,000	Sold	3,386,200	3.35
				16/05/2014	-280,000	Sold	3,106,200	3.07
				23/05/2014	-2,923,000	Sold	183,200	0.18
				30/05/2014	-133,200	Sold	50,000	0.05
				06/06/2014	-50,000	Sold	0	0.00
		0	0	31/03/2015			0	0
13	RELIANCE CAPITAL LIMITED#	1,450,000	1.43	01/04/2014				
				18/07/2014	-1,450,000	Sold	0	0
		0	0	31/03/2015			0	0
14	SIDDHESH CAPITAL MARKET SERVICES PVT LTD#	529,140	0.52	01/04/2014				
				11/04/2014	-200,000	Sold	329,140	0.33
				25/04/2014	-50,000	Sold	279,140	0.28
				16/05/2014	-21,685	Sold	257,455	0.25
				30/05/2014	500,000	Acquisition	757,455	0.75
				06/06/2014	-355,560	Sold	401,895	0.40
				13/06/2014	-401,895	Sold	0	0.00
0	0	31/03/2015			0	0		

* Not in the list of Top 10 shareholders as on 01-04-2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2015.

Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2014.

Note: Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-15)	
		No. of Shares at the beginning (01-04-14)/ end of the year(31-03-15)	% of total shares of the Company				No. of shares	% of total shares of the Company
Director								
1	Mr. Ajit B. Kulkarni Managing Director	16,316,554	16.15	01/04/2014		NA		
		16,316,554	16.15	31/03/2015	0		16,316,554	16.15
2	Mrs. Usha B. Kulkarni Chairperson	14,044,750	13.90	01/04/2014		NA		
		14,044,750	13.90	31/03/2015	0		14,044,750	13.90
3	Mr. Ravi A. Kulkarni Dy. Managing Director	1,000,000	0.99	01/04/2014		NA		
		1,000,000	0.99	31/03/2015	0		1,000,000	0.99
4	Mr. Sharad P. Deshpande Whole Time Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
5	Mr. Awinash Arondekar Non-Executive Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
6	Mr. Shrikant T. Gadre Non-Executive Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
7	Dr. Sunder Lall Dhingra Non-Executive Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0

8	Mr. V. Sivakumaran Non-Executive Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
9	Mr. Vilas B. Parulekar Non-Executive Director	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
Key Managerial Personnel								
1	Mr. Yogen Lal Chief Executive Officer	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
2	Mr. Pankaj S. Chourasia Company Secretary	110	0	01/04/2014		NA		
		110	0	31/03/2015	0		110	0
3	Mr. K. H. Sethuraman Appointed as Chief Financial Officer w.e.f 13 th February, 2015)	0	0	01/04/2014		NA		
		0	0	31/03/2015	0		0	0
4	Mr. Shailesh Borkar (Chief Financial Officer from 19 th July, 2014 upto 31st December, 2014)	0	0	01/04/2014		NA		
		0	0	31/12/2014	0		0	0
5	Mr. T.R. Radhakrishnan (Ceased to be Chief Financial Officer on 19th July, 2014)	119,150	0.12	01/04/2014				
				25/04/2014	-15,000	Sold	104,150	0.10
				02/05/2014	-12,500	Sold	91,650	0.09
				16/05/2014	-4,191	Sold	87,459	0.09
				23/05/2014	-10,000	Sold	77,459	0.08
				06/06/2014	-10,000	Sold	67,459	0.07
				30/06/2014	-10,000	Sold	57,459	0.06
		52,459	0.05	04/07/2014	-5,000	Sold	52,459	0.05

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	82,703.36	104.67	4,182.40	86,990.43
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	169.36	169.36
Total (i+ii+iii)	82,703.36	104.67	4,351.76	87,159.79
Change in Indebtedness during the financial year				
Addition	38,671.54	-	-	38,671.54
(Reduction)	-	(104.67)	(723.65)	(828.32)
Net Change	38,671.54	(104.67)	(723.65)	37,843.22
Indebtedness at the end of the financial year				
i) Principal Amount	1,21,374.90	-	3,458.75	1,24,833.65
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	244.87	244.87
Total (i+ii+iii)	1,21,374.90	-	3,703.62	1,25,078.52



(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Mr. Ajit B. Kulkarni MD	Mrs. Usha B. Kulkarni WTD	Mr. Ravi A. Kulkarni WTD	Mr. Sharad P. Deshpande WTD	Total Amount
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,00,000	36,00,000	42,00,000	54,99,996	4,32,99,996
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit*	1,80,00,000	90,00,000	-	-	2,70,00,000
5.	Others, please specify	-	-	-	-	-
	TOTAL (A)	4,80,00,000	1,26,00,000	42,00,000	54,99,996	7,02,99,996
	Ceiling as per the Act	₹9,98,20,007.49 i.e. 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013				

*Recommended for financial year 2014-15.

B. Remuneration to other directors:

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Mr. Awinash Arondekar	Mr. Shrikant T. Gadre	Dr. Sunder Lall Dhingra	Mr. V. Sivakumaran	Mr. Vilas B. Parulekar	Total Amount
Independent Directors							
1.	Fee for attending board / committee meetings	1,10,000	1,10,000	20,000	40,000	60,000	3,40,000
2.	Commission*	2,50,000	2,50,000	2,50,000	2,50,000	2,50,000	12,50,000
3.	Others, please specify	-	-	-	-	-	-
	Total (1)	3,60,000	3,60,000	2,70,000	2,90,000	3,10,000	15,90,000
	Other Non-Executive Directors	N. A.	N. A.	N. A.	N. A.	N. A.	N. A.
	Total (2)	-	-	-	-	-	-
	TOTAL (B)=(1+2)	3,60,000	3,60,000	2,70,000	2,90,000	3,10,000	15,90,000
	Total Managerial Remuneration	₹7,18,89,996/- (Total A and Total B)					
	Overall Ceiling as per the Act	₹10,98,02,008/- i.e. 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013					

*Recommended for financial year 2014-15.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CFO	Company Secretary	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,17,12,921	63,24,000	32,20,008	2,12,56,929
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil	Nil
	TOTAL	1,17,12,921	63,24,000	32,20,008	2,12,56,929

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.



Annexure - B

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

To,
The Members,
Pratibha Industries Limited
Shrikant Chambers, Phase II, 5th Floor,
Sion Trombay Road, Next to R.K. Studio,
Chembur, Mumbai - 400071

Dear Sirs,

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pratibha Industries Limited (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- 1 The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3 The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- 4 The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- 5 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI') were not applicable to the Company under the financial year under report:-
 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The following are the major head / groups of Acts, Laws and Regulations as applicable to the Company.

- i. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis related to Salary & Wages, Bonus, Gratuity, Provident Fund, ESIC, Compensation etc.
- ii Labour Welfare Act of respective states.
- iii Acts prescribed under Direct Tax and Indirect Tax Laws by the Central and respective State Governments.
- iv Land Revenue Laws of respective states.
- v Indian Contract Act, 1872.
- vi Transfer of Property Act, 1882.
- vii Indian Stamp Act, 1999.
- viii Negotiable Instruments Act, 1881.
- ix Arbitration and Conciliation Act, 1996.
- x Local laws as applicable to various offices and project sites of the Company.

I have also examined compliance with the applicable clauses of the following:

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).
- 2 The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has:

- (a) Passed a Special Resolution under Section 180(1)(a) and 180(1)(c) to increase the limits of borrowing powers to the Board upto an amount of ₹10,000 Crores and also relevant mortgage powers to the Board.

Apart from above, there were no instances of:

- 1 Public / Rights / Preferential issue of shares / debentures / sweat equity, etc.
- 2 Redemption / buy-back of securities.
- 3 Merger / amalgamation / reconstruction etc.
- 4 Foreign technical collaborations.

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

FCS NO. 5683
C P NO. 4119

Place : Mumbai
Date : 29th May, 2015



Annexure - C

(Pursuant to Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

No.	Particulars	Disclosure																				
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year.	<table border="0"> <thead> <tr> <th>Director</th> <th>Ratio</th> </tr> </thead> <tbody> <tr><td>1. Mrs. Usha B. Kulkarni</td><td>24.08</td></tr> <tr><td>2. Mr. Ajit B. Kulkarni</td><td>92.55</td></tr> <tr><td>3. Mr. Ravi A. Kulkarni</td><td>8.17</td></tr> <tr><td>4. Mr. Sharad P. Deshpande</td><td>10.42</td></tr> <tr><td>5. Mr. Shrikant T. Gadre</td><td>0.68</td></tr> <tr><td>6. Mr. Awinash Arondekar</td><td>0.68</td></tr> <tr><td>7. Dr. Sunder Lall Dhingra</td><td>0.53</td></tr> <tr><td>8. Mr. V. Sivakumaran</td><td>0.55</td></tr> <tr><td>9. Mr. Vilas B. Parulekar</td><td>0.55</td></tr> </tbody> </table>	Director	Ratio	1. Mrs. Usha B. Kulkarni	24.08	2. Mr. Ajit B. Kulkarni	92.55	3. Mr. Ravi A. Kulkarni	8.17	4. Mr. Sharad P. Deshpande	10.42	5. Mr. Shrikant T. Gadre	0.68	6. Mr. Awinash Arondekar	0.68	7. Dr. Sunder Lall Dhingra	0.53	8. Mr. V. Sivakumaran	0.55	9. Mr. Vilas B. Parulekar	0.55
Director	Ratio																					
1. Mrs. Usha B. Kulkarni	24.08																					
2. Mr. Ajit B. Kulkarni	92.55																					
3. Mr. Ravi A. Kulkarni	8.17																					
4. Mr. Sharad P. Deshpande	10.42																					
5. Mr. Shrikant T. Gadre	0.68																					
6. Mr. Awinash Arondekar	0.68																					
7. Dr. Sunder Lall Dhingra	0.53																					
8. Mr. V. Sivakumaran	0.55																					
9. Mr. Vilas B. Parulekar	0.55																					
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	<p>This year Company has announced performance bonus payable to MD and Chairperson and to that extent there is increase in remuneration of MD and Chairperson which is as under:</p> <table border="0"> <thead> <tr> <th>Name of Director</th> <th>% increase</th> </tr> </thead> <tbody> <tr><td>Mr. Ajit B. Kulkarni</td><td>60.00</td></tr> <tr><td>Mrs. Usha B. Kulkarni</td><td>250.00</td></tr> </tbody> </table> <p>No increase in monthly remuneration of Directors and KMPs.</p>	Name of Director	% increase	Mr. Ajit B. Kulkarni	60.00	Mrs. Usha B. Kulkarni	250.00														
Name of Director	% increase																					
Mr. Ajit B. Kulkarni	60.00																					
Mrs. Usha B. Kulkarni	250.00																					
(iii)	the percentage increase in the median remuneration of employees in the financial year.	2.42%																				
(iv)	the number of permanent employees on the rolls of company.	No. of Employee 1125 as on 31.03.2015																				
(v)	the explanation on the relationship between average increase in remuneration and Company performance.	The increase in remuneration of employees is in line with the remuneration policy of the Company where employees are given increments as per their performance. Further the increase in median remuneration is also in line with prevailing industry standards.																				
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company.	Profit After Tax increased by 70.87% in 2014-15, compared to 2013-14. Whereas, the remuneration of Key Managerial Personnel increased by 39.80% in 2014-15, compared to 2013-14.																				
(vii)	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year.	<p>Market capitalisation of the Company as on 31st March, 2015 was ₹421.91 crores Compare to previous year ₹267.80 crores.</p> <table border="0"> <tr><td>PE ratio: As on 31.03.2015:</td><td>6.75</td></tr> <tr><td>As on 31.03.2014:</td><td>7.34</td></tr> </table> <p>73% increase in share price of the Company since its maiden IPO in the year 2006.</p>	PE ratio: As on 31.03.2015:	6.75	As on 31.03.2014:	7.34																
PE ratio: As on 31.03.2015:	6.75																					
As on 31.03.2014:	7.34																					

(viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average percentile increase in remuneration of employees was 19% while for managerial personnel it was 160.81%. Increase in managerial remuneration is mainly on account to declaration of Performance Bonus/ commission to executive director which constitutes an integral part of the remuneration of managerial personnel. Performance Bonus/ commission is directly related to the performance of the individual contributing to the performance of the Company. There is no increase in monthly salary of managerial personnel.
(ix)	the key parameters for any variable component of remuneration availed by the directors.	The Key Parameters, as decided by the Nomination and Remuneration Committee, are as under: (a) Annual Performance Review (b) Profitability of the Company (c) Execution of assignment (d) Participation in meetings (e) Contribution made in decision making process.
(x)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	There was no such employee who was not director but received remuneration in excess of the highest paid director.
(xi)	affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid as per remuneration policy of the Company.

Note:

1. The remuneration to Independent Directors includes sitting fees paid to them for the financial year 2014-15.
2. The remuneration to Directors includes commission to MD and Chairperson as proposed by the Nomination and Remuneration Committee for the year 2014-15.
3. The Commission to the Non - Executive Directors has been increased from ₹2 Lakhs p.a. to ₹2.5 Lakhs p.a. commensurate with the increase in the responsibility.
4. The remuneration to Executive Directors and Non-Executive Directors is within the overall limits approved by the shareholders.
5. All calculation is based on CTC of the Directors, KMP and employees as on 31st March, 2015.

Annexure - D

ANNUAL REPORT ON CSR ACTIVITIES

No.	Particulars	Details
1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	CSR activities are carried out by Pratibha Foundation, a trust established in the year 1999. The Company has constituted a CSR committee as per the provisions of the Companies Act, 2013 and the CSR policy as adopted by the Board has been placed on the website of the Company under web link www.pratibhagroup.com/
2.	The Composition of the CSR Committee	1. Mr. Awinash M. Arondekar, Chairman (Independent Director) 2. Mrs. Usha B. Kulkarni, Member (Promoter Director) 3. Mr. Ajit B. Kulkarni, Member (Promoter Director)
3.	Average net profit of the Company for last three financial years	₹9,306.36 Lakhs
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	₹186.11 Lakhs
5.	Details of CSR spent during the financial year	a. Total amount to be spent for the financial year : ₹186.11 Lakhs b. Amount unspent, if any: ₹186.11 Lakhs

**1. Reason for not spending full amount**

The Company has not spent full amount as required under the provisions of the Companies Act, 2013, as the Company is in process of identifying suitable projects for spending CSR amount judiciously. The Company is committed towards its Corporate Social Responsibility and will take requisite steps for utilization of unspent amount during the current year.

2. Responsibility statement by CSR Committee

The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectivities and Policy of the Company except unspent amount towards CSR activities by the Company due to reason mentioned above.

sd/-

Mr. Ajit B. Kulkarni
Managing Director
DIN : 00220578

sd/-

Mr. Awinash M. Arondekar
Chairman - CSR Committee
DIN : 00025527

Annexure - E

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company during the year with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	date (s) of approval by the Board	Amount paid as advances, if any:	Date on which the resolution was passed in general meeting as required under first proviso to section 188
NOT APPLICABLE							

2. Details of contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date (s) of approval by the Board	Amount paid as advances, if any:
Mr. Vinayak B. Kulkarni Jt. Mr. Ramdas Kulkarni and Jt. Mrs. Sunanda Datta Kulkarni Relative of Director	Renewal of Leave and license. Since 1st February, 2009	Renewal for another 3 years	Leave and Licenses of Gala at APMC for godown purpose Rent Amount: ₹30,000 per month	29 th May, 2015	Security Deposit ₹1,00,000
Mrs. Usha B. Kulkarni Director	Renewal of Leave and license Since 1 st February, 2009	Renewal for another 3 years	Leave and Licenses of Gala at APMC for godown purpose Rent Amount: ₹30,000 per month	29 th May, 2015	Security Deposit ₹50,000/-

For and on behalf of the Board of Directors

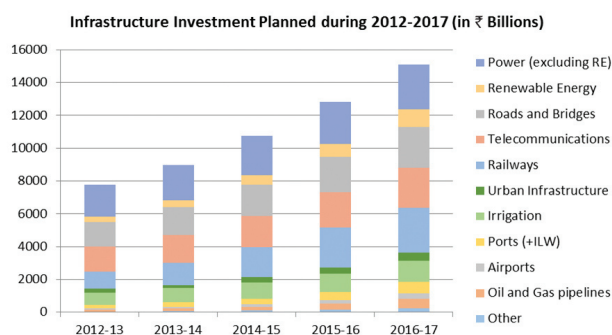
Date: 13th August, 2015
Place: Mumbai

Usha B. Kulkarni
Chairperson
DIN: 00220531

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE – GENERAL

The 12th Five Year Plan of the Government of India mentions a need for INR 56.3 trillion (about \$ 1 trillion) for development of infrastructure. From the Five Year Plan, it can be noted that the highest level of investment is planned in the Power, Roads, Telecom and Railway sectors.



