



PRABHAV INDUSTRIES LIMITED

Annual Report 2014 - 2015



PRABHAV INDUSTRIES LIMITED
(CIN: L45200GJ1995PLC028373)

Corporate Information

Board of Directors

JayeshRaichandbhai Thakkar (DIN: 01631093)	: Managing Director
BhaveshJayantibhai Desai (DIN: 01937635)	: Whole-Time Director
ChandrakantGaikwad (DIN: 02636812)	: Director
Ami Jigar Motta (DIN: 02824823)	: Independent Director
NileshShivramMestry (DIN: 02968762)	: Independent Director

Bankers:

Bank of India, Sayajigunj, Vadodara.
Bank of Baroda, Sayajigunj,
Vadodara.
Axis Bank, New Marine Lines Branch,
Mumbai.
UCO Bank, Mid Corporate Branch,
Vadodara.
HDFC Bank - Raopura Branch,
Vadodara.
YES Bank - Horniman Circle Branch,
Mumbai.
Indian Bank, Mandavi Branch,
Mumbai.

Registered Office:

902, Galav Chamber,
Opp. Sardar Patel Statue,
Sayajigunj,
Vadodara- 390005,
Gujarat.

Statutory Auditors:

M/s. Sheetal Samariya & Associates
Chartered Accountants
201, Shri Hari Complex,
Beside Express Hotel Lane,
Vadodara-390010,
Email: ssabaroda@gmail.com

Registrar and Transfer Agents:

M/s. Link Intime India Pvt. Ltd.
B- 102 & 103, Shangrila Complex,
1st Floor, Opp. HDFC Bank,
Near Radhakrishna Char Rasta,
Akota, Vadodara- 390 020

Stock Exchange(S)

Bombay Stock Exchange Ltd.
Vadodara Stock Exchange Ltd.
Ahmedabad Stock Exchange Ltd.

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the members of **PRABHAV INDUSTRIES LIMITED** will be held on Friday, 25th September 2015 at 12:30 P.M. at its Registered Office situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005, Gujarat to transact the following Business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet, Statement of Profit and Loss account and Cash Flow Statement for the year ended March 31, 2015 along with the Reports of the Auditors' and Boards' thereon.
2. To reappoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Sheetal Samriya & Associates, Chartered Accountants (Firm Registration No. 011478C), be and are hereby reappointed as Statutory Auditors' of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

3. To appoint a Director in place of Mr.Chandrakant Shankar Gaikwad who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESSES:

4. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Antony Isabu Esak (DIN : 06837547), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

5. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shivsharan Narayanappa Yulidra (DIN : 06945632), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of

the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

6. 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Geeta Rajendra Varma (DIN : 07019589), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and who hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2019, not liable to retire by rotation."

For and on behalf of the Board
For Prabhav Industries Limited

Date: 31/08/2015
Place: Vadodara

SD/-
Jayesh R. Thakkar
Chairman

Name of the Company:
Prabhav Industries Limited
CIN:
L45200GJ1995PLC028373
Email ID: info@prabhav.co.in,
eusslimited@gmail.com

Registered Office:
902, Galav Chamber, Opp. Sardar Patel
Statue, Sayajigunj, Vadodara-390005.
Phone No.: 0265-2362200, 2361100.
FAX: 0265-2361551.

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 POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy form, in order to be effective, must be received at the Registered Office of the Company's situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390020, Gujarat, not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed and can also be downloaded from the website of the company.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18/09/2015 to Friday, 25/09/2015(both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/Registrar and Share Transfer Agent of the Company.
5. Members are requested to notify any change of address:
 - a) to their Depository Participants (DP) in respect of shares held in dematerialized form, and;
 - b) To Registrar and Share Transfer Agent of the Company- M/s. Link Intime India Pvt. Ltd. B- 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara- 390 020, in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, at the meeting for easy identification of attendance.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution(s) authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Compliance Officer at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
10. Kindly bring your copies of the Annual Report as sent by the Company at the meeting.
11. Electronic copy of the Annual Report for the financial Year ended on 31st March, 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for the financial Year ended on 31st March 2015 will also be available on the Company's Registered Office situated 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005 for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@prabhav.co.in.
14. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
15. 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 at the Meeting.
16. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the Annual General Meeting (AGM) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on 22nd September, 2015 at 9.00 am and ends

on 24th September, 2015 at 5.00 pm. 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 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</p> <p>Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Prabhav Industries Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **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.

- (xix) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 18th September, 2015 shall view the Notice of the AGM on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (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.
- (xxi) M/s M. Buha & Co., Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING
STATEMENT FORMING PART OF THE NOTICE CALLING ANNUAL GENERAL
MEETING PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4, 5 & 6:

Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma are Additional Directors of the Company. It is proposed to appoint Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma as an Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for five consecutive years for a term upto 31st March, 2019.

All the forenamed Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given consent to act as Directors, The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma for the office of Director of the Company. The Company has also received declarations from Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma that they meet with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma are independent of the management.

Copy of the draft letter for respective appointments of Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with Stock Exchanges.

Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma are interested in the resolutions set out respectively at Item Nos. 4, 5 and 6 of the Notice with regards to their respective appointments. The relatives of Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma may be deemed to be interested in the resolutions set out respectively at Item Nos. 4, 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of other Directors / Key Managerial Personnel of the Company / Manager / their relatives is any way, concerned or interested, financially or otherwise in these resolutions. The Board recommends the Ordinary Resolutions set out at Item Nos. 4, 5 and 6 of the Notice for approval by the shareholders.

The detailed profile of Mr. Antony Isabu Esak, Mr. Shivsharan Narayanappa Yulidra and Ms. Geeta Rajendra Varma is set-out separately in this report.

For and on behalf of the Board
For Prabhav Industries Limited

Date: 31/08/2015

Place: Vadodara

SD/-

Jayesh R. Thakkar
Chairman

Name of the Company:

Prabhav Industries Limited

CIN:

L45200GJ1995PLC028373

Email ID: info@prabhav.co.in

eusslimited@gmail.com

Registered Office:

902, Galav Chamber,

Opp. Sardar Patel Statue,

SayajiGunj, Vadodara-390005.

Phone No.: 0265-2361100 , 2362200.

FAX: 0265-2361551.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT BY THE SHAREHOLDERS OF THE COMPANY AT THE ENSUING ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

Name of Director	Antony Isabu Esak	Shivsharan Narayanappa Yulidra	Geeta Rajendra Varma
Date of Birth	01/06/1967	14/08/1976	05/07/1974
Date of appointment	08/06/2015	08/06/2015	08/06/2015
Qualifications	B. Com	B.Com	B.A.
Experience	23 Years	13 Years	10 Years
Names of other Companies in which Directorship is held	<ol style="list-style-type: none"> 1. Aprateem Trading Private Limited 2. Nishottam Traders Private Limited 3. Preface Mercantile Private Limited 4. Suhasit Star Trading Private Limited 	<ol style="list-style-type: none"> 1. Abjayoni Trading Private Limited 2. Purpal Mercantile Private Limited 3. V And R Yarns Private Limited 4. Akansha Media And Entertainment Private Limited 5. Sarvagya Trading Private Limited 6. Uddhar Trading Private Limited 	<ol style="list-style-type: none"> 1. Maharathi Trading Private Limited 2. Matulya Trading Private Limited 3. Narois Impex Private Limited 4. Varad Vinayak Trading Private Limited 5. Lifefour Trading Private Limited
No. of Shares held	NIL	NIL	NIL

Director's Report

To,
The Members,
Prabhav Industries Limited

Your Directors have pleasure in presenting the Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
	(Amt. in Rupees)	
Turnover	32,304,998.40	198,591,743.70
Other Income	2,810,300.03	4,685,096.81
Expenditure	39,461,288.48	255,799,830.98
Exceptional Items (Net)	56,385,720.10	80,181.39
Profit(Loss) Before Taxes	-60,731,710.15	-52,603,171.86
Taxes expenses		
Current Tax	0.00	0.00
Deferred Tax	0.00	0.00
Profit after Tax available for appropriation	-60,731,710.15	-52,603,171.86
Dividend	NIL	NIL
Balance carried forward to Balance Sheet	-60,731,710.15	-52,603,171.86

REVIEW OF OPERATIONS:

The Indian economy is witness of the downturn in all industries during the financial year 2014-15. Due to struggling environment the turnover of the Company was reduced considerably however due to conservative approach of the Company the expenditures of the Company are also reduced substantially as compared to previous financial year.

Moreover, no Material change occurred after balance sheet date till the date of this Board Report.

MEETINGS OF THE BOARD:

During the year 5(five) Board Meetings were convened and held. The details of which are given as under Corporate Governance.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, the Directors state that:

- i. In the preparation of the Annual Accounts of the Company for the year ended on 31st March, 2015, the applicable accounting standards have been followed and there are no material departures for the same;

- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The directors have prepared the Annual Accounts on a going concern basis;
- v. The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively; and
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year the company has re-appointed following persons as an independent director in pursuance of the section 149 of the Companies Act, 2013:

1. Mrs. Ami Jigar Motta
2. Mr. Nilesh Shivram Mistry
3. Mr. Ketan Babubhai Patel

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr.ChandrakantGaikwad, Director of the company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. Your Directors recommend his re-appointment for your approval.

During the year, Mr. Ketan Patel tendered his resignation due to his pre-occupation elsewhere.

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

Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of Companies Act, 2013 is appended with Corporate Governance Report and MGT-9.

AUDITORS AND THEIR REPORT:

Sheetal Samriya& Associates, Chartered Accountants, retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible,

offer themselves for re-appointment. Your directors recommend their re-appointment. They have furnished a Certificate to the effect that their appointment, if made, will be in accordance with the limits specified in Section 139 (1) of the Companies Act, 2013.

The Auditors report and notes on financial statement as referred in their report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remarks.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS:

Details of loan, guarantee and investments covered under the provision of section 186 of Companies Act, 2013 are given in the notes to the financial statements.

DIVIDENDS:

In view of long term interests of the company, your Directors do not recommend any dividend.

