

PRABHAV INDUSTRIES LIMITED

[CIN: L45200GJ1995PLC028373]

Regd. Office: 902, Galav Chambers, Opp. Sardar Patel Statute, Sayajigunj, Vadodara – 390005 (Gujarat)
Corp. Office: Office No. 204, Times Square, Opp. Landmark Empire, Surat Kadodra Road, Surat – 395001
(Gujarat).

E-Mail ID: prabhavind@gmail.com Website: www.prabhavind.com
Tel No.: Tel No.:0265-2361100 / 0265-2362200 Fax.: 0265-2361551

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES
(PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES
(MANAGEMENT & ADMINISTRATION) RULES, 2014**

Dear Shareholders,

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on 09.08.2016 at 5.00 p.m. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

E-Voting:

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of Central Depository Services Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed Mr. S. K. Pandey, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Executive Director/ Director on 11.08.2016 at 4:00 P.M. at the Corporate Office of the Company and will be communicated to BSE Limited i.e. the Stock Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

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The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

ITEM 1: APPOINTMENT OF NEW STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY

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 Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S. Chirag C. Mehta & Co., Chartered Accountants, Mumbai** be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/S. Sheetal Samriya & Associates, Chartered Accountants, Vadodara**.

RESOLVED FURTHER THAT M/S. Chirag C. Mehta & Co., Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from the passing of this resolution and that they shall hold the office of the Statutory Auditors of the Company from the passing of the postal ballot resolution until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended **31st March, 2016** on such remuneration as may be fixed by the Board of Directors in consultation with them.”

ITEM 2: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE CITY LIMIT OF VADODARA TO THE CITY LIMIT OF SURAT UNDER THE SAME STATE OF GUJARAT UNDER THE SAME ROC

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

“**RESOLVED THAT** pursuant to the provisions of sections 12 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules there under, and subject to the approval of the or Central Government/ any other authority, if any, as may be prescribed from time to time and subject also to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment thereof, consent of the shareholders be and is hereby accorded for shifting of registered office of the Company from 902, Galav Chambers, Opp. Sardar Patel Statute, Sayajigunj, Vadodara – 390005 in the City Limit of Vadodara under the State of Gujarat to Office No. 204, Times Square, Opp. Landmark Empire, Surat Kadodra Road, Surat – 395001 under the State of Gujarat.

“**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from 902, Galav Chambers, Opp. Sardar Patel Statute, Sayajigunj, Vadodara – 390005 in the City Limit of Vadodara under the State of Gujarat to Office No. 204, Times Square, Opp. Landmark Empire, Surat Kadodra Road, Surat – 395001 or any such place in the City Limit of Surat under the State of

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Gujarat (within the jurisdiction of the Registrar of Companies, Ahmadabad) as may be determined by the Board of Directors of the Company from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above mentioned resolutions, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of these resolutions.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by these resolutions to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the above mentioned resolutions.”

ITEM 3: APPOINTMENT OF MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Antony IsabuEsak, (DIN: 06837547), as the Managing Director, be and is hereby designated as a Key Managerial Personnel of the Company for a period of Three (3) years with effect from 22nd June, 2016 up to 21st June, 2019, upon the terms and conditions including the remuneration of Rs. 1,20,000/-p.a. are as set out in the Explanatory statement and in the draft Agreement placed before the Meeting, which Agreement is hereby specifically sanctioned with authority to the Board of Directors (which term shall be deemed to include any duly authorized committee thereof or the time being exercising the power conferred on the Board by this Resolution) to alter and vary the terms and conditions of the said Appointment and/ or Agreement in such manner as it may deem fit and as may be agreed to between the Board of Directors and Mr. Antony IsabuEsak.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized by the Board on behalf of Company to do all such acts, deeds, resolutions and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

**By Order of the Board
For Prabhav Industries Limited**

**Sd/-
(Shivsharan N Yulidra)
Director
DIN:06945632**

Place: Vadodara

Date: 22.06.2016

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Board of Directors of the Company has appointed Mr. S. K. Pandey, a Practicing Company Secretary (ACS No. 8546), as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on 11.08.2016 at 4:00 P.M. at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
4. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 09.08.2016 at 5.00 p.m.
6. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she

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should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.
8. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., Link Intime India Private Limited, B-102/103, Shangrila Complex, 1st Floor, Near Radha Krishna char rasta, Akota, Vadodara- 390020, Gujarat, Tel. No.: 0265-2356573/ 2356794, Fax: 0265-2356791, Email: vadodara@linkintime.co.in, Website: www.linkintime.co.in.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday the 11th July, 2016 at 9.00 a.m.** and ends on **Tuesday the 09th August, 2016 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24th June, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 Postal Ballot form.
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 (v).