Infrastructure Investment Planned during 2012-2017; Source: Twelfth Five Years Plan, GoI

Traditionally, greatest private participation in infrastructure development in India has been confined to the development of Roads, Urban Infrastructure, Power and Ports. Most Urban Infrastructure projects have been involved in building roads or commercial and residential complexes.

Roads have seen the greatest amount of investment in PPP mode since 2000. This is primarily because projects in Roads generally take lesser time, and the National Highway Authority of India prefers PPP as the preferred mode of investment in projects.

Traditional Areas for infrastructure Development



Roads Ports Power

Emerging Sectors for infrastructure Development



Railways Urban Infrastructure Renewable Energy

Traditional vs. Emerging Sectors for Infrastructure Investment

Incidentally, Roads, Power and Ports are the sectors that have allowed Foreign Direct Investment (FDI) since the mid-1990s and the financing of this infrastructure development has been carried out with active participation from both the public and private sector. Government has recently allowed 100% FDI in railway and construction development sector.

However, there is a changing need in the market, and evolving requirements of the population, which seems to be driving infrastructure development towards sectors that have primarily been the responsibility of the public sector. These sectors include areas like Urban Infrastructure (metro rail systems, sanitation, bus rapid transport systems and urban roads), Railways and Renewable Energy.

It is the sector of Urban Infrastructure which is expecting unprecedented growth in the amount of investment that has already been approved and is currently waiting for deployment (due to clearances, land acquisition, etc.). Urban Infrastructure presents the most striking contrast while comparing levels of past and future investments that are in the pipeline. Indian cities today are bursting at their seams and do not have the necessary infrastructure to cater to the needs of the increasing population density. Building adequate roads, flyovers, and more importantly, Mass Transit systems are on top of the priority lists of most state governments today. Another possible reason for this large spike in planned investment when comparing to investment that has already taken place, is that in many cases, Indian cities did not have adequate infrastructure to begin with.

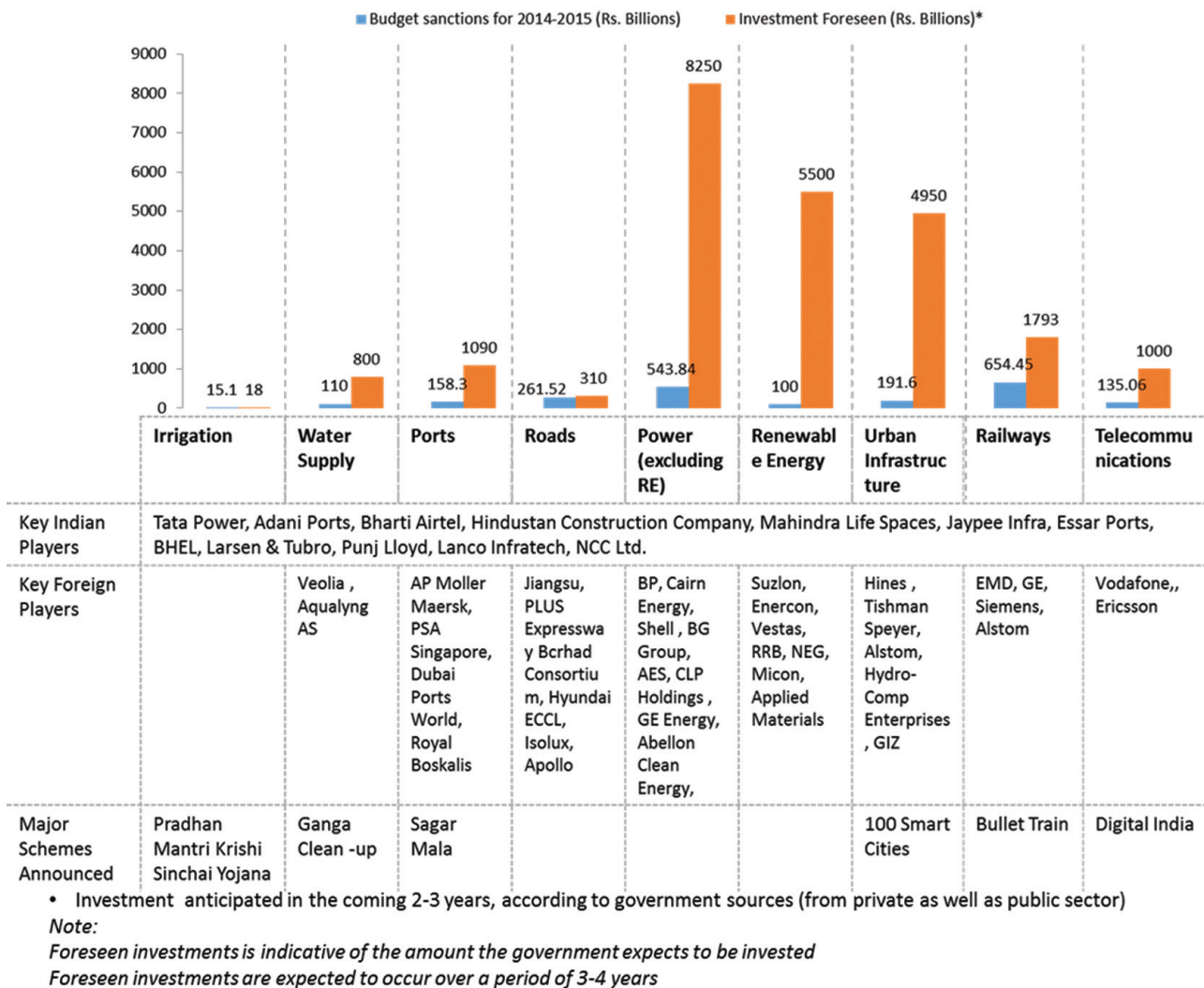
Other government pet projects involve ambitious plans for developing “100 Smart Cities”, reaching 100 GW of Solar Energy Generation by 2019, creation of a Digital India, encouraging infrastructure in Ports under the “Sagar Mala” scheme and most significantly the “Make in India” Campaign.

India Ratings & Research has revised the overall outlook on the infrastructure sector from negative to stable for financial year 2015-16. This is in spite of having mixed outlook on the sub-sectors.

According to the agency, the ongoing measures by the government and regulators to address the fundamental shortcomings on the policy side could gradually rebuild dwindling stakeholders’ confidence in the sector. Although these measures will steer the sector in the right direction, a substantial shift from the current path is unlikely in financial year 2016-17. The infrastructure sector is poised to witness renewed investor interest.

OUTLOOK – GENERAL

With strong government emphasis on infrastructure development, the outlook for the sector appears to be quite optimistic in 2015-16. The proposed government projects on smart cities, enhanced metro rail connectivity, cleaning of rivers and increased focus on solar power is expected to give a boost to Infrastructure development in India.



Budgetary sanctions during 2014-2015 and foreseen investment in Infrastructure by 2019.

Opportunities – Specific to Pratibha Industries Limited

URBAN INFRASTRUCTURE

(i) Water Supply

India is a water-stressed country and it is expected to become a water scarce nation by 2030. However, India does not recognize water security as a major concern yet as India has 16% of the world's population and only 4% of the water. India needs to realize that even Energy security is heavily dependent on water security. Thermal and Nuclear power plants are the largest consumers of water in the industry and cannot operate without adequate water supply. Hydroelectric power generation is almost completely dependent on water availability.

A possible solution to this is encouraging the use of drip irrigation, which can be 80% less water intensive than flood irrigation, since agriculture accounts for roughly 80% of water use in the country.

(ii) Sanitation

Improvement in sanitation facilities can be achieved through improvement in access to and utilization of health, family welfare and nutrition services with special focus on underserved and underprivileged population. It is expected that during the current decade as well, the responsibility of implementing healthcare and sanitation programmes will mainly lie with the state government and local bodies while financial assistance will be provided by the central government and external agencies. Given that public expenditure on health is expected to remain low, private expenditure would have to increase substantially for improvement in health infrastructure. Furthermore, health insurance plans as well as government schemes such as 'National Health Insurance Scheme' for socially vulnerable and low-income people are also expected to play a role in financing of health services.

(iii) Solid Waste Management

As per estimates, 115,000 tons of solid waste are generated per day in the country. Yearly increase is about 5% annually. Local Bodies in Urban areas spend about ₹500 to ₹1,500 per ton on solid waste collection, transportation, treatment and disposal. However, hardly any amount is spent on scientific disposal of waste.

Management of Municipal Solid Waste (MSW) continues to remain one of the most neglected areas of urban development in India. Magnitude and density of urban population in India is increasing rapidly and consequently the civic bodies are facing considerable difficulties in providing adequate services such as supply of water, electricity, roads, education and public sanitation, including Municipal Solid Waste Management (MSWM).

Municipal agencies spend about 5-25% of their budget on MSWM. In spite of such a heavy expenditure, the present level of service in many urban areas is so low that there is a threat to public health in particular and to environmental quality in general. Several steps are being taken towards improving the situation.

Your Company is currently looking for a good opportunity in this sector with or without Joint Venture for technical know-how and hopefully to breakthrough in this segment in near future.

ROAD / HIGHWAYS AND RAILWAYS

Road

With a growing population in India, demand for road transport would increase further by 2020. While state highways are expected to link most districts in the country, all-weather rural roads are expected to provide access to the farthest outlying villages. Moreover, construction of the golden quadrilateral, Delhi-Mumbai-Chennai-Kolkata-Delhi, is expected to help link these metros and other northern, southern, western and eastern cities by 2020. It has taken various policy initiatives that are likely to result in increased participation of private players in road construction projects. Moreover, internal generation of resources by transport services is likely to increase by 2020.

Metro

The metro rail segment has now gathered steam, bucking the slowdown trend in the infra space seen in last 3 years. Recently, Mumbai Metro Line 3, Ahmedabad and Lucknow Metros have received government approval.

Past couple of months have seen commencement of planning (Guwahati, Patna, Cuttack-Bhubaneswar metros). Ordering has also been robust with more than INR120 bn projects awarded in the metro space so far.

Rail

The government has unveiled plans to invest US\$ 137 billion in its decrepit rail network over the next five years, heralding Prime Minister Narendra Modi's aggressive

approach to building infrastructure needed to unlock faster economic growth. Over the next year, India will increase investment by about a half to US\$ 16.15 billion including funds raised by market borrowing.

First major development move by the present government was the announcement for a "Bullet Train" project. Since then, countries like Japan, China and France have shown great interest in the project, and several studies are underway to judge the feasibility of this project.

Rapid urbanisation along with increased domestic industrial activity is expected to accelerate growth of Indian railways during the current decade. According to the Ministry of Railways' estimates, demand for passenger and freight services would surge, which would require expansion of 25,000 kms of new lines by 2020.

The Ministry of Railway has already initiated rail connectivity projects in north eastern states and Jammu & Kashmir at an estimated cost of INR 280 bn. With the railway network spread to the furthest regions of the country (especially in north eastern parts), rail freight traffic is expected to increase substantially during the current decade.

AIRPORTS AND PORTS

With rising income levels, passenger air traffic is expected to increase considerably. According to the Economic Survey 2010-11, India will be one of the fastest growing civil aviation markets in the world by 2020 with a passenger load of 420 mn in the Indian airport system as compared to 140 mn in 2010. An investment of additional 0.7 percentage point of GDP is required in the infrastructure by 2017. In FY11, an investment of ₹26.53 bn was planned in ports and ₹6.63 bn in airports infrastructure. These will be further aided by substantial investments in development of airports in tier-II cities as well as improvement of infrastructure in existing airports. In case of ports, the connection between several major rivers through a network of inter linking canals is expected to provide impetus to rapid growth of low-cost, inland water transport.

In past, your Company has successfully completed Ahmedabad International Airport and Amritsar International Airport.

BUILDING CONSTRUCTION

The construction industry in India has seen sustained demand from the Industrial Sector and Real Estate Sector. Demand from Real Estate has currently plateaued after unprecedented boom in the last decade. The real estate developers have traditionally employed contractors for construction of projects. However, Construction majors are currently experiencing liquidity constraints due to tightening funding norms being employed by bankers/institutional financiers etc. The industry is also facing squeezing margins due to increasing commodity prices.

The Indian Construction sector offers quite an attractive proposition for foreign developers. The Indian Government has decided to allow 100% Foreign Direct Investment (FDI) in the real estate industry, thereby stimulating construction activities throughout the country.



Your Company is a major player in construction of large residential and non-residential projects for reputed real estate developer Company like Tata Housing, Rustomjee, Lodha Developers, Runwal, Ireo, Bhartiya City Developers, Mahindra.

RISK AND CONCERNS

Following are the major risks and concern associated with Infrastructure sector.

1. Increasing Cost of Raw Materials;
2. Finance;
3. Complexities of structures;
4. Regulatory Compliance;
5. High level of competition;
6. Shortage of Skilled Labour;
7. Procuring approvals / permits;
8. Political and geological risks.

Risk Management

The Company has developed built-in procedures and practices to effectively mitigate the adverse effects 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. However, it is practically not possible to thwart all the risk and Company has to absorb some risk in the form of additional cost / loss towards the same.

HUMAN RESOURCES DEVELOPMENT

PIL talent base as on March 31, 2015, stands at 3,562 (including contract). 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 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.

Your Company is following highest level of safety measures for the its most precious assets i.e. human beings. The Company is also having a well-defined policy for environmental safety. Occupational Health, Safety and Environment Management are given the utmost importance in your Company. There is in place a well-defined in-house training program for its employees to upgrade their operating skills. The relations between the Company and the employees were cordial and the Company experienced peace and harmony throughout the year.

INTERNAL CONTROL AND AUDIT

The Company believes in systematic working and placing of proper checks. Proper systems are in place and regular reviews are held at higher levels to check the efficacy and relevance of system. The effectiveness of the internal controls is continuously monitored by the Audit Committee.

Main Objective of Internal Audit is to provide to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance of the adequacy and effectiveness of the organisation's risk management, control and governance processes. The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the management. The Audit Committee's observations and suggestions were acted upon by the Management.

CONCLUSION

In conclusion, it can be said that although there is huge competition increasing in the market, challenges like ever increasing cost of input material, restricted availability of funds that too a higher cost, 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 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 had 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, 2015.

Name of the Directors	Designation	Category
Mrs. Usha B. Kulkarni	Chairperson	Promoter & Executive
Mr. Ajit B. Kulkarni	Managing Director	Promoter & Executive
Mr. Ravi A. Kulkarni	Dy. Managing Director	Executive & Relative of Promoter Director
Mr. Sharad Deshpande	Whole Time Director	Executive & Professional
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

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

Five Board meetings were held during the year. The dates on which the meetings were held are: 27th May, 2014, 17th July, 2014, 14th August, 2014, 14th November, 2014 and 13th February, 2015.

Name of the Director	Attendance Particulars		No. of Directorships and Committee Memberships / Chairmanships		
	Board Meeting	Attendance At AGM	Directorships*	Committee Memberships**	Chairmanships**
Mrs. Usha B. Kulkarni	5	Yes	5	-	-
Mr. Ajit B. Kulkarni	5	Yes	8	2	-
Mr. Ravi A. Kulkarni	4	Yes	5	-	-
Mr. Sharad P. Deshpande	5	Yes	2	-	-
Mr. Awinash M. Arondekar	5	Yes	3	2	1
Mr. Shrikant T. Gadre	5	Yes	2	2	1
Mr. V. B. Parulekar	5	Yes	2	-	-
Dr. S. L. Dhingra	2	Yes	1	-	-
Mr. V. Sivakumaran	4	Yes	2	1	-

* The Directorships, held by Directors as mentioned above, Include directorship in Pratibha Industries Limited but do not include directorships in foreign companies.

** Above includes Memberships/Chairmanships of Pratibha Industries Limited only

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 five 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 of Committees

Name of Director	Name of the Committee				
	Audit	Nomination and Remuneration	Stakeholders' Relationship	CSR	Management
Mrs. Usha B. Kulkarni	No	No	No	Yes	Yes*
Mr. Ajit B. Kulkarni	Yes	No	Yes	Yes	Yes
Mr. Ravi A. Kulkarni	No	No	No	No	No
Mr. Sharad P. Deshpande	No	No	No	No	Yes
Mr. Avinash M. Arondekar	Yes	Yes	Yes*	Yes*	No
Mr. Shrikant T. Gadre	Yes*	Yes*	Yes	No	No
Mr. V. B. Parulekar	No	Yes	No	No	No
Dr. S. L. Dhingra	No	No	No	No	No
Mr. V. Sivakumaran	No	No	No	No	No

* Chairperson/Chairman

None of the Directors on the Board is a member of more than ten committees or Chairman/Chairperson of more than five Committees across all companies in which they are directors. Chairmanship / membership of Committees include Audit and Shareholders Grievance Committee only 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 confirmation with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 177 of the Companies Act, 2013.