INSURANCE:

Movable and fixed Assets are adequately insured.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of Energy

The Company does not have material information required under Section 134 (3)(m) of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014 to offer and hence no particulars have been furnished.

Foreign Exchange Earning/Outgo

There were no foreign exchange earnings or outgo during the year.

RISK MANAGEMENT POLICY

Your company has policy on risk management and your Management, from time-to-time, identifies, analyses, evaluate and mitigate the industrial, economical, financial, other risk emerges in the course of business.

BOARD EVALUATION:

Pursuant to the provision of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination Committee has carried out an annual performance evaluation of the Board as well as the working of its committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

REMUNERATION POLICY:

The Board has, on the recommendation of remuneration committee framed a policy for selection and appointment of directors, senior management and their remuneration. The remuneration policy is stated in the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Company has constituted following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

Composition and scope of work of such Committees is elaborated separately under the Corporate Governance Report.

EXTRACT OF ANNUAL RETURN:

Company has annexed herewith as Annexure extract of Annual Return in MGT-9.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis, is appended to this report.

CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance practices followed by the company, together with a certificate from the company's auditor/s confirming compliance, forms an integral part of this report.

INDUSTRIAL RELATIONS:

The relationship between the workmen and staff remained cordial and harmonious during the year and management received full co-operation from employees.

OTHER INFORMATION:

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) is not applicable to the Company, hence, there is no need to develop policy on CSR and take initiative thereon.
2. The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
3. Company has not complied with Section 203, 204 of the Companies Act, 2013,
4. In order to conserve financial resources of the Company, none of the directors of the Company drawn remuneration during the year hence it need not required to disclose Ratio of remuneration of each director to the median to the employee's remuneration
5. The Company has not accepted deposits during the year within the provision of Section 134 (3)(q) & Rule 8(5)(v) & (vi) of the Companies (Accounts)Rule,2014.
6. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
7. Board had not found any Fraud, adverse remark, disclaimer made by the auditor in their reports.

8. In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.
9. The Company has devised proper system of internal financial control.
10. Disclosure on related party transactions is made separately under the Corporate Governance Report.
11. Your directors states that during the year under review, there were no cases filed pursuant to the sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

The Directors take this opportunity to thank the concerned employees of **Prabhav Industries Limited** for their invaluable contribution in guiding the working of the Company. The Directors also take this opportunity to thank the employees at all levels for their hard work, dedication and commitment.

For and on behalf of the Board
For Prabhav Industries Limited

Date: 29/05/2015
Place: Vadodara

SD/-
Jayesh R. Thakkar
Chairman and MD

FORM NO. MGT' 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2015

I REGISTRATION & OTHER DETAILS:

i	CIN	L45200GJ1995PLC028373
ii	Registration Date	8-Dec-95
iii	Name of the Company	PRABHAV INDUSTRIES LIMITED
iv	Category of the Company	Public Company
v	Address of the Registered office & contact details	
	Address :	902, GALAV CHAMBER, OPP. SARDAR PATEL STATUE,SAYAJIGUNJ
	Town / City :	VADODARA
	State :	GUJARAT - 390005
	Country Name :	India
	Telephone (with STD Code) :	0265-2361100, 2362200,
	Fax Number :	0265-2361551
	Email Address :	prabhavind@gmail.com
	Website, if any:	-
vi	Whether listed company	Yes

vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	M/s. Link Intime India Pvt. Ltd
	Address :	B- 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota
	Town / City :	Vadodara
	State :	Gujarat
	Pin Code:	390005
	Telephone :	0265-235673/ 2356794
	Fax Number :	0265- 2356791
	Email Address :	vadodara@linkintime.co.in

II.**PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

1

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	Building of complete constructions or parts thereof; civil engineering	45200	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled

NA

Sr. No.	Name and Address of Company	CIN/GLN	Holding /Subsidiary /Associate	% of shares held	Applicable Section
1	-	-	-	-	-

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			No. of Shares held at the end of the year			% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
A. Promoters								
(1) Indian								
a) Individual/ HUF	4,15,300	-	4,15,300	0.90%	4,15,300	-	4,15,300	0.90%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%
d) Bodies Corp.	9,500	-	9,500	0.02%	9,500	-	9,500	0.02%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%
(2) Foreign								
a) NRI - Individual/	-	-	-	0.00%	-	-	-	0.00%
b) Other - Individual/	-	-	-	0.00%	-	-	-	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%
d) Banks / FI	-	-	-	0.00%	-	-	-	0.00%

e) Any Others	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
Total shareholding of Promoter (A)	4,24,800	-	4,24,800	4,24,800	4,24,800	4,24,800	4,24,800	4,24,800	4,24,800	4,24,800	4,24,800	0.92%	0.92%
B. Public Shareholding													
1. Institutions													
a) Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
g) FIs	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
2. Non-Institutions													
a) Bodies Corp.													
i) Indian	1,17,09,264	1,26,62,500	2,43,71,764	1,14,69,619	1,26,62,500	2,41,32,119	1,26,62,500	2,41,32,119	1,26,62,500	2,41,32,119	2,41,32,119	52.36%	-0.52%
ii) Overseas	-	-	-	-	-	-	-	-	-	-	-	0.00%	0.00%
b) Individuals													
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	40,32,960	3,39,600	43,72,560	38,39,046	3,39,600	41,78,646	3,39,600	41,78,646	3,39,600	41,78,646	41,78,646	9.07%	-0.42%
ii) Individual	1,40,83,177	19,00,000	1,59,83,177	1,46,48,988	19,00,000	1,65,48,988	1,46,48,988	1,65,48,988	19,00,000	1,65,48,988	1,65,48,988	35.91%	1.23%

shareholders holding nominal share capital in excess of Rs 1 lakh													
c) Others (specify)													
Clearing members	8,11,073	-	8,11,073	1.76%	6,85,325	-	6,85,325	1.49%					-0.27%
Non Resident Indians	1,25,726	-	1,25,726	0.27%	1,19,222	-	1,19,222	0.26%					-0.01%
Sub-total (B)(2):-	3,07,62,200	1,49,02,100	4,56,64,300	99.08%	3,07,62,200	1,49,02,100	4,56,64,300	99.08%					0.00%
Total Public Shareholding (B) = (B)(1) + (B)(2)	3,07,62,200	1,49,02,100	4,56,64,300	99.08%	3,07,62,200	1,49,02,100	4,56,64,300	99.08%					0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%					0.00%
Grand Total (A+B+C)	3,11,87,000	1,49,02,100	4,60,89,100	100%	3,11,87,000	1,49,02,100	4,60,89,100	100%					0.00%

ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Jayeshbhai Raichandbhai Thakkar	2,25,300	0.49%	-	2,25,300	0.49%	-	0.00%
2	Jagdish R Thakkar	1,60,000	0.35%	-	1,60,000	0.35%	-	0.00%
3	Artiben Jayeshbhai Thakkar	30,000	0.07%	-	30,000	0.07%	-	0.00%

4	Pacific Finstock Ltd	9,500	0.02%	-	9,500	0.02%	-	0.00%
	TOTAL	4,24,800	0.92%	0.00%	4,24,800	0.92%	0.00%	0.00%

iii *Change in Promoters' Shareholding (please specify, if there is no change)*

	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	4,24,800	0.92%	4,24,800	0.92%
Changes During the Year				
Increase				
Date	Reason for Increase			
	Allotment	-	0.00%	0.00%
	Bonus	-	0.00%	0.00%
	Sweat	-	0.00%	0.00%
	Other	-	0.00%	0.00%
Decrease				
Date	Reason for Decrease			
	Transfer	-	0.00%	0.00%
	Other	-	0.00%	0.00%
At the End of the year	4,24,800	0.92%	4,24,800	0.92%

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

Sl No.	Name	Shareholding at the beginning and end of the year(1/4/2014 to 31/03/2015)		Date	Increase/ Decrease	Reason	Cumulative Shareholding during the year	
		No. of Share at beginning 1/4/2014 to 31/03/2015	% Total shares of the Company				No. of Shares	% Total shares of the Company
1	Shriram Credit Company Ltd	28,59,585	6.20%	01/04/2014	-5316	Market Sell	28,54,269	6.19%
2	Vaajgio Entertainment Pvt Ltd	28,54,269	6.19%	31/03/2015				
		19,75,000	4.29%	01/04/2014				
		19,75,000	4.29%	31/03/2015	-			
3	Adilia Traders Pvt Ltd	18,50,000	4.01%	01/04/2014				
		18,50,000	4.01%	31/03/2015				
		18,25,000	3.96%	01/04/2014				
		18,25,000	3.96%	31/03/2015				
		18,12,500	3.93%	01/04/2014				
5	Sonal Style Pvt Ltd	18,12,500	3.93%	31/03/2015	-			
		18,00,000	3.91%	01/04/2014				
6	Gateway Textile Traders Pvt Ltd	18,00,000	3.91%	31/03/2015				
		18,00,000	3.91%	01/04/2014				
		18,00,000	3.91%	31/03/2015				

7	Indivar Traders Pvt Ltd	18,00,000	3.91%	01/04/2014				
					-			
		18,00,000	3.91%	31/03/2015				
8	Religare Finvest Ltd	16,29,169	3.53%	01/04/2014				
					-			
		16,29,169	3.53%	31/03/2015				
9	Bonanza Fashion Merchants Pvt Ltd	16,00,000	3.47%	01/04/2014				
					-			
		16,00,000	3.47%	31/03/2015				
10	Manali Lunkad	15,00,000	3.25%	01/04/2014				
					-			
		15,00,000	3.25%	31/03/2015				

v. **Shareholding of Directors and Key Managerial Personnel:**

Sl No.	Name	Shareholding at the beginning and end of the year(1/4/2014 to 31/03/2015)		Date	Increase/ Decrease	Reason	Cumulative Shareholding during the year	
		No. of Shares	% Total shares of the Company				No. of Shares	% Total shares of the Company
1	Jayesh Raichandbhai Thakkar	2,25,300	0.49%	01/04/2014				
					-			
		2,25,300	0.49%	31/03/2015			2,25,300	0.49%

Note: For the financial year 2014 - 15 following Directors did not hold any shares in the company:

- Mr. Bhavesh Desai
- Mr. Niles Mestry
- Mr. Chandrakant Gaikwad
- Mr. Ketan Patel*
- Mrs. Ami Motta

* Person was Director at the beginning of the year as on 01/04/2014, but ceases to be the director at the end of the year as on 31/03/2015.

V INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	-	13,39,79,369.53	-	13,39,79,369.53
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	13,39,79,369.53	-	13,39,79,369.53
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
* Addition	-	1721250.00	-	2,08,23,241.10
* Reduction	-	(19101991.10)	-	-
Net Change	-	2,08,23,241.10	-	2,08,23,241.10
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	-	15,48,02,610.63	-	15,48,02,610.63
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	15,48,02,610.63	-	15,48,02,610.63

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL*A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Bhavesh Desai (WTD)	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,10,000	2,10,000
	(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	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	2,10,000	2,10,000
	Ceiling as per the Act	60,00,000	60,00,000

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		A	B	C	D	
1	Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)					
2	Other Non-Executive Directors	Not Applicable				
	• Fee for attending board committee	-	-	-	-	-

	meetings					
	<ul style="list-style-type: none"> • Commission • Others, please specify 	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(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	Not Applicable			
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board
For Prabhav Industries Limited

SD/-
Jayesh R. Thakkar
Chairman and MD

Date: 29/05/2015
Place: Vadodara

REPORT ON CORPORATE GOVERNANCE

The directors present the Company's report on Corporate Governance which sets out systems and processes of the Company as set out in Clause 49 of the Listing Agreement and some of the practices followed by the Company on Corporate Governance for the financial year ended on 31stMarch, 2015.

SEBI vide its Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17thApril 2014 and as subsequently amended by circular dated 15thSeptember 2014 notified the revised clause 49 of the Listing Agreement to be applicable to all listed companies with effect from 1stOctober 2014.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance is an ethically driven business process that is committed to values and conduct aimed at enhancing an organization's wealth generating capacity. This is ensured by taking ethical business decisions and conducting the business with a firm commitment to values, while meeting stakeholders' expectations. Good governance practices stem from the culture and mindset of the organization and at PRABHAV INDUSTRIES we are committed to meet the aspirations of all our stakeholders and believes in adopting best corporate practices for ethical conduct of business. It is well recognized that an effective Board of Directors is a pre-requisite for strong and effective corporate governance. Our Board and Committees thereof are formed as per requirement of Companies Act, 2013 read with listing agreement which oversees how the Management serves and protects the long-term interests of all our stakeholders. For effective implementation of the Corporate Governance practices, PRABHAV INDUSTRIES has a well-defined policy framework, full filling the criteria of Companies Act and any other Act applicable to the Company.

2. BOARD OF DIRECTORS:**a. Composition of Board of Directors:**

The Board of Prabhav Industries Limited comprise of optimum combination of Executive (Whole-time) and Non-Executive (Non whole-time) Directors. The composition of the Board of Directors as on 31.03.2015 is given below:-

Name of Director	Category
Jayesh Raichandbhai Thakkar	Managing Director
Bhavesh Jayentibhai Desai	Whole-time Director
Chandrakant Gaikawad	Director
Ketan Babubhai Patel*	Independent Director
Ami Jigar Motta	Independent Director
Nilesh Shivram Mestry	Independent Director

* Mr. Ketan Patel ceased as an Independent Director w.e.f. 26th March, 2015.

b. Board Meetings:

The Board of Directors oversees the overall functioning of the Company and has set strategic goals in order to achieve its Vision. The Board defines the Company's policy and oversees its implementation in attaining its goal. The Board has constituted various committees as per the provisions of the Companies Act, 2013 to facilitate the smooth and efficient flow of decision making process.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he / she is a Director.

The Board of Directors meets at least once in every quarter to approve the financial results in compliance with the Listing Agreement and more often, if necessity prevails.

During the year, Four Board Meetings were held on 30th May, 2014, 13th August, 2014, 13th November, 2014, 13th February, 2015 and 26th March, 2015.

c. Attendance of each Director at Board Meetings held during 2014-15 and last Annual General Meeting:

NAME	No. of Board meetings attended during 2014-15	Whether present at the last AGM
Jayesh Raichandbhai Thakkar	5	Yes
Bhavesh Jayentibhai Desai	5	Yes
Chandrakant Gaikwad	5	Yes
Ketan Babubhai Patel	5	Yes
Ami Jigar Motta	4	No
Nilesh Shivram Mestry	3	No

d. Independent Directors' meeting:

In compliance with Schedule IV to the Companies Act, 2013 and revised clause 49 of the Listing Agreement, the independent directors held their separate meeting on 24 March 2015, without the attendance of non-independent directors and members of management, to inter alia:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;

e. Maximum tenure of independent directors

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and clause 49 of the Listing Agreement.

f. Formal Letter of appointment to independent directors:

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013 and clause 49 of the Listing Agreement.

g. Board Business:

The normal business of the Board includes:

- framing and overseeing progress of the Company's annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation; reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and accounts for adoption by the Members;

- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees;
- reviewing the functioning of the subsidiary companies;
- considering and approving declaration / recommendation of dividend;
- reviewing and resolving fatal or serious accidents or dangerous occurrences, any materially significant effluent or pollution problems or significant labour issues, if any;
- reviewing the details of significant development in human resources and industrial relations front;
- reviewing details of foreign exchange exposure and steps taken by the management to limit the risks of adverse exchange rate movement;
- reviewing compliance with all relevant legislations and regulations and litigation status, including materially important show cause, demand, prosecution and penalty notices, if any;
- reviewing Board remuneration policy and individual remuneration packages of Directors;
- advising on corporate restructuring such as merger, acquisition, joint venture or disposals, if any;
- appointing Directors on the Board and Management Committee;
- reviewing Corporate Social Responsibility activities of the Company;
- reviewing details of risk evaluation and internal controls;
- reviewing reports on progress made on the ongoing projects;

h. Code of Conduct:

The Code of Conduct for the Directors and Senior Management Personnel of the Company has been laid down by the Board, which has been circulated to all concerned persons. The Directors and Senior Management personnel of the Company have affirmed compliance with the provisions of the PRABHAV INDUSTRIES Code of Conduct for the financial year ended 31.03.2015

3. COMMITTEES OF THE BOARD:

Currently there are 3 (three) Board Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

The terms of reference of the Board Committees are determined by the Board from time to time. The role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

3.1 AUDIT COMMITTEE:

The Audit Committee has been constituted in line with the provisions of Clause 49 of the Listing Agreement and also meets the requirements of Section 177 of the Companies Act, 2013. The members of the Audit Committee have requisite financial and management expertise. The terms of reference and powers of the Audit Committee are as mentioned in clause 49 II (D) of the Listing Agreement entered into with stock exchanges.

NAME	DESIGNATION	CATEGORY OF DIRECTOR
Bhavesh Jayantibhai Desai	Chairman	Independent Director
Jayesh Thakkar	Member	Managing Director
Ami Jigar Motta	Member	Independent Director
Nilesh Shivram Mistry	Member	Independent Director

During the year and as per the requirement of the Act, four Audit Committee Meetings were held 30thMay, 2014, 13th August, 2014, 13thNovember, 2014 and, 13thFebruary, 2015.

a Powers of Audit Committee:

The audit committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

b Role of Audit Committee:

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 to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub-section (5) of section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 - 5A. 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

7. 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.
8. Discussion with internal auditors any significant findings and follow up there on.
9. 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.
10. 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.
11. 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.
12. To review the functioning of the Whistle Blower mechanism, in case the same is in existence.
13. Carrying out any other function as is mentioned in the terms of reference of the AuditCommittee.

3.2 NOMINATION AND REMUNERATION COMMITTEE:

The Independent Directors are not paid any remuneration except sitting fees, if any, for attending each meeting of the Board or Committees thereof. However, the Board has constituted a Remuneration Committee to approve certain perquisites for whole-time Functional Directors and below Board level Executives, which are within the powers of the Board as well as to approve performance related pay to the executives of the Company. The Remuneration Committee of the Company meets regularly as per the requirement of the Act and transacts the business accordingly.

Following Directors comprises in Nomination and Remuneration Committee

NAME	DESIGNATION	CATEGORY OF DIRECTOR
Bhavesh Jayantibhai Desai	Chairman	Independent Director
Chandrakant Gaikwad	Member	Executive Director
Ami Jigar Motta	Member	Independent Director
Nilesh Shivram Mistry	Member	Independent Director

a. Term of Reference:

Nomination:

The duties of the Committee in relation to its nominations function shall be:

- i. to be responsible for identifying and nominating, for the approval of the Board and ultimately the shareholders, candidates to fill Board vacancies as and when they arise as well as putting in place plans for succession, in particular with respect to the Chairman of the Board;
- ii. to review regularly the Board structure, size, composition and make recommendations to the Board of adjustments that are deemed necessary, in order to ensure an adequate size and a well-balanced composition of the Board and further ensure that a majority of the Board is independent, and to make determinations regarding independence of members of the Board;
- iii. to keep under review the leadership needs of the organisation, both executive and non executive, with a view to ensuring the continued ability of the Company to compete effectively in the market place;

- iv. to recommend to the Board whether to reappoint a director at the end of their term of office;
- v. to identify and recommend directors who are to be put forward for retirement by rotation;
- vi. before appointment is made by the Board, to evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

Remuneration:

The duties of the Committee in relation to its remuneration function shall be:

- i. to consider and determine, based on their performance and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board;
- ii. to approve the remuneration of other members of the senior management of the group;

in relation to the above, the Committee shall at all times give due regard to published or other available information relating to pay, bonuses and other benefits of executives in companies which are comparable to the Company

b. Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy, providing

- (a) criteria for determining qualifications, positive attributes and independence of directors and
- (b) a policy on remuneration for directors, key managerial personnel and other employees.

c. Remuneration to directors

Details of remuneration paid/payable to directors during 2014-15 are provided in the annexure to the Directors' Report in Form MGT-9.

d. Performance evaluation of Independent and BOD

Pursuant to the provisions of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and that of its Committees and individual directors. Manner in which formal annual evaluation was made by the Board of its own performance and that of its Committees and directors is given below:

- Rating sheets were filled by each of the directors towards the end of the year with regard to evaluation of performance of the Board, its Committees and Directors (except for the director being evaluated) for the year under review.
- A consolidated summary of the ratings given by each of the directors was then prepared, based on which a report of performance evaluation was prepared by the Chairman in respect of the performance of the Board, its Committees and Directors during the year under review.
- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held in March 2015.
- As per the report of performance evaluation, the Board shall determine inter alia whether to continue the term of appointment of the independent director.