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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Prabhav Industries Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) **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 Corporate.
 - 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 linked in the login 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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 or call the helpdesk no. 18002005533.

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

The following explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013, sets out all material facts relating to the business items of the accompanying notice.

ITEM NO. 1:

M/S. Sheetal Samriya & Associates, Chartered Accountants, Vadodara have tendered their resignation from the position of Statutory Auditors on account of shifting of registered office of the Company to the city of Surat, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that **M/S. Chirag C. Mehta & Co.**, Chartered Accountants, Mumbai be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of **M/S. Sheetal Samriya & Associates**, Chartered Accountants, Vadodara.

M/S. Chirag C. Mehta & Co., Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM 2: The Board of Directors accordingly recommends these resolutions for approval of the shareholders.

The Company was incorporated under the provision of the Companies Act, 1956, in the State of Gujarat. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of Gujarat.

The Company has decided to shift its registered office from the city of Vadodara to the city of Surat in the same state of Gujarat under the same ROC, as the Company has more business opportunities in the city of Surat. Thus, it will be more convenient for the Company to carry on the business activities of the Company more efficiently and smoothly, it is proposed to shift the registered office of the Company from the city of Vadodara to the city of Surat in the State of Gujarat. The present Board of Directors as well as management team is based in Surat & present management have very negligible business activities in Vadodara. Moreover there is no revenue loss to the State as the Registered Office is shifted within the State of Gujarat.

The Members approval is sought for voting by Postal Ballot/E-Voting in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011. In accordance with the provision of Section 12 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one city limit to another in the same State under the same Registrar of Companies, which requires the approval of shareholders through the Postal Ballot by way of Special Resolution to give effect to such change.

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Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 the Special Resolution for shifting of Registered Office for a Listed Company from one city limit to another city limit in the same state is required to be passed by way of Postal Ballot only.

In view of the above your approval is sought through Postal Ballot for shifting the Registered Office of the Company from the city limit of Vadodara to the city limit of Surat in the same State of Gujarat under the same Registrar of Companies, Ahmadabad.

The proposed change will in no way be detrimental to the interest of any shareholder of Public, Employees or other Associates of the Company in any manner whatsoever.

Your Directors recommended this resolution for approval of the Shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company.

Your Directors recommend the Special Resolution as set out in the Postal Ballot Notice for your approval.

ITEM NO. 3

The Board of Directors in their meeting held on June 22nd, 2016, approved the appointment of Mr. Antony IsabuEsak as the Managing Director of the Company for the period of 3 years with effective from dated 22nd June, 2016 up to 21st June, 2019, subject to approval of members through Postal Ballot Notice, on such remuneration as specified below but which shall at no time exceed the overall limits specified under schedule V of the Companies Act, 2013.

Mr. Antony IsabuEsak, was appointed as additional director of the Company from 08th June, 2015 which was regularized at the AGM of the Company held on 25th September, 2015, as an Independent Director.

The Company has accorded consent letter from Mr. Antony IsabuEsak for his appointment as Managing Director in the Company. He also confirms the terms set out in the agreement as well as in explanatory statement which are as follows:

Brief terms and conditions including remuneration as Managing Director are as follows:

- He will be is entitled to receive remuneration of Rs.10,000/- per month or Rs.1,20,000/- annual salary (all inclusive).
- His appointment shall be for period of 3 years with effective from 22nd June, 2016 to 21st June, 2019.
- The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors/Nomination Remuneration Committee as it may in its discretion, deem feet within the

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maximum amounts payable to Executive Directors in accordance with schedule V of the Companies Act, 2013 or any other amendments made hereafter in this Regard.

- The Appointment of Managing Director can be terminated either by the Company or by him, by giving to the other 3 months notice in writing.

Antony IsabuEsak	
Fathers' Name :	IsabuEsak
Date of Birth :	01/06/1967
First Appointment on Board:	08/06/2015
Expertise in specific functional areas :	Financial Planner, Project Planning
Years of Experience :	More than 23 years
Qualification :	B. Com
Directorship in Other Companies :	5
Member/Chairman of the Committee on other Board :	NIL
No. of shares held in own name or in the name of relatives :	NIL
Last Drawn remuneration:	NIL
Relationship with other Directors and KMP:	NIL
Number of Board Meetings Attended during the year:	NIL

Your Directors recommended that proposed resolution is required to be passed as an Special Resolution under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

Except Mr. Antony IsabuEsak, Director of the Company, None of the Directors, Key Managerial Personnel and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

By Order of the Board
For Prabhav Industries Limited
Sd/-
(Shivsharan N Yulidra)
Director
DIN:06945632

Place: Vadodara
Date: 22.06.2016