2.1 The role of the Audit Committee shall include the following:

- 1) Oversight of 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, remuneration and terms of appointment of statutory auditors including Cost Auditors of the company;
- 3) Approving payment to statutory auditors, including Cost Auditors, for any other services rendered by them;
- 4) Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the financial statements arising out of audit findings;

- e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions; and
 - g) Qualifications, if any, in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - 6) Reviewing, with the management, 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter, if any;
 - 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - 8) Approval or any subsequent modification of transactions of the Company with related parties;
 - 9) Scrutiny of inter-corporate loans and investments;
 - 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
 - 11) Evaluation of internal financial controls and risk management systems;
 - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - 14) Discussion with internal auditors of any significant findings and follow up there on;
 - 15) 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;
 - 16) 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;
 - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - 18) To review the functioning of the Whistle Blower mechanism;
 - 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 - 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

2.2 Terms of Reference

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

- i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii) review and monitor the auditor's independence and performance including Cost Auditors, and effectiveness of audit process;
- iii) examination of the financial statement and the Statutory auditors' report thereon and includes Cost Auditors report;
- iv) approval or any subsequent modification of transactions of the company with related parties;
- v) scrutiny of inter-corporate loans and investments;
- vi) valuation of undertakings or assets of the company, wherever it is necessary;
- vii) evaluation of internal financial controls and risk management systems;
- viii) monitoring the end use of funds raised through public offers, if any and related matters.



2.3 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.

2.4 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: 27th May, 2014, 14th August, 2014, 14th November, 2014 and 13th February, 2015.

The Committee has recommended the appointments of M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, as the Statutory Auditors, M/s. Ketki D. Visariya & Co., Cost Accountants, as the Cost auditors, M/s. Chokshi & Chokshi LLP, Chartered Accountants, as Internal Auditors and Mr. Dinesh Kumar Deora, A.C.A. and F.C.S., a Practicing Company Secretary as Secretarial Auditor of the Company.

3. NOMINATION AND REMUNERATION 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

3.2 Terms of Reference

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To devise a policy on Board diversity which ensures:
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

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, one meeting of the Nomination and Remuneration Committee was held on 27th May, 2014 and attended by all the members of the Committee.

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, 2015, to the Managing Director and Whole Time Directors are as follows:

Name of the Director	Designation	Remuneration (₹)	Performance Bonus / Commission(*) (₹)
Mr. Ajit B. Kulkarni	Managing Director	3,00,00,000	1,80,00,000
Mrs. Usha B. Kulkarni	Chairperson	36,00,000	90,00,000
Mr. Ravi Kulkarni	Dy. Managing Director	42,00,000	-
Mr. Sharad Deshpande	Whole Time Director	54,99,996	-

*Recommended for financial year 2014-15.

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.

(Amount In ₹)

Name of the Director	Sitting fees	Commission*	Total
Mr. Shrikant T. Gadre	1,10,000	2,50,000	3,60,000
Mr. Awinash M. Arondekar	1,10,000	2,50,000	3,60,000
Mr. S. L. Dhingra	20,000	2,50,000	2,70,000
Mr. V. Sivakumaran	40,000	2,50,000	2,90,000
Mr. Vilas B. Parulekar	60,000	2,50,000	3,10,000

*Recommended for financial year 2014-15.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has constituted the Stakeholders Relationship 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 shareholder/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	Promoter and Executive Director

As on March 31, 2015, 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 2014-15:

Pending at beginning of year	Received during the year	Resolved during the year	Pending at end of year
0	7	7	0

No.	Nature of Complaint	Number of Complaints
1	Non Receipt of Dividend	5
2	Non Receipt of Annual Report	1
3	Other matters	1
	Total	7

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. Corporate Social Responsibility (CSR) Committee

5.1 Composition

The Committee comprises of the following members

Name of the Members	Designation	Nature of Directorship
Mr. Awinash M. Arondekar	Chairman	Independent & Non-Executive Director
Mrs. Usha B. Kulkarni	Member	Promoter and Executive Director
Mr. Ajit B. Kulkarni	Member	Promoter and Executive Director

5.2 The role of the CSR Committee is as follows:

1. Formulating and recommending to the Board the CSR policy and activities to be undertaken by the Company;
2. Recommend the amount of expenditure to be incurred on the CSR activities;
3. Reviewing the performance of the Company in area of CSR;
4. Monitor implementation and adherence to the CSR Policy of the Company from time to time.

5.3 Meeting

During the financial year ended 31st March, 2015, the Committee met once on 13th August, 2014.

6. MANAGEMENT COMMITTEE

The Board of Directors of the Company has constituted a Management Committee of the executive Directors of the Company. The Committee has been formed to avail credit facilities of lesser value for purchase of construction equipment's and vehicles, to bid various tenders and issue authority and also look after operations of Bank accounts of 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.

7. SUBSIDIARY COMPANY

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

The requirements of the Clause 49 of the Listing Agreement with regard to subsidiary companies have been complied with.

8. GENERAL BODY MEETINGS

8.1 General Body Meetings:

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

Year	Location	Date	Time	Special Resolution(s)
2013-14	The Bombay Presidency Golf Club Limited, Dr. C. G. Road, Chembur, Mumbai – 400 071	30 th September, 2014	3:00 P. M.	6
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

8.2 Extra Ordinary General Meeting

No Extraordinary general Meeting was held during the year.

8.3 Postal Ballot

During the year, the Company conducted Postal Ballot process in accordance with the provisions of Section 110 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Management and Administration) Rules, 2014. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35A of the Listing Agreement, the Company had provided e-voting facility to all the members whose email addresses were registered with the depository and also provided ballot voting facility to those shareholders whose email addresses not registered with the Company. Mr. Dinesh Kumar Deora, A.C.A. and F.C.S., a Practicing Company Secretary had been appointed as Scrutinizer for the postal ballot process. He has submitted his report to Chairperson and accordingly, the following result of postal ballot process had been announced by the Chairperson on 26th September, 2014.

Sr. No.	Particular	Total No. of Valid Votes	No. of Shares and % of total votes cast in favour		No. of Shares and % of total votes cast against	
			No. of Shares	%	No. of Shares	%
1	Re-appointment of Mr. Ajit B. Kulkarni as Managing Director	56,656,206	56,654,871	100.00	1,335	0.00
2	Re-appointment of Mrs. Usha B. Kulkarni as a Whole-Time Director designated as Chairperson	56,656,181	56,646,596	99.98	9,585	0.02
3	Payment of remuneration to non-executive directors	56,655,781	56,635,121	99.96	20,660	0.04
4	Borrowing powers of the Board of Directors	56,649,841	56,634,780	99.97	15,061	0.03
5	Create or provide security on movable and immovable properties of the Company in favour of the Lenders	56,649,391	56,632,767	99.97	16,624	0.03
6	Consent for making of any investment / giving any loan or guarantee / providing security	56,657,334	56,636,473	99.96	20,861	0.04
7	Raise funds through Qualified Institutions Placement (QIP) etc.	56,664,134	56,655,909	99.99	8,225	0.01
8	Accept Fixed Deposit from Members and Public under Section 73 and 76 of the Companies Act, 2013	56,657,314	56,649,655	99.99	7,659	0.01
9	Adopt New Articles of Association of the Company	56,656,201	56,652,076	99.99	4,125	0.01

9. DISCLOSURES

9.1 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.

9.2 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.

9.3 Insider Trading Code

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-compliance and apprehend them on dealing in the securities of the Company on the basis of price sensitive information.



9.4 Whistle Blower Policy

In accordance with Clause 49 of the Listing Agreement, your Company has adopted a Whistle Blower Policy with an objective to provide its employees a mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

No personnel was denied access to the Audit Committee of the Company. The said policy is uploaded on the website of the Company at <http://www.pratibhagroup.com>

9.5 CEO & CFO Certification

As required under Section IX 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, 2015.

10. SHAREHOLDERS' INFORMATION

10.1 Company Registration details

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

10.2 20th Annual General Meeting:

Date : Wednesday, 30th day of September, 2015

Time : 3.00 p.m.

Venue : The Bombay Presidency Golf Club, Dr. C. G. Road, Chembur, Mumbai - 400 071.

10.3 Financial Calendar (tentative)

First Quarter Results - 2nd Week of August, 2015

Second Quarter Results - 2nd Week of November, 2015

Third Quarter Results - 2nd week of February, 2016

Last Quarter and Annual Audited Results - 4th week of May, 2016

21st Annual General Meeting - September 2016

10.4 Book Closure Period

Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).

10.5 Dividend Payment Date

On or after 5th October, 2015 (Subject to approval of Members)

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

a. National Stock Exchange of India Limited (NSE),

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

Trading Symbol on NSE is 'PRATIBHA EQ'

b. The Bombay Stock Exchange Limited

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

Scrip Code on BSE is '532718'

c. ISIN in NSDL & CDSL for Equity Shares – ISIN - INE308H01022

Annual listing fee for the year 2015-16, as applicable, have been paid by the Company to BSE and NSE.

Annual Custody /Issuer fee for the year 2015-16 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

10.7 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

10.8 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, 2014.	8	2,000
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, 2015.	7	1,750

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

Company has credited ₹1,60,330/- in FY 2014-15 and ₹48,866/- in FY 2015-16 to the Investor Education and Protection Fund (IEPF), in respect to dividends which remained unclaimed / unpaid over a period of seven years, pursuant to the provisions of Sections 205A and 205C of the Company Act, 1956, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

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
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
2013-14	30.09.2014	₹0.20 (i.e. 10%)**	31.10.2021

*Face value of ₹10/- per share.

**Face value of ₹2/- per share.



10.10 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, 2015 are as under.

Month	Bombay Stock Exchange		National Stock Exchange	
	Share Price		Share Price	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April-14	31.80	26.00	31.75	26.10
May-14	49.00	26.80	49.15	26.50
June-14	61.50	42.00	61.45	41.85
July-14	66.70	51.50	66.70	51.55
August-14	59.40	47.50	59.40	47.75
September-14	63.90	46.55	63.85	46.55
October-14	56.45	45.30	57.00	43.30
November-14	60.00	48.80	60.00	48.10
December-14	52.90	35.70	52.70	40.90
January-15	46.00	36.80	46.00	36.30
February-15	48.70	39.25	48.80	39.30
March-15	56.00	37.40	51.95	37.00

Source: BSE – NSE website

10.11 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.
 Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 008
 Tel No. 040-67161589 Website: www.karvycomputershare.com E- Mail: einward.ris@karvy.com;

10.12 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.

10.13 Distribution of Shareholding as on 31st March, 2015

Distribution of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	21,109	81.45	3,677,927	3.64
501 1000	2,383	9.20	2,015,847	1.99
1001 2000	1,124	4.34	1,750,351	1.73
2001 3000	418	1.61	1,088,412	1.08
3001 4000	190	0.73	696,020	0.69
4001 5000	182	0.70	879,519	0.87
5001 10000	250	0.96	1,902,007	1.88
10001 above	260	1.00	89,045,309	88.12
Grand Total	25,916	100.00	101,055,392	100.00

10.14 Shareholding Pattern as on 31st March, 2015

Shareholders	No. of Shares held	% to total shares held
Promoters and Persons acting in Concert	4,74,47,512	46.95
Other Corporate Bodies	1,22,83,994	12.16
Mutual Fund/ FI / Banks	64,38,565	6.37
FII's	1,10,23,720	10.91
NRI / Foreign Nationals	4,88,859	0.48
Foreign Company	54,34,783	5.38
Resident Individuals	1,74,03,601	17.22
Clearing Members	5,34,358	0.53
Total	10,10,55,392	100.00

10.15 Dematerialization of shares and liquidity:

More than 99.99% of total equity share capital of the Company is held in dematerialized form with NSDL and CDSL as on 31st March, 2015. Only 30 shares are in physical form rest all shares are in demat form.

10.16 Work Sites for contracts:

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

10.17 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, Maharashtra; Tel: 91- 22- 3955 9999 Fax 91- 22- 3955 9900

E-mail: investor.relations@pratibhagroup.com (for securities), fd@pratibhagroup.com (for fixed deposit)

11. 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.

12. Code of Business conduct and Ethics for Directors and Key Managerial 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 Managerial 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 Managerial Personnel with Code of Conduct is attached herewith.

13. Compliance certificate of the Auditors

Certificate from the Auditors of the Company, M/s. Jayesh Sanghrajka & Co. LLP, Chartered Accountants, 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 voluntarily adopted 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 quarterly, half yearly and annual results of your Company with necessary report thereon are published in newspapers and posted on Company's website www.pratibhagroup.com. The same are also available at the sites of the stock exchanges where the shares of the Company are listed i.e. www.bseindia.com and www.nseindia.com.
- The Statutory financial statements of the company are unqualified.
- The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.



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	Mr. Ravi Ajit Kulkarni
Date of Birth	10 th January, 1982
Date of appointment	26 th October, 2012
DIN	00948406
Educational Qualification	B. Com. & B.BA
Areas of Experience	He has more than 8 years of experience in planning, project development, execution (including financing), research & development of large projects. He is responsible for planning & execution of Projects, finance, team building and Liaising with Business partners and Clients.
Companies in which he holds directorship	1) Bhopal Sanchi Highways Private Limited 2) Pratibha Heavy Engineering Limited 3) Mukangan Developers Private Limited 4) Ping Digital Media Private Limited
Membership Chairmanship of Board Committees	None
Shareholding	10,00,000 Equity Shares (0.99%)

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.

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with Code of Conduct of the Company formulated by the Board of Directors for the financial year ended 31st March, 2015.

Place: Mumbai
Date: 29th May, 2015

Ajit B. Kulkarni
Managing Director
DIN: 00220578



Auditors' 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, 2015, 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 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. LLP**
Chartered Accountants
(Reg. No. 104184W/W100075)

Ashish Sheth
Designated Partner
Membership No. 107162

Place: Mumbai
Date: 29th May, 2015

CEO / CFO CERTIFICATION

The Board of Directors
Pratibha Industries Limited
Mumbai

We have reviewed the financial statements and the cash flow statement of the Company for the year 31st March, 2015 and that to the best of our knowledge and belief, we state that:

- a.
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d. We have indicate to the Auditors and the Audit Committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year have been disclosed in the notes to the financial statements; and
 - iii. instance of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For **Pratibha Industries Limited**

Place: Mumbai
Date: 29th May, 2015

Yogen Lal
Chief Executive Officer

K. H. Sethuraman
Chief Financial Officer



Independent Auditors' Report

To,
The Members of
Pratibha Industries Limited.

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of PRATIBHA INDUSTRIES LIMITED, ("the Company"), which comprises the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the 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

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- ii. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Refer Note No. 1 (E) which states that the management has taken estimated useful life of assets belonging to Construction Equipment category, which is different from the useful life indicated in Schedule II to the Companies Act, 2013, based on technical advice and after taking into account the nature of the assets, their estimated usage, their operating conditions, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.



- b) Refer Note No. 44 which states that the Company's investment in its wholly owned subsidiary M/s. Prime Infrapark Private Limited, whose net worth is fully eroded, is carried at cost at ₹1,00,00,000/- in the Balance Sheet. The Management is of the opinion that the losses shall be recovered in the coming years and hence there is no requirement for making provision for permanent diminution in the value of the investment.
- c) Refer Note No. 45 which states that balances of Trade Receivables, Trade Payables and Loan & Advances are subject to confirmation and consequent adjustments, if required.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account, as required by law, have been kept by the Company so far as appears from our examination of those books.
- c. The Company has not appointed a person other than Companies auditor for audit of accounts of branch offices under Section 143(8); hence clause (c) of sub-section (3) of section 143 is not applicable.
- d. the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of written representations received from the Directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- g. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No 30 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Jayesh Sanghrajka & Co LLP**
Chartered Accountants
Firm Regn. No.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Place: Mumbai
Date: 29th May, 2015



Annexure to Independent Auditors' Report

The Annexure referred to in our report to the members of Pratibha Industries Limited. ('The Company') for the year ended 31st March, 2015. We report that:

- i. 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 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.
- ii. In respect of inventories:
 - a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - 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 per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. According to information and explanations given to us, the Company has granted interest free unsecured loans aggregating of ₹10,447.52 lakhs to nine parties covered in the register maintained under Section 189 of the Companies Act, 2013. In respect of these loans;
 - a. As per information and explanation given to us, there is no schedule for repayment of these loans.
 - b. In absence of repayment schedule, we cannot comment whether there is any overdue amount. However, as per the information and explanation given by the management, there is no overdue payment from these parties.
- iv. 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 for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
- v. 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 73 to 76 or any other relevant provisions of the Act and the rules framed there-under, where applicable, have been complied with. As per information & explanations given to us, 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.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
 - a. According to information and explanations given to us and on the basis of our examination of test check basis, amounts of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material 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 in arrears as at March 31, 2015 for a period of more than six months from the date of becoming payable.