3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Shareholders'/Investors Grievance Committee (SIGC) examine the grievances of shareholders/investors and act as the system of redressal of the same. It also approves issuance of share certificates. The Company accords top priority to resolve complaints/grievances/queries of shareholders within a reasonable period of time.

a. Details of Shareholders Complaints:

DETAILS OF COMPLAINTS RECEIVED	NOS.
Number of shareholders Complaints received from 01/04/2014 to 31/03/2015	0
Number of Complaints not solved to the satisfaction of the shareholder	0
Number of pending complaints as on 31/03/2015	0

b. Composition of Stakeholders Relationship Committee:

NAME	DESIGNATION	CATEGORY OF DIRECTOR
Jayesh Thakkar	Chairman	Managing Director
Chandrakant Gaikwad	Member	Executive Director
Bhavesh Jayantibhai Desai	Member	Independent Director
Nilesh Shivram Mistry	Member	Independent Director

During the year under review there occur no such matters which require the meeting to be conducted of the Stakeholders Relationship Committee. Hence no meetings were held.

1. GENERAL BODY MEETINGS:

The Annual General Meetings of the Company were held at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005, Gujarat where the Registered Office of the Company is situated. The details of the AGM held for the past three years were as under:-

	2011-12	2012-13	2013-14
Date	29 th September 2012	28 th September 2013	23 th September 2014
Time	11:00 A.M.	11:00 A.M.	11:00 A.M.
No. of Special Resolutions Passed	Nil	Nil	Nil

DISCLOSURES:**a. Disclosure of Material Transactions: Related Party Transaction**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the company. Suitable disclosure as required by the Accounting Standards (AS-18) has been made in the notes to the Financial Statements by the Auditor/s of the Company.

b. Details of non-compliance during the last three years:

The Company has complied with the necessary requirements and no major penalties were enforced on the Company by Stock Exchanges/SEBI or any other statutory authority on any matter related to capital markets during the last three years except nominal amount of penalty imposed by Bombay Stock Exchange for delay reporting.

c. Code of Conduct:

The Company has adopted a code of conduct for its directors and designated senior management personnel. All the Board members and senior management personnel have agreed to follow compliance of code of conduct.

d. Whistle Blower Policy:

The Company has framed a whistle blower policy wherein the employees are free to report any improper activity resulting in violations of laws, rules, regulations or code of conduct by any of the employees, to the Competent Authority or Chairman of the Audit Committee, as the case may be. Any such complaint is reviewed by the Competent Authority or Chairman of the Audit Committee. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practice. No employee has been denied access to the Audit Committee.

2. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting :

Date: 25th September, 2015

Time: 12:30 P.M

Venue: 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005, Gujarat.

Financial Calendar for 2014-15 to approve quarterly / annual financial results:

Unaudited results for the quarter ending on 30th June 2014	13/08/2014
Unaudited results for the quarter ending on 30th September 2014	13/11/2014
Unaudited results for the quarter ending on 30th December 2014	13/02/2015
Audited results for the quarter ending on 31st March 2015	29/05/2015

Book Closure Dates:	18/09/2015 to 25/09/2015,(both days inclusive)
Listing on Stock Exchanges:	Bombay Stock Exchange Ltd. Vadodara Stock Exchange Ltd. Ahmedabad Stock Exchange Ltd.
Corporate Identity Number (CIN):	The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L45200GJ1995PLC028373.
Stock Code at BSE:	531855
ISIN:	INE538J01012

Stock Market Data:

Month	High	Low	No. of Shares	BSE Sensex	
				High	Low
Apr-14	1.16	0.83	1,38,261	22,939.31	22,197.51
May-14	1.62	1.21	10,15,484	25,375.63	22,277.04
June-14	1.81	1.44	2,63,988	25,725.12	24,270.20
July-14	1.80	1.32	5,41,672	26,300.17	24,892.00
Aug-14	1.76	1.13	12,36,224	26,674.38	25,232.82
Sep-14	1.68	1.19	11,95,553	27,354.99	26,220.49
Oct-14	1.87	1.23	4,53,859	27,894.32	25,910.77
Nov-14	1.77	1.14	2,10,085	28,822.37	27,739.56
Dec-14	1.85	0.97	1,62,847	28,809.64	26,469.42
Jan-15	1.92	0.91	7,78,058	29,844.16	26,776.12
Feb-15	1.90	1.07	2,73,154	29,560.32	28,044.49
Mar-15	1.39	0.81	1,04,829	30,024.74	27,248.45

Registrar & Transfer Agents (R&T):	M/s. Link Intime India Pvt. Ltd. B- 102 & 103, Shangrila Complex, 1st Floor, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara- 390 020
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Distribution of shareholding as on 31st March 2015:

Range of Holding	No. of shareholding	% to total shareholders	No. of shares	% to total shares
1-500	1116	37.7282	283316	0.6147
501-1000	545	18.4246	499413	1.0836
1001-2000	364	12.3056	616847	1.3384
2001-3000	170	5.7471	458164	0.9941
3001-4000	82	2.7721	300349	0.6517
4001-5000	145	4.9020	708334	1.5369
5001-10000	214	7.2346	1664250	3.6109
10001 & above	322	10.8857	41558427	90.1698
TOTAL	2958	100.0000	46089100	100.0000

Shareholding Pattern as on 31st March 2015:

Category	No. of shares held	% of total shares
Promoters	424800	0.92
Institutional Investors	0	0
Non-Institutions		
a) Bodies Corporate	24132119	52.36
b) Individuals	20727634	44.98
NRI/OCBs (other than promoters)	119222	0.25
Clearing members	685325	1.49
TOTAL	46089100	100

Break up of shares in physical and Demat Segment as on 31st March 2015

Segment	No. of shares held	% to total shares
Physical	14902100	32.33
Demat	31187000	67.67
TOTAL	46089100	100

Address for Correspondence:

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (w), Mumbai-400078,
Tel.: (22) 25963838,
Fax: (22) 25946969
Email: rnt.helpdesk@linkintime.co.in

Date: 29/05/2015
Place: Vadodara

For and on behalf of the Board
For Prabhav Industries Limited

SD/-
Jayesh R. Thakkar
Chairman & MD

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Prabhav Industries Limited

We have examined the compliance of conditions of Corporate Governance by Prabhav Industries Limited for the financial year ended 2014-15 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us and 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.

For **Sheetal Samriya & Associates**
Chartered Accountants,
(Firm Registration No: 0114788C)

Date: 29/05/2015
Place: Vadodara

Sd/-
Abhitesh Dubey
Partner
(Membership no. 147923)

CEO/CFO CERTIFICATION

To,
The Members,
PRABHAV INDUSTRIES LIMITED

I hereby confirm that all the members of the Board and Senior Management have affirmed compliance with the Code of Conduct. The Chairman and CEO have issued requisite certificates to the Board pursuant to Clause 49 of the Listing Agreement.

For Prabhav Industries Limited

Date: 29/05/2015

Place: Vadodara

SD/-
Jayesh R. Thakkar
Chairman & MD

CODE OF CONDUCT COMPLIANCE

To,
The Members,
PRABHAV INDUSTRIES LIMITED

As provided under clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the senior personnel have confirmed compliance with the Code of Conduct for the year ended on 31st March, 2015.

For, Prabhav Industries Limited

Date: 29/05/2015

Place: Vadodara

SD/-
Jayesh R. Thakkar
Chairman & MD

Management Discussion and Analysis Report

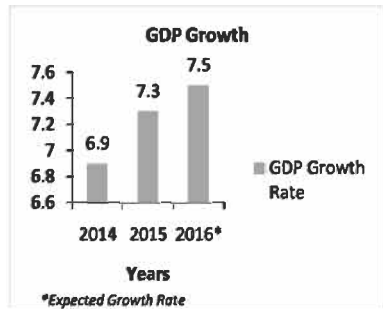
A. Overview:

The following operating and financial review is intended to convey the management's perspective on the financial condition and operating performance of the Company at the end of Financial Year 2014-15.

This report contains projections, estimates and expectations etc. which are just "forward-looking statements". Actual results could differ from those expressed or implied in this report. Important factors that may have impact on Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets, changes in the Government regulations/ policies, tax laws and other statutes and other incidental factors. The Company assumes no responsibility to publicly modify or revise any forward looking statements on the basis of any future events or new information. This Management Discussion and Analysis ("MD & A") of Prabhav Industries Ltd. for the year ended on 31st March, 2015 contains financial highlights but does not contain the complete financial statements of the Company. It should be read in conjunction with the Company's audited financial statements for the year ended on 31st March 2015.

B. Economic Overview:

India ranks seventh globally in terms of GDP at current prices and is expected to grow at 7.5 per cent in 2016. India's economy has witnessed a significant economic growth in the recent past, growing by 7.3 per cent in 2015 as against 6.9 per cent in 2014. The size of the Indian economy is estimated to be at Rs 129.57 trillion (US\$ 2.01 trillion) for the year 2014 compared to Rs 118.23 trillion (US\$ 1.84 trillion) in 2013. The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2014-15 is Rs 106.4 trillion (US\$ 1.596 trillion), as against Rs 99.21 trillion (US\$ 1.488 trillion) in 2013-14, registering a growth rate of 7.3 per cent.



C. Industry Structure:

Global steel industry:

In FY 2014, the world crude steel production reached 1665 million tonnes (mt) and showed a growth of 1% over 2013. China remained the world's largest crude steel producer in 2014 (823 mt) followed by Japan (110.7 mt), the USA (88.2 mt) and India (86.5 mt) at the 4th position. As per the projection Indian steel demand to grow by 6.2% in 2015 and by 7.3% in 2016 as compared to global steel use growth of 0.5% and 1.4% respectively. Per capita finished steel consumption in 2014 is estimated at 217 kg for world and 510 kg for China.