- b. According to the information and explanations given to us, dues that have not been deposited by the Company on account of disputes are given below:

Nature of Dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax	1,498.22	F.Y. 2001 - 02 to 2008 - 09	Hon. Bombay HC
Income Tax	887.53	F.Y. 2005 - 06 to 2007 - 08	ITAT
Income Tax	7,174.99	F.Y. 2008 - 09 to 2012 - 13	CIT(Appeal)
Excise Duty	24.27	F.Y. 2005 - 06 to 2006 - 07	CESTAT, Kolkata
Service Tax	36.87	F.Y. 2007 - 08 to 2009 - 10	Appellate Tribunal, Kolkata
Service Tax	99.66	F.Y. 2009 - 10	Appellate in Dadar Corrigendum
Sales tax	652.65	F.Y. 2005 - 06, 2007 - 08 and 2008 - 09	Jt. Comm of Sales tax
Sales tax	195.27	F.Y. 2011 - 12	Asst. Commercial Tax Officer
Sales tax	37.63	F.Y. 2012 - 13	Asst. Commissioner

- c. The Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
- viii. 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 and in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks. Further, Company has not issued debentures.
- x. According to the information and explanations given to us, the Company has given guarantees for loans taken by others from banks and financial institutions. We are of the opinion that the terms and conditions thereof are not *prima facie* prejudicial to the interest of the Company.
- xi. According to the information and explanation given to us, we are of the opinion that the Company has used term loans for the purposes for which they were raised.
- xii. The management has represented that during internal investigations by the Company, an instance of malafide conduct by certain employees were observed at site. The total quantum of amount attributable to malafide conduct is approx. 6.5 Cr which is under further investigation. The Management does not expect any material impact on the financials as all possible losses attributable to the matter have already been provided. Apart from the same, we have not observed any cases of fraud by or on the Company.

For Jayesh Sanghrajka & Co LLP
Chartered Accountants
Firm Regn. No.: 104184W/W100075

Place: Mumbai
Date: 29th May, 2015

Ashish Sheth
Designated Partner
Membership No.: 107162



Balance Sheet as at 31st March, 2015

Particulars	Notes	(₹ in Lakhs)	
		31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	2,021.11	2,021.11
(b) Reserves and Surplus	3	71,914.10	66,168.05
		<u>73,935.21</u>	<u>68,189.16</u>
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	57,329.70	53,160.57
(b) Deferred tax liabilities	5	5,279.04	4,318.87
		<u>62,608.74</u>	<u>57,479.44</u>
(3) Current Liabilities			
(a) Short-term borrowings	6	67,568.89	33,829.87
(b) Trade payables	7	62,615.92	49,464.58
(c) Other current liabilities	8	120,804.03	121,435.89
(d) Short-term provisions	9	2,400.21	1,455.24
		<u>253,389.05</u>	<u>206,185.58</u>
Total Liabilities		<u>389,933.00</u>	<u>331,854.18</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		88,302.95	91,470.18
(ii) Intangible assets		443.57	685.07
		<u>88,746.52</u>	<u>92,155.25</u>
(b) Non-current investments	11	812.06	475.61
(c) Long term loans and advances	12	10,070.06	10,808.10
(d) Other Non Current Assets	13	3,738.05	3,793.52
		<u>103,366.69</u>	<u>107,232.48</u>
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	14	96,150.36	67,923.48
(c) Trade receivables	15	84,525.60	64,742.91
(d) Cash and cash equivalents	16	19,297.55	10,831.27
(e) Short-term loans and advances	17	80,435.56	75,317.43
(f) Other current assets	18	6,157.23	5,806.61
		<u>286,566.31</u>	<u>224,621.70</u>
Total Assets		<u>389,933.00</u>	<u>331,854.18</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. LLP
Chartered Accountants
Firm Regn No.: 104184W/W100075

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

S. P. Deshpande
Whole time Director
DIN: 06507698

Ashish Sheth
Designated Partner
Membership No.: 107162

Yogen Lal
Chief Executive Officer

K. H. Sethuraman
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2015

Pankaj S. Chourasia
Company Secretary

Statement of Profit and Loss for the Year ended 31st March, 2015

Particulars	Notes	₹ in Lakhs)	
		31.03.2015	31.03.2014
Revenue from operations	19	240,496.58	155,123.83
Less: Excise Duty		(1.66)	(4.12)
		<u>240,494.92</u>	<u>155,119.71</u>
Other Income	20	2,112.38	1,772.34
Total		<u>242,607.30</u>	<u>156,892.05</u>
Expenses:			
Cost of Material consumed	21	171,242.42	46,974.80
Purchases of stock-in-trade		7,116.40	14,433.39
Manufacturing, Construction & Operating Expenses	22	32,372.69	40,992.38
Change In Inventories	23	(33,328.29)	908.47
Employee Benefit expenses	24	8,366.89	8,747.84
Financial costs	25	18,814.57	15,358.43
Depreciation and Amortization expense	26	5,599.06	4,180.38
Other expenses	27	21,532.67	19,410.61
Total		<u>231,716.41</u>	<u>151,006.30</u>
Profit Before Tax and Exceptional Items		10,890.90	5,885.75
Exceptional Items	28	1,586.45	-
Profit Before Tax		<u>9,304.45</u>	<u>5,885.75</u>
Tax expense:			
(1) Current tax		2,021.86	1,177.61
(2) Deferred tax		960.16	967.79
(3) Short/(excess) Provision of Prior years Tax		81.52	88.31
Profit / (Loss) for the year		<u>6,240.91</u>	<u>3,652.04</u>
Earning per equity share:	29		
(1) Basic		6.18	3.61
(2) Diluted EPS		6.18	3.61

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. LLP**
Chartered Accountants
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K. H. Sethuraman
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2015

Pankaj S. Chourasia
Company Secretary



Cash Flow Statement for the Year Ended 31st March 2015

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	10,890.90	5,885.75
Adjustment for:		
Depreciation & Amortization	5,599.06	4,180.38
(Profit)/Loss on Sale of Assets	(25.45)	91.43
Finance Charges	18,505.40	12,992.94
Sundry Balance write back	(35.62)	-
Unrealised Foreign Exchange Gain	(284.14)	547.36
Loss / (Profit) from JV	856.03	1,164.38
Dividend Received	(0.55)	(0.78)
Operating Profit before working Capital Changes	35,505.62	24,861.45
Adjustment for:		
Inventories	(28,226.88)	(3,840.86)
Trade Receivables	(19,782.69)	(39,004.81)
Other Assets	(4,730.71)	(11,515.58)
Trade Payables	13,186.96	17,982.32
Other Liabilities	3,302.26	13,953.83
	(745.45)	2,436.36
Less: Direct Taxes Paid	-	-
Net cash used in Operating Activities (a)	(745.45)	2,436.36
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets (net)	(4,002.69)	(28,427.63)
Sale of/ (Additions to) Investments (net)	(5,563.00)	(5,519.04)
Dividend Received	0.55	0.78
Net cash used in investing activities (b)	(9,565.14)	(33,945.89)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(202.11)	(606.33)
Corporate Dividend Tax paid	(34.35)	(103.05)
Proceeds from Long Term Borrowings (Net)	4,453.28	(6,730.12)
Changes in Current Maturity of Long Term Borrowings	(5,098.34)	46,530.54
Proceeds from Short Term Borrowings (Net)	33,739.02	3,379.86
Finance Charges paid (Net)	(18,505.40)	(12,992.94)
Net cash from Financing Activities (c)	14,352.10	29,477.97
NET INCREASE IN CASH AND CASH EQUIVALENTS (a+ b + c)	4,041.51	(2,031.56)
Opening Cash and Cash Equivalents	1,435.58	3,467.13
Closing Cash and Cash Equivalents	5,477.09	1,435.58

Notes:

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

Cash and Cash Equivalent	(₹ in Lakhs)	
	31.03.2015	31.03.2014
Cash in hand	75.45	114.77
Balance with Banks	5,409.60	1,329.98
Less: Unpaid Dividend Balance	(7.97)	(9.18)
Total	5,477.09	1,435.58

The accompanying Notes are an integral part of Financial Statements

As per our Report of even date
For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
Firm Regn No.: 104184W/W100075

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

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Ashish Sheth
Designated Partner
Membership No.: 107162
Place: Mumbai
Date: 29th May, 2015

Yogen Lal
Chief Executive Officer
Pankaj S. Chourasia
Company Secretary

K. H. Sethuraman
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, 2013.

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. For non-project related assets and liabilities, operating cycle is 12 months.

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.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

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 is provided based on useful life of the assets and based on method as prescribed in Schedule II to the Companies Act, 2013 except in respect of Construction Equipment category. For Construction Equipment category, estimated useful life of assets is taken different from the useful life indicated in Schedule II to the Companies Act, 2013, it is based on technical advice and after taking into account the nature of the assets, their estimated usage, their operating conditions, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.

Computer software is amortized over a period of five years.

F. Foreign Currency Transactions:

Indian Operation

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

Foreign Operation

- Income and expenses other than depreciation costs are translated at the rate prevailing on the date of transaction.
- Monetary assets and liabilities are restated at the rate prevailing on the date of balance sheet.
- 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.
- Gains or losses arising out of remittance / conversion at the year-end are credited / debited to the profit and loss account for the year.

G. Investments

- Current investments are carried at the lower of cost and quoted/fair value, computed category wise.
- 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.



Notes Forming Part of Standalone Financial Statement

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 weighted average method is being followed for arriving at cost.

- a) Raw materials are valued at lower of cost or net realizable value.
- b) Project and construction-related work-in-progress is valued 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 warehouse of the Company.

2. Scrap Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Scrap Sales are recognized on dispatch of material from the warehouse 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 or loss on sale of assets is recognized on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the assets.
- 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) 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

Notes Forming Part of Standalone Financial Statement

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 avilment due to uncertainties of accrual.

Leave encashment is provided on actual basis.

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 the 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 "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.

Q. Earnings per share

A basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
2 - Share Capital		
AUTHORIZED CAPITAL		
20,00,26,000 (P.Y. 12,50,00,000) Equity Shares of ₹2/- Each	4,000.52	2,500.00
NIL (P. Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ₹92/- Each	-	1,500.52
	4,000.52	4,000.52
ISSUED , SUBSCRIBED & PAID UP 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	31.03.2015		31.03.2014	
	No. of Shares	Amount (₹ in Lakhs)	No. of Shares	Amount (₹ in Lakhs)
Number of Shares at the beginning	101,055,392	2,021.11	101,055,392	2,021.11
Changes during the period	-	-	-	-
Number of Shares at the end	101,055,392	2,021.11	101,055,392	2,021.11

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 29th May 2015, 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, 2015 amounted to ₹243.49 lakhs including corporate dividend tax of ₹41.38 Lakhs.

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	31.03.2015		31.03.2014	
	No. of shares	%	No. of shares	%
Equity shares of ₹2 each fully paid				
Ajit B Kulkarni	16,316,554	16.15%	16,316,554	16.15%
Usha B Kulkarni	14,044,750	13.90%	14,044,750	13.90%
Sunanda Datta Kulkarni	10,000,000	9.90%	10,000,000	9.90%
Warhol Limited	9,775,324	9.67%	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 FY 2013-14) pursuant to contract without payment being received in cash during preceding five years. It has also not bought back any shares during these years.

Notes Forming Part of Standalone Financial Statement

	(₹ in Lakhs)	
Particulars	31.03.2015	31.03.2014
3 - Reserves and Surplus		
Securities Premium Reserve	23,930.38	23,930.38
(A)	<u>23,930.38</u>	<u>23,930.38</u>
General Reserve		
Balance as per last financial statement	4,392.00	4,026.00
Add : Transferred from the statement of Profit and Loss	-	366.00
(B)	<u>4,392.00</u>	<u>4,392.00</u>
Surplus in the Statement of Profit and Loss		
Balance as per last financial statement	37,845.67	34,796.08
Profit for the year	6,240.91	3,652.04
	<u>44,086.58</u>	<u>38,448.13</u>
Less : Appropriations		
- Proposed Dividend	(202.11)	(202.11)
- Corporate Dividend Tax	(41.38)	(34.35)
- Transferred to General Reserve	-	(366.00)
- Fixed Asset written off as per Schedule II of The Companies Act 2013	(251.36)	-
(C)	<u>43,591.72</u>	<u>37,845.67</u>
Total (A)+(B)+(C)	71,914.10	66,168.05
4 - Long-Term Borrowings		
Term Loan		
- Foreign Currency Loan from Banks	2,714.50	5,393.09
- Rupee Loan from Banks	50,695.31	38,767.34
- From Financial Institutions	2,820.35	5,934.63
Fixed Deposit from Public	1,099.55	3,065.50
Total	57,329.70	53,160.57
The above amount includes		
Secured Borrowings	56,230.16	49,990.39
Unsecured Borrowings	1,099.55	3,170.17
Secured by Personal Guarantee by Promoters/ Directors	56,230.16	49,990.39
4.1. Foreign Currency Loans are repayable in 4 to 6 years from the date of loan at interest rates ranging from 2.98% 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 12.25% p.a. to 14% 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 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 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	5,279.04	4,318.87
Deferred Tax Asset	-	-
Total	5,279.04	4,318.87
6 - Short-Term Borrowings		
Loan Repayable on Demand		
- Rupee Loan from Banks	65,144.74	32,712.97
Fixed Deposit from Public	2,424.15	1,116.90
Total	67,568.89	33,829.87



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
The above amount includes		
Secured Borrowings	65,144.74	32,712.97
Unsecured Borrowings	2,424.15	1,116.90
Secured by personal guarantee by promoters / directors	65,144.74	32,712.97

6.1. Rupee loan taken from various banks at interest rates ranging from 11.75% p.a. to 14.00% 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.

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

Micro Small & Medium Enterprises	0.64	12.95
Other Trade Payables	62,615.28	49,451.64
Total	62,615.92	49,464.58

*The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ₹44,133.34 Lakhs (P.Y. ₹31,131.37 Lakhs)

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	62,648.08	67,746.42
Withholding & other taxes payable	5,305.97	3,744.28
Unclaimed Dividend	7.97	9.18
Security Deposits	5,542.00	4,759.31
Mobilisation & other contract Advances	23,734.24	25,912.09
Interest accrued but not due	179.93	169.36
Creditors for Capital expenses	9,355.87	5,255.64
Advances From Related Parties#	12,444.56	12,591.72
Other Payables*	1,585.41	1,247.87
Total	120,804.03	121,435.89

Refer note number 33

* Primarily Includes various expenses payable

9 - Short-Term Provisions

Provision for Gratuity*	128.87	31.79
Provision for Income Tax	2,021.86	1,177.61
Proposed Dividend	202.11	202.11
Corporate Dividend Tax Payable	41.38	34.35
Provision for Wealth Tax	5.99	9.38
Total	2,400.21	1,455.24

*PY figures includes Gratuity expenses of overseas operations

Notes Forming Part of Standalone Financial Statement

10 Fixed Assets		(₹ in Lakhs)									
Sr. No	Particulars	Gross Block				Depreciation			Net Block		
		01.04.2014	Additions	Deduction/ Adjustments	31.03.2015	01.04.2014	Additions	Deduction	31.03.2015	As on 31.03.2015	As on 31.03.2014
I	Tangible Assets										
1	Land	630.37	-	-	630.37	-	-	-	-	630.37	630.37
2	Building	5,923.09	-	-	5,923.09	921.55	190.35	-	1,111.90	4,811.18	5,001.54
3	Plant and Equipment	79,834.29	14,448.63	16,084.21	78,198.72	8,087.66	4,025.95	3,829.14	8,385.96	69,812.76	71,746.64
4	Furniture & Fixtures	1,894.54	2.35	-	1,896.89	393.96	209.72	-	608.18	1,288.71	1,500.58
5	Vehicles	2,022.07	207.47	47.06	2,182.47	891.28	269.59	32.17	1,159.16	1,023.31	1,130.79
6	Office Equipment	392.18	0.90	-	393.08	91.40	139.83	-	252.24	140.84	300.79
7	Computer	788.38	15.89	-	804.27	343.10	204.68	-	641.46	162.81	445.29
8	Electrical Installation	732.15	-	-	732.15	217.56	82.14	-	299.90	432.25	514.59
9	Office Premises	10,712.58	-	-	10,712.58	512.98	198.88	-	711.86	10,000.72	10,199.61
	(A)	102,929.66	14,675.24	16,131.27	101,473.62	11,459.47	5,321.16	3,861.32	13,170.67	88,302.95	91,470.18
	Previous Year	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	1,318.31	36.40	-	1,354.71	633.24	277.90	-	911.15	443.57	685.07
	(B)	1,318.31	36.40	-	1,354.71	633.24	277.90	-	911.15	443.57	685.07
	Previous Year	1,210.37	107.94	-	1,318.31	359.90	273.34	-	633.24	685.07	850.47
	Total [A + B]	104,247.97	14,711.64	16,131.27	102,828.34	12,092.72	5,599.06	3,861.32	14,081.82	88,746.52	92,155.25
	Previous Year	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

10.1 The Company has revised depreciation rates on Fixed Assets effective 01st April, 2014 in accordance with requirement of Schedule II of Companies Act 2013, ("the Act"). The remaining useful life for all the assets except Machineries and Equipments has been revised by adopting standard useful life as per the Act. In case of Machineries and Equipments different useful life has been adopted on technical advice. The carrying amount as on 01st April, 2014 is depreciated over the remaining useful life.

Financial impact of the changes a) The depreciation charge for the year ended 31st March, 2015 is higher by ₹548.04 Lakhs.

b) There is a debit to retained earnings of ₹251.35 Lakhs for the assets whose remaining life as on 01st April, 2014 is expired in accordance with the revised life as per the Act.

10.2 The borrowing cost capitalized during the year ended 31st March 2015 was ₹772.41 Lakhs (Previous Year ₹1,288.24 Lakhs).

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



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
11 - Non-current Investments		
Non Trade Investments		
Unquoted		
In equity shares - Fully paid up		
2,660 (2660) 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.	0.00	0.00
100 (100) Baramati Tollways Pvt. Ltd.	0.01	0.01
In equity shares of Subsidiaries - Fully paid up		
4,00,000 (4,00,000) Muktangam Developers Pvt. Ltd.	190.00	190.00
10,00,000 (10,00,000) 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
In Preference shares of Subsidiaries - Fully paid up		
2,45,365 (2,45,365) Pratibha Holdings (Singapore) Pte. Ltd	88.98	88.98
Investment in Associate Companies		
Saudi Pratibha Industries LLC	69.67	69.67
Investment in Joint ventures	347.68	11.22
Quoted		
Investment in Gold Coins	0.44	0.44
Total	812.06	475.61
Aggregate value of		
Quoted Investments	0.44	0.44
Market Value - Quoted Investments	2.77	2.85
Unquoted Investments	811.63	475.17
12 - Long Term Loans and Advances		
Capital Advances	979.64	690.49
Security Deposits	747.08	742.57
Balance with Statutory/ Government Authorities	8,343.34	9,375.04
Total	10,070.06	10,808.10
13 - Other Non Current Assets		
Term Deposits with maturity more than 12 months	3,738.05	3,793.52
Total	3,738.05	3,793.52
<i>13.1. For details on margin money refer note 16.1</i>		
14 - Inventories		
Raw Material	6,499.25	11,600.66
Construction Work-In-Progress	89,632.74	56,304.45
Finished Goods	18.37	18.37
Total	96,150.36	67,923.48
15 - Trade Receivables		
Outstanding for more than six months	10,103.71	9,663.94
Others	74,421.90	55,078.97
Total	84,525.60	64,742.91
<i>All above receivables are Unsecured and Considered Good</i>		

Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
16 - Cash and Cash Equivalents		
<u>Cash & Cash Equivalent</u>		
Balances with banks:		
- In current accounts	5,409.60	1,329.98
Cash on hand	75.45	114.77
<u>Others</u>		
- In Term Deposits	13,812.49	9,386.51
Total	19,297.55	10,831.27
Balances with bank in unpaid dividend accounts	7.97	9.18
Balances with bank held as margin money deposit against guarantees / Letter of Credit	16,405.76	12,193.23
Balances with bank held as collateral securities	936.58	894.34
Balances with bank held as investment in liquid assets for Public deposits maturity.	178.21	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, 2015 and March 31, 2014 include restricted balances of ₹17,528.51 Lakhs and ₹13,178.74 Lakhs, 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.	15,929.71	19,033.52
Loans & Advances to related parties#	53,386.58	49,746.91
<u>Other Loans & Advances</u>		
- Loans & Advances to Employees	35.64	54.13
- Advances to suppliers	2,901.50	2,972.38
- Mobilisation Advance	1,446.91	480.12
- Other Advances	59.92	20.74
- Balance with statutory/ Government Authorities	6,675.30	3,009.65
Total	80,435.56	75,317.43
All above are Unsecured and Considered Good		
# Refer note number 33		
18 - Other Current Assets		
Interest Accrued But Not Due	466.87	61.95
Prepaid Expenses	1,971.93	1,550.58
Other assets	3,718.43	4,194.08
Total	6,157.23	5,806.61
19 - Revenue from Operations		
Construction Contract	219,709.43	131,924.27
Sale of Products	7,167.41	14,604.26
	<u>226,876.84</u>	<u>146,528.54</u>
Other Operating Revenue		
- Sale of Scrap	471.05	235.66
- Others	13,148.69	8,359.63
	<u>13,619.74</u>	<u>8,595.30</u>
Total	240,496.58	155,123.83



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
19.1 Details of Sale of Products		
HSAW Pipe & Coating	-	27.90
H R Coils & H.R. Plate	7,165.07	14,560.70
Others Products	2.34	15.66
20 - Other Income		
Profit on sale of Fixed Assets	25.45	-
Dividend	0.55	0.78
Other Income	303.94	123.08
Interest income	1,782.44	1,648.48
Total	2,112.38	1,772.34
21 - Cost of Material consumed		
Raw Material Stock at the beginning of the period	11,600.66	6,203.12
Add :- Purchases during the year	166,141.02	52,372.33
	<u>177,741.67</u>	<u>58,575.45</u>
Less : Raw Material Stock at the end of the period	6,499.25	11,600.66
Total	171,242.42	46,974.80
22 - Manufacturing, Construction & Operating Expenses		
Consumption of Stores & Spares	5,099.78	8,354.15
Sub-contract & Labour Charges	22,834.68	25,946.21
Repairs & Maintenance - Machinery	717.77	1,862.87
Equipment Hire Charges	1,790.12	2,181.63
Power & Fuel Charges	392.56	435.81
Freight Inwards	308.82	581.94
Custom & Excise Duty	123.69	50.65
Site Mobilisation Expenses	10.70	18.51
Other Expenses	1,094.58	1,560.61
Total	32,372.69	40,992.38
23 - Change in Inventories		
Inventory at the end of the period		
- Work-in-progress		
- Construction Work-In-Progress	89,632.74	56,304.45
- Manufacturing Work-In-Progress	-	-
- Finished goods	18.37	18.37
	<u>89,651.11</u>	<u>56,322.82</u>
Inventory at the beginning 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
	<u>56,322.82</u>	<u>57,231.29</u>
Total	(33,328.29)	908.47
24 - Employee Benefit Expenses		
Contribution to PF & other fund	163.75	105.13
Directors Remuneration	703.00	453.23
Salaries & Wages	7,168.48	7,863.13
Staff Welfare Expenses	224.69	299.09
Gratuity Expenses*	106.97	27.25
Total	8,366.89	8,747.84

*PY figures includes Gratuity expenses of overseas operations

Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
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	234.03	240.07
Interest Cost	21.74	19.21
Service Cost	46.15	57.82
Actuarial (Gain)/Loss	56.24	(46.49)
Benefit Paid	(43.87)	(36.57)
Obligation at the period end	<u>314.29</u>	<u>234.03</u>
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	212.13	182.40
Expected return on plan assets	18.46	15.87
Actuarial Gain / (Losses)	(1.29)	0.42
Contribution	-	50.01
Benefit paid	(43.87)	(36.57)
Fair Value of plan asset at the end of the year	<u>185.43</u>	<u>212.13</u>
Reconciliation of present value of obligation and fair value of plan asset:		
Fair Value of plan asset at the end of the year	185.43	212.13
Present Value of defined obligation at the end of the period.	314.29	234.03
Liability recognized in the balance sheet	<u>128.87</u>	<u>21.90</u>
Actuarial Assumptions:		
Discount Rate (p.a.)	7.99%	9.29%
Estimated rate of return on plan assets (p.a.)	8.70%	8.70%
Mortality Table	IALM 2006-08 (Ultimate)	IALM 2006-08 (Ultimate)
Rate of escalation in salary (p.a.)	6.00%	6.00%
Gratuity Cost for the period:		
Service cost	46.15	57.82
Interest cost	3.29	19.21
Expected return on plan assets	-	(15.87)
Actuarial (gain)/loss	57.53	(46.91)
Expense recognized in Profit and Loss Account	<u>106.97</u>	<u>14.24</u>
25 - Financial Costs		
Interest Expense	16,085.26	11,414.40
Other Borrowing cost	2,420.14	1,578.53
Foreign Exchange Fluctuation Loss / (gain)	309.17	2,365.49
Total	18,814.57	15,358.43
26 - Depreciation and Amortization Expense		
Depreciation	5,321.16	3,907.04
Amortization	277.90	273.34
Total	5,599.06	4,180.38



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
27 - Other Expenses		
Advertising & Business Promotion Expenses	144.12	206.88
Auditors Remuneration	105.98	214.30
Commission & Brokerage Expenses	0.39	9.05
Computer & Software Expenses	169.77	148.18
Directors Sitting Fees & Commission	15.00	14.38
Donation	11.79	27.97
Electricity Charges	230.96	233.17
General Expenses	288.75	488.25
Insurance Charges	672.95	773.19
Legal Fees & Professional Charges	1,458.70	2,943.16
Loss on Sale of Fixed Asset	-	91.43
Postage & Courier Charges	25.12	20.32
Printing & Stationery	47.35	67.19
Rates & Taxes	14,799.18	10,159.17
Rent	557.10	564.09
Repairs & Maintenance - Office	443.10	435.94
Security Service Charges	457.84	607.22
Travelling & Visa Expenses	407.84	562.01
Telephone & Internet Expenses	96.23	121.56
Vehicle Expenses	419.78	414.48
Share of Loss from JV	856.03	1,164.38
Foreign Exchange Fluctuation	324.69	144.31
Total	21,532.67	19,410.61
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	61.10	172.22
- Other Services	17.38	14.58
Total	105.98	214.30
28 - Exceptional Items		
Loss on Sale of Saw Pipe Assets	1,586.45	-
Total	1,586.45	-
29 - Earning Per Share		
Net Profit/(Loss) for calculation of basic EPS (A)	6,240.91	3,652.04
Less : Effect on Profit/Loss on dilution of equity shares	-	-
Net profit/(loss) for calculation of diluted EPS (B)	6,240.91	3,652.04
Weighted average number of equity shares in calculating Basic EPS (C)	1,010.55	1,010.55
Adjustment for dilution of equity shares	-	-
Weighted average number of equity shares in calculating diluted EPS (D)	1,010.55	1,010.55
Earnings Per Share		
(1) Basic (A/C)	6.18	3.61
(2) Diluted (B/D)	6.18	3.61

Notes Forming Part of Standalone Financial Statement

30 - Contingent Liabilities

Particulars	(₹ in Lakhs)	
	As at 31 st March 2015	As at 31 st March 2014
i. Unutilized Letters of Credit with Bankers	6,141.95	24,019.44
ii. Bank Guarantee	1,91,022.50	1,86,040.31
iii. Corporate Guarantee	82,134.00	96,334.00
iv. Estimated amounts of contract remaining to be executed on Capital Account and not provided for	8,553.36	7,775.48
v. Cases in the court, which in the opinion of the management, require no provision of liability than what is recorded in accounts.	1,247.96	1,402.13
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.	885.55	135.53
ix. Income Tax liability (excluding Penalties) that may arise. The matters are in appeal and management is of the opinion that, since ITAT has passed favorable orders in past, the liability may not arise. Accordingly no provision has been made.*	9,560.73	7,829.79
x. Assignment of Retention Receivables to IndusInd Bank with recourse to the extent of amount.	Nil	757.90

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

*During F.Y. 2014-15, the Income tax department has filed appeal in High Court against the favorable orders passed by ITAT in F.Y. 2013-14. In view of the same, contingent liability for 2013-14 has been restated to make it comparable with F.Y. 2014-15.

31 - Change of Policy of Valuation of Raw Material

Company has changed its policy of valuation of Raw Material Stock from First in First out (FIFO) to Weighted Average method. Due to the nature and quantum of such raw material stock, it is not possible to assess financial impact of such change on profit and loss account.

32 - 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 Rule 7 of the Companies (Accounts) Rules, 2014, the amounts considered in the financial statements up to the balance sheet date are as follows:

Particulars	(₹ in Lakhs)	
	2014-15	2013-14
Contract Revenue recognized as revenue during the year	2,19,709.43	1,31,924.27
Aggregate amount of Contract Cost incurred and recognized profits, less losses.	7,33,593.94	6,34,881.30
Advances received, net recoveries from progressive bills	23,734.24	25,912.09
Gross amount due from customers for contract works	72,085.91	63,155.02
Retention Money	15,929.71	19,033.52



Notes Forming Part of Standalone Financial Statement

33 - Related Party Disclosure

As per the accounting standard 18 prescribed by Rule 7 of Companies (Accounts) Rules, 2014, details of related parties & transactions with them are given below:

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
7	Pratibha Shareholding Private Limited	Enterprises over which Key Managerial Personnel are able to exercise significant influence
8	Pratibha Heavy Engineering Limited	
9	Pratisheel Infra Solutions Private Limited	
10	Pratibha Membrane Filtering Systems Private Limited	
11	Ping Digital Media 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	
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	

Notes Forming Part of Standalone Financial Statement

Disclosure of related party transactions:

Particulars	Subsidiaries	Joint Ventures	Key Managerial Personnel	Relatives of Key Managerial Personnel	(₹ in Lakhs)	
					Associate / Affiliates	
Sales & Services	NIL	5,297.23	NIL	NIL	NIL	NIL
	<i>NIL</i>	<i>22,202.90</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Interest & Other Incomes	NIL	13,150.91	NIL	NIL	NIL	NIL
	<i>NIL</i>	<i>5,527.19</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Purchase of Goods / Payment for other services	NIL	NIL	157.20	NIL	NIL	NIL
	<i>NIL</i>	<i>4.46</i>	<i>146.40</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Remuneration	NIL	NIL	820.13	21.24	NIL	NIL
	<i>NIL</i>	<i>NIL</i>	<i>561.80</i>	<i>23.13</i>	<i>NIL</i>	<i>NIL</i>
Loan/Advance/ Security Deposit given/(received)	3,188.95	43,546.19	40.00	NIL	NIL	27.88
	<i>3,111.32</i>	<i>49,987.54</i>	<i>(77.00)</i>	<i>NIL</i>	<i>NIL</i>	<i>27.58</i>
Guarantee given/(received)	NIL	14,114.58	NIL	NIL	NIL	NIL
	<i>NIL</i>	<i>28,929.15</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>
Investment made	NIL	1,208.40	NIL	NIL	NIL	NIL
	<i>NIL</i>	<i>1,171.69</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>

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

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

Particulars	(₹ in Lakhs)	
	2014-15	2013-14
Joint Ventures		
i) Sales & Service		
Pratibha China State JV	3,756.42	4,057.90
Pratibha Al Ambia JV	1,032.85	-
Pratibha Mosinzhstroi Consortium	-	15,000.00
FEMC Pratibha JV	-	12,000.00
ii) Interest & Other Income Received		
Pratibha Mosinzhstroi Consortium	2,111.14	2,234.95
FEMC Pratibha JV	10,985.45	5,614.81
iii) Purchases of Goods /Payment for other services		
Niraj Pratibha JV	-	4.46
iv) Loan/Advance/ Security Deposit given/(received)		
Pratibha CRFG JV	9,566.46	-
Pratibha Mosinzhstroi Consortium	13,577.45	25,381.61
FEMC Pratibha JV	22,415.91	19,560.73
v) Guarantees Given		
FEMC Pratibha JV	9,194.50	2,600.00
Pratibha Mosinzhstroi Consortium	-	5,510.00
Pratibha Al Ambia JV	-	2,639.00
Pratibha Yogiraj JV	1,550.51	4,101.01
Pratibha Industries Limited Yogiraj JV	-	7,731.45
MEIL Saisudhir Pratibha JV	2,399.98	-
vi) Investment		
ITD Pratibha Consortium	-	(299.87)
Pratibha Aparna JV	-	1,400.00
Pratibha Mosinzhstroi Consortium	1,200.00	-



Notes Forming Part of Standalone Financial Statement

Particulars	(₹ in Lakhs)	
	2014-15	2013-14
Associate /Affiliates		
i) <u>Loan/Advance/ Security Deposit given/(received)</u>		
Saudi Pratibha Industries LLC	29.88	32.18
KMP		
i) <u>Purchase of Goods / Payment for other services</u>		
Mr. Ajit B. Kulkarni	154.80	144.00
ii) <u>Remuneration</u>		
Mr. Ajit B. Kulkarni	480.00	305.00
Mrs. Usha B. Kulkarni	126.00	-
Mr. Yogen Lal	117.13	117.13
iii) <u>Loan/Advance/ Security Deposit given/(received)</u>		
Mr. Ajit B. Kulkarni	40.00	(77.00)
Relatives of KMP		
i) <u>Remuneration</u>		
Mr. Shyam Kulkarni	15.74	15.80
Mr. Anand Kulkarni	5.49	7.33
Subsidiaries		
i) <u>Loan/Advance/ Security Deposit given/(received)</u>		
Prime Infrapark Pvt. Ltd.	2,660.59	2,488.88
Bhopal Sanchi Highways Pvt. Ltd.	500.88	613.37

34 - 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-cancellable operating leases. There are no assets taken on finance lease.