Steel industry in India:

The Indian steel industry has entered into a new development stage from 2007-08, riding high on the resurgent economy and rising demand for steel. Rapid rise in production has resulted in India becoming the 3rd largest producer of crude steel in 2015 and the country continues to be the largest producer of sponge iron or DRI in the world.

As per the report of the Working Group on Steel for the 12th Five Year Plan, there exist many factors which carry the potential of raising the per capita steel consumption in the country. These include among others, an estimated infrastructure investment of nearly a trillion dollars, and a projected growth of manufacturing from current 8% to 11-12%. At the time of its release, the National Steel Policy 2005 had envisaged steel production to reach 110 million tonnes (mt) by 2019-20. However, based on the assessment of the current ongoing projects, both in greenfield and brownfield, the Working Group on Steel for the 12th Five Year Plan has projected that domestic crude steel capacity in the country is likely to be 140 mt by 2016-17 and has the potential to reach 149 mt if all requirements are adequately met.

D. Outlook for import and export:**Import:**

Iron & steel are freely importable as per the extant policy.

Data on import of total finished steel (alloy + non alloy) is given for last five years:

Export:

Iron & steel are freely exportable.

Data on export of total finished steel (alloy + non alloy) is given for last five years:

Imports (in million tonnes)		Exports (in million tonnes)	
Years	Total Finished Steel	Years	Total Finished Steel
2010-11	6.66	2010-11	3.64
2011-12	6.86	2011-12	4.59
2012-13	7.93	2012-13	5.37
2013-14	5.45	2013-14	5.98
2014-15	9.32	2014-15	5.59

E. About Prabhav Industries:

Your Company currently operates in two segments, namely, Manufacture of M.S. Ingots from M.S. Steel and Trading in upstream and downstream metal products. Your Company commenced its first phase of operations by undertaking manufacturing of M.S. Ingots from M.S. Scrap and it is heartening to inform you that we have achieving rock- breaking success in the first phase of our operations.

Financial Performance:*(Rupees in Crores)*

Particulars	Mar 2015	Mar 2014
Net Sales	3.23	19.86
Other Income	0.28	0.47
Total Income	3.51	20.33
Total Expenses	3.95	25.58
Operating Profit	(6.07)	(5.26)
Net Profit	(6.07)	(5.26)
Equity Capital	5.08	5.08

The Indian economy is witness of the downturn in all industries during the financial year 2014-15. Due to struggling environment the turnover of the Company was reduced considerably however due to conservative approach of the Company the expenditures of the Company are also reduced substantially as compared to previous financial year.

F. Opportunities for steel industries

The New Industrial policy opened up the Indian iron and steel industry for private investment by

- (a) removing it from the list of industries reserved for public sector and
- (b) exempting it from compulsory licensing.

Imports of foreign technology as well as foreign direct investment are now freely permitted up to certain limits under an automatic route. The liberalization of the industrial policy and other initiatives taken by the government has spurred the growth of the private sector in the steel industry. While the existing units are being modernized or expanded, a large number of new steel plants have also come up in different parts of the country based on cost-effective and state-of-the-art technologies. In the last few years, the rapid and stable growth of the demand side has also prompted domestic entrepreneurs to set up fresh greenfield projects in different states of India.

Your management perceived that with the increase in global population, there is a greater need for steel to build public-transport infrastructure. Emerging economies will continue to drive demand as these countries require a significant amount of steel for urbanization and industrialization purposes. Even the Gujarat stands for growth model for Infrastructure Development. There are number of Infrastructure projects are under implementation or to be implementing in upcoming years in Gujarat. Notwithstanding poor growth in steel demand this year, the future of the industry is bright as India's per capita consumption is low and the government is planning to increase infrastructure spending.

Your Company believes that with increased government's focus on infrastructure and housing sectors, India's steel demand is likely to grow faster than production. While steel production continued to face intense pressure due to the lack of raw materials - iron ore and coal - linkage, its consumption will grow sustainably. The

forecast assumes significance in terms of recent announcement by new government which declared increased focus on infrastructure and housing sectors.

G. Threats & Risks and concerns:

Steel companies globally have been operating in a challenging environment of rising input costs and limited pricing power (in most years), leading to steady erosion in margins. The volatility in prices of raw materials and energy, including the mismatches between the trends in prices for raw materials and steel, as well as limitations on or disruptions in the supply of raw materials, could adversely affect the Company's profitability.

Declining margins, coupled with sluggish demand growth, has made investors cautious about steel companies. As a result, enterprise value for the Indian steel industry has declined almost 30 percent since FY2010.

Major threaten aspects of steel industries are:

1. Lack of mineral resources like Iron and Coal;
2. Limited supply of natural resources like water and land;
3. Pollution impacts on air and water;
4. Poor skills.

H. Risks and concerns:

The Steel industry is going through a tough time globally. Global overcapacity and demand slowdown has resulted in historically low international steel prices. This coupled with the poor demand outlook for the domestic market has impacted domestic realizations. Further, anti-dumping duties imposed by the US and many European countries has impacted exports and thereby worsened the domestic demand-supply imbalances. Overall, these factors have impacted the already poor financial health of most players in the domestic steel industry and limited their debt servicing capabilities.

However, your management is confident that due to liberalization of the Indian economy and de-regulation of the steel sector there has been large investment in the Sector. The favorable domestic demand outlook on account of expected growth in the industrial and infrastructure sectors attracted investments in the steel industry. The favorable international steel prices prevalent at that time also encouraged players to invest in fresh capacity.

The Prabhav Industries has risk concerns in respect to:

Raw Material: Raw materials are crucial in determining the competitive growth of any industry. This is more so for an input-intensive extractive industry like steel. Requirement of major raw materials in the steel industry is determined not only by the rate of growth in output but also by the technology adopted for making the required steel. Choice of technology, in its turn, is influenced by the relative costs of raw materials, energy, labour, capital and more specifically by the entire logistics of movement of raw materials and finished products. But at another level, for obtaining access to basic raw material linkages, especially of iron ore and coal, the

industry also has to depend on potential intervention by the state and consensus building within the larger social space.

Environmental Risks: All phases of the Steell business present environmental risks and hazards. As a result, they are subject to environmental regulation pursuant to a complex blend of federal, provincial, and municipal laws and regulations. The Company believes that it is in compliance with current applicable environmental rules and regulations.

Financial Risks: Financial risks associated with the steel industry include fluctuation in raw material prices, interest rates, and currency exchange rates and profitability of the Company depends on the prices and availability of the base oils. The prices of base oil have increased during the last year and have resulted in corresponding increase in cost of production. However, as a general practice in the industry, the higher input costs are passed on to the customers.

Operational Risks: Operational risks include competitive environmental factors, reservoir performance uncertainties and dependence upon third parties for commodity transportation & processing and a complex regulatory environment. The Company closely follows the applicable government regulations. The Company carries insurance coverage to protect itself against those potential losses that could be economically insured against.

I. Internal control systems and their adequacy

Your Company maintains an adequate and effective Internal Control system commensurate with its size and complexity. We believe that these internal control systems provide, among other things, a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparation of financial statements in conformity with established accounting principles and that the assets of your Company are adequately safe-guarded against significant misuse or loss. An independent Internal Audit function is an important element of your Company's internal control system. The internal control system is supplemented through an extensive internal audit program and periodic review by management and audit committee.

J. Human Resources.

The Company recognizes the importance and contribution of its human resources for its growth & development and values their talent, integrity and dedication. Company offers a highly entrepreneurial culture with a team based approach that we believe encourages growth and motivates its employees. The Company has been successful in attracting and retaining key professionals and intends to continue to seek fresh talent to further enhance and grow our business.

Date: 29/05/2015
Place: Vadodara

For and on behalf of the Board
For Prabhav Industries Limited

SD/-
Jayesh R. Thakkar
Chairman & MD

Financial Statements and Notes

Independent Auditor's Report

To the Members of Prabhav Industries Limited

Report on the Financial Statement

We have audited the accompanying financial Statement of **Prabhav Industries Limited**. (the Company) which comprises the Balance Sheet as at 31st March 2015, and the statement of Profit & Loss and Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Financial Statements and Notes

Independent Auditor's Report

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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date ; and
- c) In the case of the Cash Flow Statement, the cash flows for the year ended on that date.

Report on other legal and Regulatory Requirement

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, and Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, and Statement of Profit and Loss, comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Sheetal Samriya & Associates

Chartered Accountants,

(Firm Registration No.: 011478C)

Sd/-

Abhitesh Dubey

Partner

(Membership No.: 147923)

Vadodara, 29 May, 2015

Financial Statements and Notes

Annexure to Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal & Regulatory Requirements' section of our report of even date)

- (i) Having regard to the nature of the Company's business/activities/results/during the year, clause (vii), (xi), (xii), (xiii), (xix) of paragraph 4 of the Order are not applicable to the Company.
- (ii) **In Respect of its Fixed Assets:**
- (a) As informed to us, the Company is in the process of compiling records to showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, fixed assets, according to the practice of the Company are physically verified by the management at reasonable intervals, in a phased verification-programme, which, in our opinion, is reasonable, looking to the size of the Company and the nature of its business. As informed to us, no material discrepancies have been noticed on verification;
 - (c) The Fixed Assets disposed off during the year constitute a substantial part of the fixed assets of the company and such disposal has, in our opinion, affected the going concern of Manufacturing Division of the company.
- (ii) **In Respect of its Inventory:**
- (a) As informed to us, the Inventory of Finished and semi-finished goods and raw materials at works were physical verified by the management at reasonable intervals during the year. In our opinion, having regard to the nature and location of stock, 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 were reasonable and adequate in relation to the size of the company and nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventory, and no material discrepancy were noticed on physical verification.
- (iii) The Company has granted unsecured loans to 6 companies and 1 Interested Party listed in the register maintained under Section 301 of the Companies Act, 1956. The year balance of loans granted to these was ₹. 378.67 Lacs. (P.Y. ₹.364.36 Lacs.)