35 - Disclosure as per amendment to Clause 32 of the Listing Agreement

Sr. No.	Particulars	(₹ in Lakhs)			
		Outstanding Balance		Maximum Balance during the year	
		31.03.2015	31.03.2014	31.03.2015	31.03.2014
1	Loans and Advances in the nature of Loans to Subsidiaries				
	Prime Infrapark Pvt. Ltd	7,647.85	4,821.91	7,647.85	4,821.91
	Muktangan Developers Pvt. Ltd.	1,239.26	1,226.75	1,239.26	1,226.75
	Pratibha Holding (Singapore) Pte. Ltd	23.11	8.14	23.11	8.14
	Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	39.30	39.30	39.30	39.30
	Bhopal Sanchi Highways Pvt. Ltd.	1,427.48	926.60	1,427.48	926.60
2	Loans and Advances in the nature of Loans to associates				
	Saudi Pratibha Industries Limited	134.61	104.67	135.71	104.67

Notes Forming Part of Standalone Financial Statement

36 - 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 Lakhs)					
NAME	%	ASSETS	LIABILITIES	INCOME	EXPENSES
Patel Pratibha JV	100%	780.32	702.59	143.65	174.11
Pratibha JV	95%	66.06	8.66	0.00	(0.07)
Pratibha SMS JV	100%	2,797.97	2,513.98	2.92	43.96
Unity Pratibha Consortium	100%	862.46	226.77	4.35	29.49
Niraj Pratibha JV	50%	2,131.80	5,331.82	498.44	840.02
Pratibha Ostu Stettin JV	50%	1,571.71	1,394.13	224.93	365.76
Pratibha Rohit JV	80%	50.90	90.36	0.00	0.10
Pratibha CRFG JV	100%	18,329.60	20,013.75	3,601.10	4,477.52
ITD Pratibha Consortium	100%	4.73	0.84	0.00	0.04
Petron Pratibha JV	100%	0.10	0.00	0.00	0.00
Pratibha Al Ambia JV	100%	4,719.91	4,708.47	1,052.19	1,196.37
Pratibha Aparna JV	100%	10,536.14	10,392.21	2,988.12	3,069.11
Pratibha China State JV	60%	2,993.31	2,882.82	2,262.87	2,260.17
Pratibha Membrane Filters JV	51%	1,152.89	115.80	11.19	66.69
Pratibha GECPL JV	100%	2,665.47	2,175.64	802.43	659.56
Pratibha Mosinzhstroi Consortium	100%	77,546.04	76,420.09	7,701.70	7,780.75
Pratibha Unity JV	50%	147.10	14.25	0.00	0.00
Unity Pratibha Multimedia JV	100%	195.25	23.62	0.00	3.21
Pratibha Pipes & Structural Consortium	40%	4.86	0.18	0.00	(0.65)
FEMC Pratibha JV	100%	2,07,373.78	2,07,702.06	62,674.07	62,987.98
Pratibha Yogiraj JV	99.99%	10,008.07	9,482.59	4,349.93	3,824.95
Pratibha Industries Limited Yogiraj JV	99.99%	13,338.83	12,733.19	4,646.89	4,041.75
KBL PIL Consortium*	50%	71.34	1,203.57	5.35	1.81
Pratibha GIN KJI Consortium*	74%	1,883.01	244.81	220.52	(5.09)
MEIL Saisudhir Pratibha JV*	25%	1,090.42	2,689.05	115.49	273.26
Gammon Pratibha JV *	49%	440.87	2,504.56	(10.22)	5.35

*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 Ltd.

37 - Earning in Foreign Exchange

(₹ in Lakhs)		
Particulars	2014-15	2013-14
Consultancy Fees	360.30	341.65
Overseas Revenue*	4,460.11	92.27
Total	4,820.41	433.92

*Includes Contract and Trading Revenue

38 - Expenditure in Foreign Currency

(₹ in Lakhs)		
Particulars	2014-15	2013-14
On Foreign Travel	123.27	162.73
On Professional Fees / Consultancy Charges	131.64	57.78
On Interest & Bank Commission Charges	859.98	483.62
On Fees & Subscription	68.92	4.59
On Import of Capital Goods	5,798.35	8,875.76
On Import of Material & Stores	160.70	-
On Overseas Expenses*	5,047.92	4,692.51
Total	12,190.78	14,276.99

*Includes Overseas Admin, Contract and Trading Expenses



Notes Forming Part of Standalone Financial Statement

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

40 - As on 31st March 2015, there is no Mark-to-Market loss on account of derivative forward exchange contract.

41 - 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 Lakhs)	
Particulars	2014-15	2013-14
1. Segment Revenue		
a. Infrastructure & Construction	2,33,255.72	1,40,497.73
b. Manufacturing	121.48	82.12
c. Unallocated	9,243.92	16,312.19
Total	2,42,621.11	1,56,892.05
Less : Inter Segment Revenue	13.81	-
Net Sales/ Income from Operations	2,42,607.30	1,56,892.05
2. Segment Results		
a. Infrastructure & Construction	30,162.11	21,902.34
b. Manufacturing	(2,211.79)	(699.61)
c. Unallocated	168.70	41.45
Total	28,119.01	21,244.18
Less: (1) Interest	18,814.57	15,358.43
(2) Income Tax	3,063.54	2,233.71
Net Profit	6,240.91	3,652.04
Segment Assets		
a. Infrastructure & Construction	3,46,106.75	2,85,441.51
b. Manufacturing	8,740.52	13,277.19
c. Unallocated	35,085.73	33,135.48
Total Assets	3,89,933.00	3,31,854.18
Segment Liabilities		
a. Infrastructure & Construction	2,95,327.79	2,44,055.95
b. Manufacturing	233.82	560.41
c. Unallocated	20,436.18	19,048.66
Total Liabilities	3,15,997.79	2,63,665.02
Capital Employed		
a. Infrastructure & Construction	50,778.96	41,385.56
b. Manufacturing	8,506.70	12,716.78
c. Unallocated	14,649.54	14,086.82
Total	73,935.21	68,189.16
Capital Expenditure		
a. Infrastructure & Construction	14,448.63	27,962.43
b. Manufacturing	-	-
c. Unallocated	263.01	719.84
Total	14,711.64	28,682.27
Depreciation		
a. Infrastructure & Construction	3,776.40	2,732.26
b. Manufacturing	534.42	576.77
c. Unallocated	1,288.23	871.35
Total	5,599.06	4,180.38
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	820.40	1,255.80
b. Manufacturing	1,586.45	-
c. Unallocated	-	-
Total	2,406.85	1,255.80

Notes Forming Part of Standalone Financial Statement

- Secondary Segment Information:

Particulars	(₹ in Lakhs)	
	2014-15	2013-14
Segment Revenue - External Turnover		
Within India	2,37,786.89	1,56,799.78
Outside India	4,820.41	92.27
Total Revenue	2,42,607.30	1,56,892.05
Segment Assets		
Within India	3,89,586.20	3,30,060.45
Outside India	346.80	1,793.73
Total Assets	3,89,933.00	3,31,854.18
Segment Liabilities		
Within India	3,11,876.54	2,57,002.81
Outside India	4,121.26	6,662.21
Total Liabilities	3,15,997.79	2,63,665.02
Capital Expenditures		
Within India	14,711.64	28,682.27
Outside India	-	-
Total Expenditures	14,711.64	28,682.27

- 42 - Other Information under Part II of Schedule III of the Companies Act, 2013 are not applicable and hence not disclosed.
- 43 - During the year, the Company has sold of major machineries of Saw Pipe Division. The loss on sale of assets is shown as exceptional items in the statement of Profit & Loss.
- 44 - Prime Infrapark Pvt. Ltd., wholly owned subsidiary has incurred losses and its net worth is fully eroded. However, Investment is considered at cost and there is no requirement for the provision of permanent diminution as the management is of the opinion that its subsidiary shall recover its losses in coming years.
- 45 - 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.
- 46 - The previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current year presentation.

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
Firm Regn No.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Place: Mumbai
Date: 29th May, 2015

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole time Director
DIN: 06507698

K. H. Sethuraman
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 (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, 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 financial control relevant to the Holding Company's preparation 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 whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements / consolidated financial statements of the subsidiaries and associates noted below, the aforesaid consolidated 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, of the consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Refer Note No. 1 (D) of Holding Company which states that the management has taken estimated useful life of assets belonging to Construction Equipment category, which is different from the useful life indicated in Schedule II to the Companies Act, 2013, based on technical advice and after taking into account the nature of the assets, their estimated usage, their operating conditions, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.
- b) Refer Note No. 37 of Holding Company which states that balances of Trade Receivables, Trade Payables and Loan & Advances are subject to confirmation and consequent adjustments, if required.

Our opinion is not modified in respect of these matters.

Other Matter

- a) We did not audit the financial statements / financial information of certain jointly controlled entities, whose financial statements / financial information reflect total assets of ₹2,88,063.23 lakhs as at 31st March, 2015, total revenues of ₹70,600.70 lakhs and net cash flows amounting to ₹(245.56) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these jointly controlled entities, our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entities, is based solely on the reports of the other auditors.
- b) We did not audit the financial statements / financial information of certain subsidiaries, whose financial statements / financial information reflect total assets of ₹9,251.14 lakhs as at 31st March, 2015, total revenues of ₹42.81 lakhs and net cash flows amounting to ₹8.77 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of ₹Nil for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of certain associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

Report on Other Legal and Regulatory Requirements as required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit the aforesaid consolidated financial statements.

- b. In our opinion, proper books of account, as required by law, have been kept by the Company so far as appears from our examination of those books and the reports of the other auditors.
- c. The Company has not appointed a person other than Companies auditor for audit of accounts of branch offices under Section 143(8); hence clause (c) of sub-section (3) of section 143 is not applicable.
- d. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- e. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the other directors of the Group's companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- g. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
- the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities – Refer Note 31 to the consolidated financial statements.
 - the Group did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For Jayesh Sanghrajka & Co LLP.
Chartered Accountants
Firm Regn. No.: 104184W/W100075

Place: Mumbai
Date: 29th May, 2015

Ashish Sheth
Designated Partner
Membership No.: 107162



Annexure to Independent Auditors' Report

Our reporting on the CARO 2015 does not include one subsidiary Company incorporated in India, which has been included in the consolidated financial statements based on unaudited financial statements of such entities provided to us by the Management and hence no Report under CARO 2015 is available, and accordingly the possible effects of the same on our reporting under CARO 2015 has not been considered.

We report that:

- i. In respect of the fixed assets of the Holding Company and subsidiary companies incorporated in India:
 - a. The respective entities have 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 of the respective entities 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.
- ii. In respect of the inventories of the Holding Company and subsidiary companies incorporated in India:
 - a. The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - 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 of the respective entities are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The respective entities have maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. According to information and explanations given to us, the holding Company has granted interest free unsecured loans aggregating of ₹10,447.52 lakh to nine parties covered in the register maintained under Section 189 of the Companies Act, 2013. In respect of these loans:
 - a. As per information and explanation given to us, there is no schedule for repayment of these loans.
 - b. In absence of repayment schedule, we cannot comment whether there is any overdue amount. However, as per the information and explanation given by the management, there is no overdue payment from these parties.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system in the Holding Company and subsidiary companies incorporated in India, commensurate with the size of the respective entities 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.
- v. The holding 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 73 to 76 or any other relevant provisions of the Act and the rules framed there-under, where applicable, have been complied with. As per information & explanations given to us, 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. None of the Company other than holding Company has accepted deposits from the public.
- vi. We have broadly reviewed the books of accounts maintained by the holding Company and subsidiary companies, incorporated in India, pursuant to the rules prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues of holding Company and subsidiary companies, incorporated in India:
 - a. According to information and explanations given to us and on the basis of our examination of test check basis, amounts of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material 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 in arrears as at March 31, 2015 for a period of more than six months from the date of becoming payable.

- b. According to the information and explanations given to us, dues that have not been deposited by the Company on account of disputes are given below:

Nature of Dues	Amount (₹ in Lakh)	Period to which the amount relates	Forum where dispute is ending
Income Tax	1,498.22	F.Y. 2001 - 02 to 2008 - 09	Hon. Bombay HC
Income Tax	887.53	F.Y. 2005 - 06 to 2007 - 08	ITAT
Income Tax	7,174.99	F.Y. 2008 - 09 to 2012 - 13	CIT(Appeal)
Excise Duty	24.27	F.Y. 2005 - 06 to 2006 - 07	CESTAT, Kolkata
Service Tax	36.87	F.Y. 2007 - 08 to 2009 - 10	Appellate Tribunal, Kolkata
Service Tax	99.66	F.Y. 2009 - 10	Appellate in Dadar Corrigendum
Sales tax	652.65	F.Y. 2005 - 06, 2007 - 08 and 2008 - 09	Jt Comm of Sales tax
Sales tax	195.27	F.Y. 2011 - 12	Asst Commercial Tax Officer
Sales tax	37.63	F.Y. 2012 - 13	Asst Commissioner

- c. The respective entities have been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder within time.
- viii. The Holding Company does not have accumulated losses at the end of the financial year. The Holding Company has not incurred cash losses during the financial year and in the immediately preceding financial year. However, accumulated losses of the subsidiary Company incorporated in India, as at 31st March 2015 was ₹52,47,96,279/- which was more than fifty percent of the net-worth. Further, the subsidiary Company has incurred cash loss of ₹17,08,48,664/- during F.Y. 2014-15 and ₹19,14,72,308/- during F.Y. 2013-14.
- ix. In our opinion and according to the information and explanations given to us, we are of the opinion that none of the companies has defaulted in repayment of dues to financial institutions or banks. Further, none of the companies has issued debentures.
- x. According to the information and explanations given to us, the Holding Company and subsidiary companies, incorporated in India, has given guarantees for loans taken by others from banks and financial institutions. We are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Holding Company and subsidiary companies, incorporated in India.
- xi. According to the information and explanation given to us, we are of the opinion that the holding Company and subsidiary companies, incorporated in India, has used term loans for the purposes for which they were raised.
- xii. The management of holding Company has represented that during internal investigations by the Company, an instance of malafide conduct by certain employees were observed at site of holding Company. The total quantum of amount attributable to malafide conduct is approx. 6.5 Cr which is under further investigation. The Management of holding Company does not expect any material impact on the financials as all possible losses attributable to the matter have already been provided. Apart from this, we have not observed any fraud by or on the holding / subsidiary Company.

For Jayesh Sanghrajka & Co LLP.
Chartered Accountants
Firm Regn. No.: 104184W/W100075

Place: Mumbai
Date: 29th May, 2015

Ashish Sheth
Designated Partner
Membership No.: 107162



Consolidated Balance Sheet as at 31st March, 2015

Particulars	Notes	(₹ in Lakhs)	
		31.03.2015	31.03.2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	2,021.11	2,021.11
(b) Reserves and Surplus	3	66,506.51	62,593.14
		68,527.62	64,614.25
(2) Minority Interest			
		0.49	0.49
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	98,113.14	79,810.28
(b) Deferred tax liabilities	5	5,279.04	4,318.87
(c) Other Long term liabilities	6	731.28	743.79
		104,123.45	84,872.95
(4) Current Liabilities			
(a) Short-term borrowings	7	67,568.89	33,887.70
(b) Trade payables	8	148,781.94	82,621.52
(c) Other current liabilities	9	154,800.43	159,878.16
(d) Short-term provisions	10	2,413.55	1,580.91
		373,564.82	277,968.30
Total Liabilities		546,216.38	427,455.98
II. Assets			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		89,845.77	93,231.49
(ii) Intangible assets		17,468.70	17,887.55
(iii) Capital work-in-progress		782.22	6,192.54
(iv) Intangible assets under development		-	-
		108,096.69	117,311.58
(b) Non-current investments	12	32.16	32.16
(c) Long term loans and advances	13	15,206.56	10,469.60
(d) Other Non Current Assets	14	3,738.05	3,793.52
		127,073.47	131,606.86
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	15	237,460.37	143,806.09
(c) Trade receivables	16	76,129.55	67,784.14
(d) Cash and cash equivalents	17	20,740.81	13,318.25
(e) Short-term loans and advances	18	69,008.45	64,115.40
(f) Other current assets	19	15,803.75	6,825.23
		419,142.91	295,849.12
Total Assets		546,216.38	427,455.98

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. LLP**
Chartered Accountants
Firm Regn No.: 104184W/W100075

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

S. P. Deshpande
Whole time Director
DIN: 06507698

Ashish Sheth
Designated Partner
Membership No.: 107162

Yogen Lal
Chief Executive Officer

K. H. Sethuraman
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2015

Pankaj S. Chourasia
Company Secretary

Consolidated Statement of Profit and Loss for the Year ended 31st March, 2015

Particulars	Notes	₹ in Lakhs	
		31.03.2015	31.03.2014
Revenue from operations	20	316,551.14	230,176.52
Less: Excise Duty		(1.66)	(4.12)
		<u>316,549.49</u>	<u>230,172.39</u>
Other Income	21	2,170.28	1,869.18
Total		<u>318,719.77</u>	<u>232,041.57</u>
Expenses:			
Cost of Material consumed	22	247,238.84	97,828.43
Purchases of stock-in-trade		7,116.40	14,433.39
Manufacturing, Construction & Operating Expenses	23	71,992.22	71,793.70
Change In Inventories	24	(100,087.81)	(31,675.00)
Employee Benefit expenses	25	17,354.94	16,359.31
Financial costs	26	30,961.04	25,749.40
Depreciation and Amortization expense	27	5,917.17	4,453.93
Other expenses	28	28,978.07	29,278.91
Prior Period Expenses		185.00	-
Total		<u>309,655.88</u>	<u>228,222.08</u>
Profit Before Tax and Exceptional Items		9,063.89	3,819.50
Exceptional Items	29	1,586.45	-
Profit Before Tax		<u>7,477.44</u>	<u>3,819.50</u>
Tax expense:			
(1) Current tax		2,022.86	1,225.49
(2) Deferred tax		960.16	967.79
(3) Short/(excess) Provision of Prior years Tax		86.20	87.28
Profit for the year		<u>4,408.23</u>	<u>1,538.93</u>
Earning per equity share:			
(1) Basic	30	4.36	1.52
(2) Diluted		4.36	1.52

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. LLP**
Chartered Accountants
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Chief Executive Officer

K. H. Sethuraman
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2015

Pankaj S. Chourasia
Company Secretary



Consolidated Cash Flow Statement for the Year Ended 31st March, 2015

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	9,063.89	3,819.50
Adjustment for:		
Depreciation & Amortization	5,917.17	4,453.93
(Profit)/Loss on Sale of Assets	19.78	92.08
Finance Charges	30,651.87	23,383.90
Sundry Balance write back	(445.72)	-
Unrealised Foreign Exchange Gain	(284.14)	547.36
Dividend Received	(0.55)	(0.78)
Operating Profit before Working Capital Changes	44,922.30	32,296.00
Adjustment for:		
Inventories	(93,654.27)	(41,668.19)
Trade Receivables	(8,345.40)	(32,623.08)
Other Assets	(18,553.05)	(12,469.88)
Trade Payables	66,890.28	35,402.33
Other Liabilities	21,043.45	22,022.96
	12,303.30	2,960.14
Less: Direct Taxes Paid	(16.35)	(5.56)
Net cash used in Operating Activities (a)	12,286.95	66,316.20
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets (net)	1,440.13	(32,214.49)
Sale of/ (Additions to) Investments (net)	(4,311.87)	(3,346.80)
Dividend Received	0.55	0.78
Net cash used in investing activities (b)	(2,871.19)	(35,560.51)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(202.11)	(606.33)
Corporate Dividend Tax paid	(34.35)	(103.05)
Proceeds from Long Term Borrowings (Net)	18,302.86	(14,376.18)
Changes in Current Maturity of Long Term Borrowings	(27,399.58)	63,361.62
Proceeds from Short Term Borrowings (Net)	33,681.19	3,435.86
Finance Charges paid (Net)	(30,651.87)	(23,383.90)
Net Cash from Financing Activities (c)	(6,303.86)	(35,033.60)
NET INCREASE IN CASH AND CASH EQUIVALENTS (a+ b + c)	3,111.90	(4,277.91)
Opening Cash and Cash Equivalents	3,301.79	7,579.71
Closing Cash and Cash Equivalents	6,413.70	3,301.79

Notes :

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

Cash and Cash Equivalent

Cash in hand	87.24	119.76
Balance with Banks	6,334.43	3,191.22
Less: Unpaid Dividend Balance	(7.97)	(9.18)
Total	6,413.70	3,301.79

The accompanying Notes are an integral part of Financial Statements

As per our Report of even date
For **Jayesh Sanghrajka & Co. LLP**
Chartered Accountants
Firm Regn No.: 104184W/W100075

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

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Whole time Director
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Ashish Sheth
Designated Partner
Membership No.: 107162
Place: Mumbai
Date: 29th May, 2015

Yogen Lal
Chief Executive Officer
Pankaj S. Chourasia
Company Secretary

K. H. Sethuraman
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, 2013, 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), 2014 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 realized 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 recognized 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. 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.

Software is stated at cost of acquisition less accumulated amortization / depletion. All costs, including finance costs and expenses incidental to acquisition attributable to the assets are capitalized.

Lease Rental & Car Parking charges collection Right is stated at cost of acquisition less accumulated amortization. The Cost includes 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 is stated at amount expended upto the date of Balance Sheet including preoperative expenditure.

D. Depreciation/ Amortization:

Depreciation is provided based on useful life of the assets and based on method as prescribed in Schedule II to the



Notes Forming Part of Consolidated Financial Statement

Companies Act, 2013 except in respect of Construction Equipment category. For Construction Equipment category, estimated useful life of assets is taken different from the useful life indicated in Schedule II to the Companies Act, 2013, it is based on technical advice and after taking into account the nature of the assets, their estimated usage, their operating conditions, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support.

Computer software is amortized over a period of five years.

Lease Rental & Car Parking charges collection Right is amortized over the period of concession, using revenue based amortization. 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 warehouse of the Company.

2. Scrap Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Scrap Sales are recognized on dispatch of material from the warehouse 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/ Loss on sale of asset is recognized on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the asset.

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) 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 & 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 & 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

	(₹ in Lakhs)	
Particulars	31.03.2015	31.03.2014
2 - Share Capital		
AUTHORIZED CAPITAL		
20,00,26,000 (P.Y. 12,50,00,000) Equity Shares of ₹2/- Each	4,000.52	2,500.00
NIL (P.Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ₹92/- Each	-	1,500.52
	4,000.52	4,000.52
ISSUED , SUBSCRIBED & PAID UP 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	23,930.38
	(A) 23,930.38	23,930.38
General Reserve		
Balance as per last financial statement	4,392.00	4,026.00
Add: Transferred from the statement of Profit and Loss	-	366.00
	(B) 4,392.00	4,392.00
Surplus in the Statement of Profit and Loss		
Balance as per last financial statement	34,270.76	33,334.29
Profit for the year	4,408.23	1,538.93
	38,678.99	34,873.22
Less : Appropriations		
- Proposed Dividend	(202.11)	(202.11)
- Corporate Dividend Tax	(41.38)	(34.35)
- Transferred to General Reserve	-	(366.00)
- Fixed Asset written off as per Schedule II of The Companies Act 2013	(251.36)	-
	(C) 38,184.14	34,270.76
Total (A)+(B)+(C)	66,506.51	62,593.14
4 - Long Term Borrowings		
Term Loan		
- Foreign Currency Loan from Banks	2,714.50	5,393.09
- Rupee Loan from Banks	87,888.64	61,646.44
- From Financial Institutions	4,898.32	8,200.04
Fixed Deposit from Public	1,099.55	3,065.50
Loans & Advances From Related Parties	1,512.14	1,505.20
Total	98,113.14	79,810.28
The above amount includes		
Secured Borrowings	95,501.46	75,134.91
Unsecured Borrowings	2,611.69	4,675.37
Secured by Personal Guarantee by Promoters/ Directors	95,501.46	75,134.91
4.1. Foreign Currency Loans are repayable in 4 to 6 year from the date of loan at interest rates ranging from 2.98% 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 12.25% p.a. to 14% 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.		



Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
5 - Deferred Tax Liabilities		
Deferred Tax Liability		
- On account of Depreciation difference	5,279.04	4,318.87
Deferred Tax Asset	-	-
Total	5,279.04	4,318.87
6 - Other Long Term Liabilities		
Security Deposits (Liabilities)	731.28	743.79
Total	731.28	743.79
7 - Short Term Borrowings		
Loan Repayable on Demand		
- Rupee Loan from Banks.	65,144.74	32,770.80
Fixed Deposit from Public.	2,424.15	1,116.90
Total	67,568.89	33,887.70
The above amount includes		
Secured Borrowings	65,144.74	32,770.80
Unsecured Borrowings	2,424.15	1,116.90
Secured by personal guarantee by promoters / directors	65,144.74	32,770.80
7.1. Rupee loan taken from various banks at interest rates ranging from 11.75% p.a. to 14.00% 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 iii) 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.		
8 - Trade Payable		
Micro Small & Medium Enterprises	0.64	12.95
Other Trade Payables	148,781.31	82,608.58
Total	148,781.94	82,621.52
*The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ₹53,037.16 Lakhs (P.Y. ₹40,440.64 Lakhs)		
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	62,648.08	90,047.66
Withholding & other taxes payable	9,894.78	8,793.14
Unclaimed Dividend	7.97	9.18
Security Deposits (Liabilities)	9,858.58	9,372.82
Mobilisation & Other contract Advances	57,757.56	44,228.47
Interest accrued but not due.	179.93	169.36
Creditors for Capital expenses	9,334.88	5,019.30
Advances From Related Parties.	68.97	2.27
Other Payables*	5,049.67	2,235.96
Total	154,800.43	159,878.16
*Primarily Includes various expenses payable		
10 - Short Term Provisions		
Provision for Gratuity	128.87	31.79
Provision for Income Tax	2,035.20	1,303.28
Proposed Dividend	202.11	202.11
Corporate Dividend Tax Payable	41.38	34.35
Provision for Wealth Tax	5.99	9.38
Total	2,413.55	1,580.91

Notes Forming Part of Consolidated Financial Statement

11 - Fixed Assets		GROSS BLOCK				PROVISION FOR DEPRECIATION				NET BLOCK		
Sr. No	Particulars	01.04.2014	Additions	Deduction / Adjustments	31.03.2015	01.04.2014	Additions	Deduction/ Adjustments	Transferred to retained earnings	31.03.2015	As on 31.03.2015	As on 31.03.2014
I	Tangible Assets											
1	Land	1,035.32	-	-	1,035.32	-	-	-	-	-	1,035.32	1,035.32
2	Building	5,923.09	-	-	5,923.09	921.55	190.35	-	-	1,111.90	4,811.18	5,001.54
3	Plant and Equipment	82,256.34	14,448.63	16,287.42	80,417.55	9,231.64	4,157.65	3,954.64	101.50	9,536.15	70,881.40	73,024.70
4	Furniture & Fixtures	1,923.08	2.35	-	1,925.43	407.05	211.33	-	4.50	622.89	1,302.55	1,516.03
5	Vehicles	2,088.74	207.47	47.06	2,249.15	906.02	275.90	32.17	30.46	1,180.21	1,068.94	1,182.72
6	Office Equipment	412.39	0.90	-	413.29	100.76	140.94	-	21.02	262.72	150.57	311.63
7	Computer	802.89	15.89	-	818.78	357.54	204.72	-	93.68	655.94	162.83	445.35
8	Electrical Installation	732.15	-	-	732.15	217.56	82.14	-	0.20	299.90	432.25	514.59
9	Office Premises	10,712.58	-	-	10,712.58	512.98	198.88	-	-	711.86	10,000.72	10,199.61
	TOTAL (A)	105,886.59	14,675.24	16,334.48	104,227.35	12,655.10	5,461.92	3,986.81	251.36	14,381.57	89,845.77	93,231.49
	Previous Year	77,106.50	29,206.17	426.09	105,886.59	8,697.65	4,042.37	78.92	-	12,655.10	93,231.49	68,414.86
II	Intangible Assets											
1	Computer Software	1,318.31	36.40	-	1,354.71	633.24	277.90	-	-	911.15	443.57	685.07
2	Lease Right	17,219.19	-	-	17,219.19	166.72	177.35	-	-	344.06	16,875.13	17,052.48
3	Goodwill on Consolidation	150.00	-	-	150.00	-	-	-	-	-	150.00	150.00
	TOTAL (B)	18,687.51	36.40	-	18,723.91	799.96	455.25	-	-	1,255.21	17,468.70	17,887.55
	Previous Year	18,579.56	107.94	-	18,687.51	388.40	411.56	-	-	799.96	17,887.55	18,191.17
	Total [A + B]	124,574.10	14,711.64	16,334.48	122,951.25	13,455.06	5,917.17	3,986.81	251.36	15,636.78	107,314.47	111,119.04
	Previous Year	95,686.07	29,314.11	426.09	124,574.10	9,080.05	4,453.93	78.92	-	13,455.06	111,119.04	86,606.02
III	Capital Work-in-progress											
											782.22	6,192.54

11.1 The Company has revised depreciation rates on Fixed Assets effective 01st April, 2014 in accordance with requirement of Schedule II of Companies Act 2013, ("the Act"). The remaining useful life for all the assets except Machineries and Equipment has been revised by adopting standard useful life as per the Act. In case of Machineries and equipment different useful life has been adopted on technical advice. The carrying amount as on 01st April, 2014 is depreciated over the remaining useful life.

Financial impact of the changes a) The depreciation charge for the year ended 31st March, 2015 is higher by ₹548.04 Lakhs. b) There is a debit to retained earnings of ₹251.35 Lakhs for the assets whose remaining life as on 01st April, 2014 is expired in accordance with the revised life as per the Act.

11.2 The borrowing cost capitalized during the year ended 31st March 2015 was ₹772.41 Lakhs [Previous Year ₹1,288.24 Lakhs].