In our opinion and according to the information and explanations given to us, the terms and condition of loan given to the parties covered under in the register maintained under section 301 of the Companies Act, 1956 are not prima facie prejudicial to the interest of the Company.

According to the information and explanations given to us, no repayment schedule has been specified and accordingly the question of regularity in payment of principal amount and interest wherever applicable does not arise. However the said loan is repayable on demand.

The Company has taken unsecured loans from 2 company and 2 Directors listed in the Register maintained under Section 301 of the Companies Act, 1956. The year balance of loans taken from these was ₹.193.84 Lacs. (P.Y. ₹.435.18 Lacs)

Financial Statements and Notes

Annexure to Independent Auditor's Report

In respect of above Loans taken, no repayment schedule has been specified with regard to the Interest / Repayment or any other terms and conditions.

- (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 and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) According to the information and explanations given to us, the details of transaction that needed to be entered in the register in pursuance of section 301 of the Company Act, 1956, have been so entered. According to information and explanations given to us, the transactions of purchase and sale of goods/services made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted deposits from other corporate which attracting the provisions of section 58A and 58AA of the Companies Act, 1956, and the rules framed there under.
- (vii) The system of internal audit of the Company needs to be strengthened and commensurate with the size and nature of its business.
- (viii) **In respect of statutory dues:**
- (a) According to the information, explanation and records verified by us the Company has generally been regular in depositing Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom duty, Excise Duty, Cess, other material statutory dues applicable to it with the appropriate authorities. We are informed that the company intends to obtains exemption from Provident Fund, Employees state insurance Act.
- (b) There were no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Excise Duty, Custom Duty, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months for the date they become payable.
- X) Accumulated losses at the end of financial year ended on 31st March, 2015 is ₹.1172.70/- Lacs which does not exceed 50% of its net worth and it has not incurred cash losses in the financial year ended on the date and in the immediately preceding financial Year.
- (xi) The Company is dealing in or trading in share, securities, Debenture or other investment. The Company has maintained proper records of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. Further such securities have been held by the Company in its own name or are in the process of transfer in its own Company name.

Financial Statements and Notes

Annexure to Independent Auditor's Report

- (xii) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xiii) According to the information and explanations given to us and as per records made available for our verification, the Company has not taken any term loan during the year.
- (xiv) In our opinion and according to the information and explanation given to us and overall examination of the balance sheet of the company, we report that funds raised on short term basis have, prima facie, not been used during the year for long term investment.
- (xv) As the Company has not made any preferential allotment of shares during the year to parties and companies covered in the Register maintained under Section 301 of the Act, the provisions of clause 4(xviii) of the Order are not applicable to the Company.
- (xvi) The Company has not raised any money by public issue during the year.
- (xvii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud was noticed or reported during year.

For Sheetal Samriya & Associates
Chartered Accountants,
(Firm Registration No.:011478C)

Sd/-
Abhitesh Dubey
Partner
Membership No.: 147923
Vadodara, 29 May, 2015

Financial Statements and Notes
Prabhav Industries Limited

BALANCE SHEET AS AT MARCH 31, 2015

		(Amount in ₹.)			
	Note No.	As at 31/3/2015		As at 31/3/2014	
EQUITY AND LIABILITIES					
1) Shareholders' Funds					
(a) Share capital	2	460,891,000.00		460,891,000.00	
(b) Reserves and surplus	3	908,586,939.99	1,389,477,938.99	969,318,650.14	1,430,269,850.14
2) Share application money pending allotment			350,000.00		350,000.00
3) Non-current liabilities					
(a) Long-term borrowings	4	154,802,610.63		133,979,369.53	
(b) Deferred tax liabilities (Net)	5	1,508,168.00		1,508,168.00	
(c) Other long term liabilities	6	20,047,108.05		89,117,846.99	
(d) Other long term provisions	7	2,113,800.00	17847188.68	2,114,400.00	226,719,784.52
4) Current liabilities					
(a) Trade payables	8	71,431,327.76		14,302,932.85	
(b) Other current liabilities	9	591,235.25		313,010.50	
(c) Short-term borrowing	10	6,054,915.70		23,721,565.97	
(d) Other Short term provisions	11	-	7867478.71	100,000.00	38,437,509.32
TOTAL			1,826,377,106.83		1,885,716,945.43
ASSETS					
5) Non-current Assets					
(a) Fixed Assets					
(i) Tangible assets	12	1,267,891.00		68,371,051.66	
(ii) Intangible assets		201,656.00		201,656.00	
(iii) Capital work-in-progress		0.00	1489547.00	-	68,572,707.66
(b) Non-current investments					
(b) Non-current investments	13	402,422,000.00		560,337,000.00	
(c) Long-term loans and advances	14	392,124,938.50		326,779,877.53	
(d) Other non-current assets	15	638,188,044.64	1432734883.14	718,620,757.17	1,805,737,634.70
6) Current Assets					
(a) Inventories	16	26,997,399.60		15,327,302.60	
(b) Trade receivables	17	159,146,722.00		2,877,592.00	
(c) Cash and Bank Balances	18	138,866.37		85,837.64	
(d) Short-term loans and advances	19	5,839,384.10		3,115,870.83	
(e) Other Current Assets	20	50,204.62	192172576.68	-	21,406,603.07
TOTAL			1,826,377,106.83		1,885,716,945.43

Summary of significant accounting policies 1
The Notes are an integral part of financial statements

This is the Balance sheet referred to in our report even date
For Shaetal Samriya & Associates
Chartered Accountants
Firm Registration No.: 011478C

For and on behalf of the Board of Directors of
Prabhav Industries Limited

Sd/-
Abhiteah Dubey
Partner
Membership No. 147923

Sd/-
Mr. Jayesh Thakkar
Managing director

Sd/-
Mr. Bhavesh Desai
Director

Vadodara, 29th May, 2015.

Financial Statements and Notes
Prabhav Industries Limited
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH, 2015.

(Amount in ₹.)

	Note No.	Year ended 3/31/2015	Year ended 3/31/2014
1) REVENUE			
(a) Revenue from operations (Net of Excise Duty)	21	32,304,998.40	198,591,743.70
		32,304,998.40	198,591,743.70
(b) Other income	22	2,810,300.03	4,685,096.81
Total Revenue		35,115,298.43	203,276,840.51
2) EXPENSE			
(a) Cost of Material Consumed	23	6,267,321.00	189,507,541.58
(b) Purchases of stock-in-trade	24	44,871,042.02	8,578,081.75
(c) Changes in inventories of finished goods, WIP	25	(17,937,418.00)	12,266,452.40
(d) Employee benefits expense	26	1,030,034.00	1,450,818.00
(e) Finance costs	27	2,916,224.00	4,711,168.04
(f) Depreciation and amortization expense	12	-	9,722,463.00
(g) Other expenses	28	2,314,085.46	29,563,306.21
		39,461,288.48	255,799,830.98
Total Expenses		39,461,288.48	255,799,830.98
3) Profit before Exceptional Items and Tax		(4,345,990.05)	(52,522,990.47)
4) Exceptional Items (Net)		56,385,720.10	80,181.39
5) Profit before Tax		(80,731,710.15)	(52,603,171.86)
6) Tax Expenses:			
(a) Current Tax		-	-
(b) Mat Credit		-	-
(c) Deferred Tax		-	-
7) Profit After Tax		(80,731,710.15)	(52,603,171.86)
8) Nominal value per share			
Basic value per share		(1.32)	(1.14)
Diluted Earning per share		(1.32)	(1.14)

Summary of significant accounting policies 1

The Notes are an integral part of financial statements

This is the Profit and Loss Statement referred to in our report even date
For Sheetal Samriya & Associates
Chartered Accountants
 Firm Registration No.: 011478C

For and on behalf of the Board of Directors of
Prabhav Industries Limited

Sd/-
 Abhitesh Dubey
 Partner
 Membership No.147923
 Vadodara, 29th May, 2015.

Sd/-
 Mr Jayesh Thakkar
 Managing director

Sd/-
 Mr. Bhavesh Desai
 Director

Financial Statements and Notes
Prabhav Industries Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended 3/31/2015	(Amount in ₹. Year ended 3/31/2014
A. Cash Flow from Operating Activities :		
Profit before Tax	(60,731,710)	(52,603,172)
Adjustments for:		
Depreciation and Amortisation Expense	-	9,722,463
Other non-operating income (Incl Written - off)	(183,386)	(4,882)
Interest expense	2,817,457	4,531,372
Preliminary Expenses W off	557,008	557,007
Income Tax Provision	-	-
Dividend Income	-	1,180
Profit/(Loss) on sale of investment	(56,385,720)	11,043
Interest income	2,590,969	4,667,992
Operating Profit before Working Capital changes	(3,745,880)	(42,477,427)
Adjustments for :		
Inventories	(11,670,097)	14,036,871
Trade receivables and Other Receivable	(156,269,130)	18,548,612
Trade payable and Other Payables	57,128,395	(27,938,015)
Increase/(Decrease) in Loans & Advances & Other Assets	77,284,773	54,138,912
Increase/(Decrease) in Liability	(68,792,514)	(18,977,551)
Increase/(Decrease) in provisions	(100,000)	(3,305,812)
Cash Generated from Operation	(106,164,453)	(5,974,410)
Direct Tax Paid	-	-
Net Cash inflow from/ (outflow) from Operating activities	(106,164,453)	(5,974,410)
B. Cash Flow from Investing Activities :		
Purchase of fixed assets	-	(126,772)
Sale Proceeds from investments & fixed assets	168,632,441	279,856,500
Interest received	2,590,969	4,667,992
Dividend received	-	1,180
Net Cash inflow from/ (outflow) from Investing activities	171,223,410	284,398,900
C. Cash Flow from Financing Activities :		
Proceeds / Repayment from Long Term Borrowing(Net)	20,823,241	(263,021,290)
Proceeds/ Repayment from Loans and Advances (Net)	(65,345,061)	(10,381,170)
Short term borrowings & Interest paid	(20,484,107)	(7,502,479)
Net Cash inflow from/ (outflow) from Financing activities	(65,005,927)	(280,904,939)
Net Increase / (decrease) in cash and cash equivalents	53,029	(2,480,449)
Opening Cash and Cash Equivalents		
Cash in hand	67,680	396,662
Bank balances	18,157	2,169,624
	85,837	2,566,286
Closing Cash and Cash Equivalents		
Cash in hand	51,706	67,680
Bank balances	87,160	18,157
	138,866	85,837

Additional Information :

- The Above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statement (AS-3)' issued by the Companies Accounting Standard Rules, 2006
- Figures in bracket represent outflows.
- Previous year figures have been recast/restated where necessary

This is Cash Flow Statement referred to in our report of even date

For Sheetal Samriya & Associates
Chartered Accountants
Firm Registration No.: O11478C
Sd/-
Abhitesh Dubey
Partner
Membership No.147923

For and on behalf of the Board of Directors of
Prabhav Industries Limited

Sd/-
Mr Jayesh Thakkar
Managing director

Sd/-
Mr. Bhavesh Desai
Director

Vadodara, 29th May, 2015.

Financial Statements and Notes

Notes Forming Part of the Financial Statements

1. General Information

Prabhav Industries Limited is Public Limited Company incorporated in India under the provisions of the Companies Act, 1956. The Company's strength lies in the business process of manufacturing of MS Ingots and also in Trading of Metal Scraps.

2. Basis of preparation and presentation of financial statements

(a) Accounting Convention

The Accounts of the Company are prepared under the Historical Cost Convention on the Accrual Basis of Accounting in accordance with the Generally Accepted Accounting Principles in India ("GAAP") and in compliance with the mandatory Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006, as amended, and with the relevant provisions of the Companies Act, 1956. The Financial Statements are presented in Indian Rupees rounded off to the nearest rupees.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting periods. Examples of such estimate include future obligations under employee benefit plans, income taxes, useful lives of fixed assets and intangible assets, impairment of assets, provision for doubtful debts etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could vary from these estimates. Appropriate changes in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Any revision to accounting estimates is recognized in the period in which such results are known/materialized. Effect of material changes is disclosed in the notes to the financial statements.

The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisitions of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non-current classification of assets and liabilities.

Financial Statements and Notes

Notes Forming Part of the Financial Statements

(b) Tangible Assets, Depreciation

- i. Tangible assets are stated at Cost less Accumulated Depreciation, Impairment loss, if any, ascertained as per the Accounting Standard 28 (Impairment of Assets). Cost comprises the Purchase Price and any such costs attributable for the purpose of bringing the asset to its working condition for its intended use.
- ii. During the current financial year the company has disposed of substantial part of fixed assets of Manufacturing Division which has affected the going concern of the manufacturing Division and based on that management has not provided depreciation on fixed assets.
- iii. Tangible Assets below Rs.10000 are fully depreciated in the year of acquisition.

(c) Investment

Investments of long term-nature are stated at cost, less adjustment for any diminution, other than temporary, in the value thereof. Current Investments are stated at lower of cost or market value.

(d) Inventory

1. Finished and Semi-Finished Products produced and purchased by the company are carried at Cost and net realisable value, whichever is lower.
2. Work in Progress is carried at lower of cost and net realisable value.
3. Raw Material is carried at lower of cost and net realisable value.
4. Stores and Spares parts are carried at cost. Necessary provision is made and expensed in case of identified obsolete and non moving items.

Cost of Inventory is generally ascertained on the 'Weighted average' basis.

Cost Comprises expenditure incurred in the normal course of business in bringing such inventories to its location and includes, where applicable, appropriate overheads based on normal level of activity. Packing Material is considered as finished goods. Consumable stores are written off in the year of Purchase.

(e) Employee Benefits

Provision for Gratuity, Leave Encashment and bonus has not been made as none of the employee have completed the minimum qualified period of services.

Financial Statements and Notes

Notes Forming Part of the Financial Statements

(f) Impairment of Assets

At each balance sheet date, the management reviews the carrying amounts of each cash generating unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. Recoverable amount is higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the assets and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the assets. Cash flows used to determine value in use are derived from annual budgets and strategic plans of the cash generating units.

(g) Revenue Recognition

Sale are recognized on when substantial risks and rewards of ownership in the goods are transferred to the buyer i.e. delivery as per terms of sale.

(h) Other Income

Interest Income and income from Investments are accounted on accrual basis. Dividend Income is recognized when the right to receive dividend is established.

(i) Foreign Currency Transactions

Transactions in Foreign Currency and Non-Monetary Assets are accounted for at the Exchange Rate prevailing on the date of the transaction. All monetary items denominated in Foreign Currency are converted at the Year-End Exchange Rate. The Exchange Differences arising on such conversion and on settlement of the transactions are recognized as income or as expenses in the year in which they arise.

(j) Taxes on Income

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred Tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets.

Deferred Tax Assets are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

(k) Cash & Cash Equivalent

Cash & Cash Equivalent for the purpose of cash flow statement comprises of cash at bank and in hand and short term investments/ bank deposits with an original maturity of three months or less.

Financial Statements and Notes

Notes Forming Part of the Financial Statements

(l) Provisions

A Provision is recognized when company has a present obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(m) Trade Receivables:

In respect of Receivable for Sundry Debtors (Incl. Receivable on Sale of Investments) of Rs.1591.47 Lacs and Other Trade receivable, the amount of Bad & Doubtful Debts are is not ascertainable on account of non- receipt of confirmation from the party.

- (n) In respect of loan and advances, the amount of bad and doubtful debts is not ascertainable on account of non- receipt of confirmation from the party.
- (o) In the opinion of the Directors, Current Assets, Loans & Advances have values at which they are stated in the Balance Sheet, if realized in the ordinary course of business. The provision for depreciation and all known liabilities is adequate.
- (p) Sundry Creditors, Unsecured loans, other liabilities, loans and advances, sundry debtors, and other current assets are subject to confirmation.
- (q) Micro Small & Medium Enterprise: The Company is in the process of compiling the relevant information. Dues to Micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by us.
- (r) In the opinion of the Management, the Provident Fund and ESI act are not applicable, hence no provision have been made for the same.
- (s) Earning & Expenditure in Foreign Currency :Nil (P.Y. – Nil)
- (t) Directors Remuneration: 3,60,000 (P.Y. – 2,92,500)
- (u) Auditors Remuneration : 56,180 (P.Y.56,180)

Financial Statements and Notes

Notes Forming Part of the Financial Statements

(v) Related party disclosures

a. List of related parties with whom transaction have taken place

Sr. No.	Name of the Related Party	Relationship
A	Associates Companies	
1.	Pavitra Corporation.	Companies / Firms in which Directors / Relative of Director are interested
2.	Natural Expo Agro Industries Ltd.	
3.	Pacific Finstock Ltd.	
4.	Pacific Securities Ltd.	
5.	Kavit Industries Ltd.	
6.	Ranger Software Tech. Pvt Ltd.	
7.	Kavit Logistics.	
B	Key Management Personnel	
	Jayesh Thakkar Bhavesh Desai	Director of the Company
C	Mrs. Artiben J Thakkar	Relative of the Director

Financial Statements & Notes

Prabhav Industries Limited

2 SHARE CAPITAL :

AUTHORISED

5,50,00,000 Equity Shares of Rs.10/- each

TOTAL

ISSUED, SUBSCRIBED & PAID-UP

Issued:

5,08,60,000 Equity Shares of Rs. 10/- each issued

Subscribed & Paid up:

50760500 Equity shares of Rs.10/- each

Less : Shares Forfeited

TOTAL

As At 31 March,2015	As At 31 March,2014
550,000,000.00	550,000,000.00
550,000,000.00	550,000,000.00
508,600,000.00	508,600,000.00
507,605,000.00	507,605,000.00
46,714,000.00	46,714,000.00
460,891,000.00	460,891,000.00

Terms/rights attached to equity shares :

2.1 The company has only one class of equity shares having a par value of ₹.10/- per share. Each Holder of equity shares is entitled to vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board Directors is Meeting. During the year ended 31st March subject to the approval of the shareholders in the ensuing Annual General 2015, was ₹. Nil (Previous Year ₹. Nil) the amount of per share dividend recognised as distributions to equity shareholders

2.2 Details of Share holders holding more than 5% of Shares are as under:-

Name	Category	As at 31 March,2015		As at 31 March,2014	
		% of Shareholding	No of Shares	% of Shareholding	No of Shares
Shriram Credit Company Limited	Corporate	6.19%	2854269	6.20%	2859585

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding share holding pattern as on 31/03/2015.

2.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :-

Particulars	As on 31-03-2015		As on 31-03-2014	
	Number of Shares	Rs. in Lakhs	Number of Shares	Rs. in Lakhs
Outstanding at the beginning of the year	46,089,100.00	460,891,000.00	46,089,100.00	460,891,000.00
Add : Fresh issue during the year	---	---	---	---
Outstanding at the end of the year	46,089,100.00	460,891,000.00	46,089,100.00	460,891,000.00

Financial Statements & Notes
Prabhav Industries Limited
3 RESERVES AND SURPLUS :
Securities Premium Reserve

Opening at beginning	1,025,857,000.00	1,025,857,000.00
Addition during the year	---	---
Utilised during the year	---	---
Closing at end	1,025,857,000.00	1,025,857,000.00

General Reserve

Opening at beginning	---	---
Addition during the year	---	---
Utilised during the year	---	---
Closing at end	---	---

Surplus/(Deficit)

Opening at beginning	(56,538,349.86)	(3,935,178.00)
Addition during the year	(60,731,710.15)	(52,603,171.86)
Closing at end	(117,270,060.01)	(56,538,348.86)
Grand Total	908,586,939.99	969,318,650.14

As At 31 March,2015	As At 31 March,2014
1,025,857,000.00	1,025,857,000.00
---	---
---	---
1,025,857,000.00	1,025,857,000.00
---	---
---	---
---	---
---	---
(56,538,349.86)	(3,935,178.00)
(60,731,710.15)	(52,603,171.86)
(117,270,060.01)	(56,538,348.86)
908,586,939.99	969,318,650.14

4 LONG-TERM BORROWINGS :
Secured Term Loans

i) From Banks	---	---
ii) From Financial Institutions	---	---
iii) From NBFC	---	---

Sub-Total (a)
Unsecured Term Loans

i) Loans and Advances from related parties		
From Directors	279,383.63	24,157,637.53
From Corporates	19,104,495.00	691,500.00
ii) Other Loans and Advances		
From Corporates	83,729,002.00	20,778,502.00
Others	51,689,730.00	88,351,730.00

Sub-Total (b)
Total (a+b)

As At 31 March,2015	As At 31 March,2014
---	---
---	---
---	---
---	---
279,383.63	24,157,637.53
19,104,495.00	691,500.00
83,729,002.00	20,778,502.00
51,689,730.00	88,351,730.00
154,802,610.63	133,979,369.53
154,802,610.63	133,979,369.53

4.1 All the Unsecured loans are without any repayment schedule but are payable on demand.

5 DEFERRED TAX :

Carry Forward losses & Depreciation	---	---
Others	---	---

Total Deferred Assets

Depreciation Differences

Total Deferred Liabilities

Net Deferred (Liability)/Assets

Net Deferred Tax (Liability)/Assets*

Amount debited/(Credited) to Profit & Loss Statement

5.1 Current Year depreciation has not been calculated.

5.2 The Company has disposed off its whole Plant & Machinery of Manufacturing Division , so deferred tax has not been calculated.