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



Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
12 - Non Current Investment		
Non Trade Investments		
Unquoted		
In equity shares - Fully paid up		
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.	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	2.77	2.85
Unquoted Investments	31.72	31.72
13 - Long Term Loans and Advances		
Capital Advances	2,044.50	885.94
Security Deposits	947.08	896.71
Balance with statutory/ Government Authorities	12,214.99	8,686.95
Total	15,206.56	10,469.60
14 - Other Non Current Assets		
Term Deposits with maturity more than 12 months	3,738.05	3,793.52
Total	3,738.05	3,793.52
<i>14.1. For details on margin money refer note 17.1</i>		
15 - Inventories		
Raw Material	15,640.12	22,073.65
Construction Work-In-Progress	221,801.88	121,714.07
Finished Goods	18.37	18.37
Total	237,460.37	143,806.09
16 - Trade Receivables		
Outstanding for more than six months	9,507.54	9,076.43
Others	66,622.01	58,707.71
Total	76,129.55	67,784.14
<i>All above receivables are Unsecured and Considered Good</i>		
17 - Cash & Bank Balance		
Cash & Cash Equivalent		
Balances with banks:		
- In current accounts	6,334.43	3,191.22
Cash on hand	87.24	119.76
Others		
- In Term Deposits	14,319.15	10,007.27
Total	20,740.81	13,318.25

Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
Balances with bank in unpaid dividend accounts	7.97	9.18
Balances with bank held as margin money deposit against guarantees / Letter of Credit	16,912.41	12,813.99
Balances with bank held as collateral securities	936.58	894.34
Balances with bank held as investment in liquid assets for Public deposits maturity.	178.21	82.00
<p>17.1 Bank balances in Current accounts and Term Deposit (including with maturity more than 12 months # Note 14) as on March 31, 2015 and March 31, 2014 include restricted balances of ₹18,035.16 Lakhs and ₹13,799.51 Lakhs, 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.</p> <p>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.</p>		
18 - Short Terms Loans and Advances		
Retention & Security Deposits	34,582.34	34,528.85
Loans & Advances to related parties	7,082.64	7,721.55
<u>Other Loans & Advances</u>		
- Loans & Advances to Employees	111.19	119.69
- Advances to suppliers	6,145.70	4,871.70
- Mobilisation Advance	1,732.32	1,272.91
- Other Advances	510.79	469.87
- Balance with statutory/ Government Authorities	18,843.47	15,130.83
Total	69,008.45	64,115.40
All above are Unsecured and Considered Good		
19 - Other Current Assets		
Interest Accrued But Not Due	558.48	166.23
Prepaid Expenses	2,999.91	2,464.27
Other assets #	12,245.36	4,194.73
Total	15,803.75	6,825.23
# Other Assets includes ₹85.04 Cr. being claim on NHAI on termination of Concession agreement of Bhopal Sanchi Highways Pvt. Ltd.		
20 - Revenue From Operation		
Construction Contract	306,741.66	213,761.70
Sale of Products	7,165.22	14,604.26
	<u>313,906.88</u>	<u>228,365.96</u>
Other Operating Revenue		
- Sale of Scrap	772.24	370.14
- Rental Income	1,872.02	1,440.42
	<u>2,644.26</u>	<u>1,810.56</u>
Total	316,551.14	230,176.52
20.1 Details of Sale of Products		
HSAW Pipe & Coating	-	27.90
H R Coils & H.R. Plate	7,165.07	14,560.70
Others Products	0.15	15.66
21- Other Income		
Dividend	0.55	0.78
Other Income	340.28	666.43
Interest income	1,829.45	1,201.97
Total	2,170.28	1,869.18



Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
22 - Cost of Material Consumed		
Raw Material Stock at the beginning of the period	22,073.65	11,432.25
Add:- Purchases during the year	240,805.31	108,469.83
	262,878.96	119,902.08
Less: Raw Material Stock at the end of the period	15,640.12	22,073.65
Total	247,238.84	97,828.43
23 - Manufacturing, Construction & Operating Expenses		
Consumption of Stores & Spares	5,255.99	8,357.73
Sub-contract & Labour Charges	51,174.92	52,257.62
Repairs & Maintenance - Machinery	1,743.32	1,997.90
Equipment Hire Charges	6,893.59	4,767.11
Power & Fuel Charges	428.06	450.59
Freight Inwards	792.55	806.91
Custom & Excise Duty	1,368.58	415.79
Site Mobilisation Expenses	13.31	19.63
Other Expenses	4,321.89	2,720.42
Total	71,992.22	71,793.70
24 - Change in Inventories		
Inventory at the end of the period		
- Work-in-progress		
- Construction Work-In-Progress	221,801.88	121,714.07
- Manufacturing Work-In-Progress	-	-
- Finished goods	18.37	18.37
	A	
	221,820.25	121,732.44
Inventory at the beginning 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
	B	
	121,732.44	90,057.45
Total	(A+B)	(31,675.00)
25 - Employee Benefit Expenses		
Contribution to PF & other fund	290.23	176.10
Directors Remuneration	703.00	453.23
Salaries & Wages	15,892.13	15,289.39
Staff Welfare Expenses	362.61	413.34
Gratuity Expenses	106.97	27.25
Total	17,354.94	16,359.31
26 - Financial Costs		
Interest Expense	27,268.69	21,278.97
Other Borrowing cost	3,383.18	2,104.93
Foreign Exchange Fluctuation Loss / (gain)	309.17	2,365.49
Total	30,961.04	25,749.40
27 - Depreciation & Amortised Cost		
Depreciation	5,461.92	4,042.37
Amortization	455.25	411.56
Total	5,917.17	4,453.93

Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
28 - Other Expenses		
Advertising & Business Promotion Expenses	147.83	224.86
Auditors Remuneration	109.70	213.06
Commission & Brokerage Expenses	23.81	136.89
Computer & Software Expenses	201.42	192.14
Directors Sitting Fees & Commission	15.00	14.38
Donation	13.57	28.03
Electricity Charges	765.85	748.71
General Expenses	313.77	507.08
Insurance Charges	1,141.25	1,168.31
Legal Fees & Professional Charges	3,184.23	5,102.15
Loss on Sale of Fixed Asset	19.78	92.08
Postage & Courier Charges	28.75	22.83
Printing & Stationery	70.60	115.85
Rates & Taxes	18,114.11	15,862.10
Rent	1,022.80	887.30
Repairs & Maintenance - Office	542.09	463.83
Security Service Charges	1,440.32	1,615.59
Travelling & Visa Expenses	471.50	618.54
Telephone & Internet Expenses	173.31	197.35
Vehicle Expenses	867.42	895.62
Foreign Exchange Fluctuation	310.97	172.21
Total	28,978.07	29,278.91
29 - Exceptional Items		
Loss on Sale of Saw Pipe Assets	1,586.45	-
Total	1,586.45	-
30 - Earning Per Share		
Net Profit/(Loss) for calculation of basic EPS (A)	4,408.23	1,538.93
Less: Effect on Profit/Loss on dilution of equity shares	-	-
Net profit/(loss) for calculation of diluted EPS (B)	4,408.23	1,538.93
Weighted average number of equity shares in calculating Basic EPS (C)	1,010.55	1,010.55
Adjustment for dilution of equity shares	-	-
Weighted average number of equity shares in calculating diluted EPS (D)	1,010.55	1,010.55
Earnings Per Share		
(1) Basic (A/C)	4.36	1.52
(2) Diluted (B/D)	4.36	1.52



Notes Forming Part of Consolidated Financial Statement

31 - Contingent Liability:

Particulars	(₹ in Lakhs)	
	31.03.2015	31.03.2014
a) Unutilized Letters of Credit with Bankers		
• In respect of joint ventures	2,034.23	4,065.63
• In respect of others	6,141.95	24,019.44
b) Bank Guarantee		
• In respect of joint ventures	9,668.32	9,854.88
• In respect of others	1,92,067.50	187,085.31
c) Corporate Guarantee		
• In respect of joint ventures	-	-
• In respect of others	7,236.00	8,755.00
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	8,557.83	7,775.48
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	1,156.83	1,390.71
• In respect of others	1,247.96	1,402.13
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	296.10	155.59
• In respect of others	885.55	135.53
i) Income Tax liability (excluding Penalties) that may arise. The matters are in appeal and management is of the opinion that, since ITAT has passed favorable orders in past, the liability may not arise. Accordingly, no provision has been made.*		
• In respect of joint ventures	1,677.34	1,420.86
• In respect of others	9,560.73	7,829.79
j) 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

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

*During F.Y. 2014-15, the Income tax department has filed appeal in High Court against the favorable orders passed by ITAT in F.Y. 2013-14. In view of the same, contingent liability for 2013-14 has been restated to make it comparable with F.Y. 2014-15.

Notes Forming Part of Consolidated Financial Statement

32 - 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:**

Particulars	₹ in Lakhs	
	2014-15	2013-14
1. Segment Revenue		
a. Infrastructure & Construction	3,09,372.75	2,15,653.94
b. Manufacturing	121.48	82.12
c. Unallocated	9,243.92	16,312.19
Total	3,18,738.14	2,32,048.25
Less: Inter Segment Revenue	18.37	6.68
Net Sales/ Income from Operations	3,18,719.77	2,32,041.57
2. Segment Results		
a. Infrastructure & Construction	40,481.58	30,233.73
b. Manufacturing	(2,211.79)	(699.61)
c. Unallocated	168.70	34.78
Total	38,438.48	29,568.89
Less: (1) Interest	30,961.04	25,749.40
(2) Income Tax	3,069.22	2,280.57
Net Profit	4,408.23	1,538.93
Segment Assets		
a. Infrastructure & Construction	5,02,390.13	3,81,043.32
b. Manufacturing	8,740.52	13,277.19
c. Unallocated	35,085.73	33,135.48
Total Assets	5,46,216.38	4,27,455.98
Segment Liabilities		
a. Infrastructure & Construction	4,57,018.75	3,43,232.66
b. Manufacturing	233.82	560.41
c. Unallocated	20,436.18	19,048.66
Total Liabilities	4,77,688.76	3,62,841.73
Capital Employed		
a. Infrastructure & Construction	45,371.38	37,810.66
b. Manufacturing	8,506.70	12,716.78
c. Unallocated	14,649.54	14,086.81
Total	68,527.62	64,614.25
Capital Expenditure		
a. Infrastructure & Construction	14,459.96	31,708.85
b. Manufacturing	-	-
c. Unallocated	263.01	760.73
Total	14,722.97	32,469.57
Depreciation		
a. Infrastructure & Construction	4,094.52	3,005.81
b. Manufacturing	534.42	576.77
c. Unallocated	1,288.23	871.35
Total	5,917.17	4,453.93



Notes Forming Part of Consolidated Financial Statement

Particulars	(₹ in Lakhs)	
	2014-15	2013-14
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	19.78	92.08
b. Manufacturing	1,586.45	-
c. Unallocated	-	-
Total	1,606.23	92.08
Secondary Segment Information:		
Segment Revenue - External Turnover		
Within India	3,13,899.36	2,31,949.31
Outside India	4,820.41	92.27
Total Revenue	3,18,719.77	2,32,041.57
Segment Assets		
Within India	5,45,869.58	4,25,662.25
Outside India	346.80	1,793.73
Total Assets	5,46,216.38	4,27,455.98
Segment Liabilities		
Within India	4,73,567.50	3,56,179.52
Outside India	4,121.26	6,662.21
Total Liabilities	4,77,688.76	3,62,841.73
Capital Expenditures		
Within India	14,722.97	32,469.57
Outside India	-	-
Total Expenditures	14,722.97	32,469.57

33 - 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 P. Ltd.	India	51%

Notes Forming Part of Consolidated Financial Statement

34 - 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 Mosinzhtroi 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%

35 - 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, 2015.

36 - 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.

37 - 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

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

For Jayesh Sanghrajka & Co. LLP
Chartered Accountants
Firm Regn No.: 104184W/W100075

Ashish Sheth
Designated Partner
Membership No.: 107162

Place: Mumbai
Date: 29th May, 2015

For and on behalf of the Board

Ajit B. Kulkarni
Managing Director
DIN: 00220578

Yogen Lal
Chief Executive Officer

Pankaj S. Chourasia
Company Secretary

S. P. Deshpande
Whole time Director
DIN: 06507698

K. H. Sethuraman
Chief Financial Officer

FORM AOC - 1

(Pursuant to first proviso to sub - section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A" : Subsidiaries

Sr. No.	Name of the Subsidiary	Reporting period	Country	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Total Turnover / Income	Profit before Tax	Provision for Taxation	Profit after Tax	Proposed Dividend	% of shareholding
1.	Prime Infrapark Pvt Ltd	01.04.2014 - 31.03.2015	India	INR	100.00	(5,247.96)	18,039.28	18,039.28	-	1,904.98	(1,885.83)	-	(1,885.83)	-	100
2.	Bhopal Sanchi Highways P. Ltd.	01.04.2014 - 31.03.2015	India	INR	1.00	(0.37)	9,194.16	9,194.16	-	42.81	3.19	0.96	2.23	-	51
3.	Muktangan Developers Pvt. Ltd.	01.04.2014 - 31.03.2015	India	INR	40.00	-	1,292.60	1,292.60	7.13	-	-	-	-	-	100
4.	Pratibha Holding (Singapore) Pte Ltd	01.04.2014 - 31.03.2015	Singapore	INR	93.47	(21.28)	99.10	99.10	87.66	-	(24.71)	-	(24.71)	-	100
				USD	1.50	(0.34)	1.59	1.59	1.41	-	(0.40)	-	(0.40)	-	100
5.	Pratibha Infra Lanka (Private) Ltd	01.04.2014 - 31.03.2015	Sri Lanka	INR	87.66	(82.61)	45.55	45.55	-	-	(26.21)	-	(26.21)	-	100
				LKR	186.98	(176.20)	97.15	97.15	-	-	(55.90)	-	(55.90)	-	100

A. Name of the subsidiary which are yet to commence operations

- 1 Pratibha Holding (Singapore) Pte Ltd.
- 2 Pratibha Infra Lanka (Private) Ltd.

B Name of Subsidiaries which have been liquidated or sold during the year.



FORM AOC - 1

Part "B" : Associates / Joint Venture

(₹ in Lakhs)

Sr. No.	Name of the Associates / Joint Venture	Saudi Pratibha Industries Limited
1.	Latest Audited Balance Sheet Date	31 st December, 2013
2.	Shares of Associate/ Joint Venture held by the Company on the year end	
	No.	490,000
	Amount of Investment in associates / Joint venture	69.67
	Extend of Holding %	49%
3.	Description of how there is significant influence	Due to % of share holding in the company
4.	Reason why the associate/ joint venture is not consolidated	Consolidated as per Equity Method under Accounting Standard 23 Accounting for Investments in Associates in Consolidated Financial Statements
5.	Net worth attributable to shareholding as per latest audited balance sheet	65.15
6.	Profit / Loss for the year	
	i. Consideration in Consolidation	NIL
	ii. Not Considered in Consolidation	NIL

A. Name of the associates/ joint venture which are yet to commence operations

Saudi Pratibha Industries Limited

B Name of associates / joint venture which have been liquidated or sold during the year.

None

For and on behalf of the Board

Ajit B. Kulkarni
 Managing Director
 DIN: 00220578

K. H. Sethuraman
 Chief Financial Officer

Place: Mumbai
 Date: 29th May, 2015

S. P. Deshpande
 Whole time Director
 DIN: 06507698

Pankaj S. Chourasia
 Company Secretary

Yogen Lal
 Chief Executive Officer

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PRATIBHA INDUSTRIES LIMITED
CIN: L45200MH1995PLC090760

Registered Office: Shrikant Chambers, 5th Floor, Phase – II, Next to R. K. Studio, Sion Trombay Road, Chembur, Mumbai - 400 071.
Corporate Office: 14th Floor, Universal Majestic, P. L. Lokhande Marg, Off. Ghatkopar Mankhurd Link Road, Behind RBK International School, Govandi (W), Mumbai – 400 043.
Tel: +91-22-3955-9999 **Fax:** +91-22-3955-9900 **Email:** info@pratibhagroup.com **URL:** www.pratibhagroup.com

ATTENDANCE SLIP

DP ID _____

(To be presented at the entrance)

Folio No./Client Id _____

I/We hereby record my/our presence 20th ANNUAL GENERAL MEETING of the Company at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071 on Wednesday, 30th September, 2015 at 3.00 p.m.

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

Signature of the Member / Proxy



PRATIBHA INDUSTRIES LIMITED
CIN: L45200MH1995PLC090760

Registered Office: Shrikant Chambers, 5th Floor, Phase – II, Next to R. K. Studio, Sion Trombay Road, Chembur, Mumbai - 400 071.
Corporate Office: 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 **Email:** info@pratibhagroup.com **URL:** www.pratibhagroup.com

Proxy Form

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

Name of the Member(s) :

Registered Address :

Email ID :

Folio No. / DP ID – Client ID :

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

1. Name: Address:

E-mail Id: Signature:, or failing him

2. Name: Address:

E-mail Id: Signature:, or failing him

3. Name: Address:

E-mail Id: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 3.00 p.m. at The Bombay Presidency Golf Club Ltd., Dr. C. G. Road, Chembur, Mumbai - 400 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For*	Against*
1.	Adoption of audited financial statement including audited consolidated Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>
2.	Declaration of Dividend.	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-appointment of Mr. Ravi Kulkarni.	<input type="checkbox"/>	<input type="checkbox"/>
4.	Appointment of Auditors.	<input type="checkbox"/>	<input type="checkbox"/>
5.	Ratification of remuneration of the cost auditors.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this..... day of..... 2015

Signature of Member(s) :

Signature of Proxy holder :



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

Celebrating National Safety Week



Safety Drill



D & B Infra Award – DMRC Project, Delhi





PRATIBHA INDUSTRIES LIMITED

CIN:L45200MH1995PLC090760

Universal Majestic, 14th Floor, P. L. Lokhande Marg, Off. Ghatkopar Mankhurd Link Road,
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