As At 31 March,2015	As At 31 March,2014
---	---
---	---
---	---
---	---
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Financial Statements & Notes**Prabhav Industries Limited****6 OTHER LONG TERM LIABILITIES :**

Trade Payables
Others

As At 31 March,2015	As At 31 March,2014
19,168,573.05	89,117,846.99
878,535.00	---
20,047,108.05	89,117,846.99

Total

6.1 Other includes Brokerage Payable

7 OTHER LONG TERM PROVISIONS :

Provision for Employee Benefits

Statutory Dues

As At 31 March,2015	As At 31 March,2014
2,113,800.00	2,114,400.00
2,113,800.00	2,114,400.00

Total

7.1 The Management is of the Opinion that none of the employees falls with in the provision of Gratuity,PF,ESIC and others, so no provision has been done.

7.2 Statutory Dues includes Provision for Income tax & Others.

8 TRADE PAYABLES :

Trade Payables*

As At 31 March,2015	As At 31 March,2014
71,431,327.76	14,302,932.85
71,431,327.76	14,302,932.85

Total

8.1 Trade payables are for goods purchased and services taken during the normal course of business.

8.2 The Company has not received information from vendors regarding their status under the Micro, Small & Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid at the year end together with interest paid/payable under the Act have not been given.

9 OTHER CURRENT LIABILITIES :**Current Maturities of Long-Term Loans****Secured Term Loans**

From Banks
From Financial Institutions
From NBFC

Total (A)**Unsecured Term Loans**

From NBFC

Total (B)**Others**

Creditors for capital Expenditure
Statutory Dues

Total (C)

Interest Accrued but not Due on Borrowings

Grand Total (A+B+C)

As At 31 March,2015	As At 31 March,2014
---	---
---	---
---	---
---	---
---	---
---	---
---	---
---	---
---	---
581,235.25	313,010.50
581,235.25	313,010.50
---	---
581,235.25	313,010.50

9.1 Statutory dues includes VAT, Excise Duty, TDS, service tax & other statutory payables.

9.2 Advances received from customer includes advances against future Sales to be held in next 12 Months

9.3 Other Current liabilities includes rent payable , interest payable and staff dues.

Financial Statements & Notes
Prabhav Industries Limited
10 SHORT-TERM BORROWINGS :
Secured

Working capital facilities from Banks

6,037,415.70 23,721,565.97

6,037,415.70 23,721,565.97
Unsecured

Loans From related parties

17,500.00 ---

17,500.00 ---
Grand Total
6,954,915.70 23,721,565.97

As At 31 March,2015	As At 31 March,2014
6,037,415.70	23,721,565.97
6,037,415.70	23,721,565.97
17,500.00	---
17,500.00	---
6,954,915.70	23,721,565.97

10.1 Working capital facilities include Cash Credit Facilities from UCO Bank outstanding Rs 60.37 lacs which are secured by charge by way of hypothecation of stock of raw materials, finished goods, consumables, stores, spares, book-debts (excluding credit card receivables), bills etc. of the company. There is also charge on the Plant & Machinery of the company.

11 OTHER SHORT-TERM PROVISIONS :

Provision for Employee Benefits

Provision for Gratuity

Others

Total (A)

Provision for Expenses

Provision for Income Tax

Total (B)
Total (A+B)

As At 31 March,2015	As At 31 March,2014
---	---
---	100,000.00
---	100,000.00
---	---
---	---
---	---
---	100,000.00

11.1 Others includes salary and other expense payable to staff

13 NON-CURRENT INVESTMENTS :
A Trade Investments (Unquoted At Cost)
Other Investment

Fully Paid up Equity Shares

365,722,000.00 475,637,000.00

Partly Paid up Equity Shares

31,700,000.00 31,700,000.00

Share Application Money

5,000,000.00 53,000,000.00

Sub-Total (A)
402,422,000.00 560,337,000.00
B Other Investments (Unquoted at Market Value)
Sub-Total (B)
Total (A+B)
402,422,000.00 560,337,000.00
Aggregate amount of quoted Investments
Market Value of quoted Investments
Aggregate book value of un-quoted Investments
402,422,000.00 560,337,000.00

As At 31 March,2015	As At 31 March,2014
365,722,000.00	475,637,000.00
31,700,000.00	31,700,000.00
5,000,000.00	53,000,000.00
402,422,000.00	560,337,000.00
---	---
---	---
402,422,000.00	560,337,000.00
402,422,000.00	560,337,000.00
---	---
402,422,000.00	560,337,000.00

13.1 Investment in shares includes investments in various corporates & private limited companies. Investment are stated at cost.

13.2 During the current year Company has sold investment of ₹. 1579.15 Lacs (Previous Year ₹. 1044.87 Lacs)

Financial Statements & Notes
Prabhav Industries Limited**14 LONG -TERM LOANS AND ADVANCES :****(Unsecured and Considered Good)**

i) Loans and Advances from related parties

To Corporates

Others

Sub-Total (A)

ii) Other Loans and Advances

To Corporates

Others

Sub-Total (B)**Total (A+B)**

	As At 31 March,2015	As At 31 March,2014
To Corporates	37,596,617.50	---
Others	270,300.00	---
Sub-Total (A)	37,866,917.50	---
To Corporates	274,342,743.00	153,420,782.50
Others	79,915,278.00	173,359,095.03
Sub-Total (B)	354,258,021.00	326,779,877.53
Total (A+B)	392,124,938.50	326,779,877.53

14.1 Other includes balances with statutory Authority , electricity deposits & lease rent deposits & others.

15 OTHER NON-CURRENT ASSETS :**(Unsecured and Considered Good)**

Trade Receivables

Statutory Dues

Others

Total

	As At 31 March,2015	As At 31 March,2014
Trade Receivables	634,259,235.38	717,483,672.38
Statutory Dues	3,928,809.26	539,376.17
Others	---	597,708.62
Total	638,188,044.64	718,620,757.17

15.1 Others includes Miscellaneous Expenditure & Pre- operative Expense etc

15.2 Statutory dues includes TDS & TCS receivable

15.3 Trade Receivable includes receivable from Sale of Investment, Trading sales & Manufacturing sales.

16 INVENTORIES :**(Valued at lower of cost & NRV whichever is less & certified by management)**

Raw Material

Finished Goods

	As At 31 March,2015	As At 31 March,2014
Raw Material	---	6,267,321.00
Finished Goods	26,997,399.50	9,059,981.60
Total	26,997,399.50	15,327,302.60

17 TRADE RECEIVABLES :**(Unsecured and Considered Good)**

Outstanding for a period exceeding six months from the due date of payment

Considered Good

Doubtful

Outstanding for a period less than six months from the due date of payment

Considered good

Doubtful

Provision for doubtful trade receivables

Total

	As At 31 March,2015	As At 31 March,2014
Considered Good	---	---
Doubtful	---	---
Considered good	159,146,722.00	2,877,592.00
Doubtful	---	---
	159,146,722.00	2,877,592.00
Provision for doubtful trade receivables	---	---
Total	159,146,722.00	2,877,592.00

18 CASH & BANK BALANCE :**Cash & Cash Equivalents**

Cash on Hand

Balances with Bank

On current Accounts:

(With Scheduled Bank)

Total

	As At 31 March,2015	As At 31 March,2014
Cash on Hand	51,706.26	67,680.26
On current Accounts:		
(With Scheduled Bank)	87,160.11	18,157.38
Total	138,866.37	85,837.64

Financial Statements & Notes
Prabhav Industries Limited**19 SHORT TERM LOANS & ADVANCES :**

Prepaid Insurance
TDS / TCS Receivable
Advance Income Tax
Others

Total

As At 31 March,2015	As At 31 March,2014
---	65,269.00
259,183.00	2,184,438.83
---	828,770.00
5,580,201.10	37,393.00
5,839,384.10	3,115,870.83

19.1 Others includes short term loans & advances given to related party.

20 OTHER CURRENT ASSETS :

Others

Total

As At 31 March,2015	As At 31 March,2014
50,204.62	---
50,204.62	---

Financial Statements & Notes

Prabhav Industries Limited

21 - REVENUE FROM OPERATIONS

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Sale of Products (Gross)	33,587,258.40	231,125,249.66
Less: Excise Duty	1,282,260.00	34,607,447.90
Total	32,304,998.40	196,517,801.76
Sale of Shares	-	2,073,941.94
Total	32,304,998.40	198,591,743.70

22 - OTHER INCOME

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Interest Income	2,590,969.00	4,667,991.50
Dividend Income	-	1,180.00
Miscellaneous Income	35,945.00	-
Net gain/loss on sale of investments	-	11,043.00
Other non-operating income	183,386.03	4,882.31
(net of expenses directly attributable to such Income incl Written off)		
Total	2,810,300.03	4,683,096.81

23 - COST OF MATERIAL CONSUMED

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Opening Stock of Raw Materials	6,267,321.00	8,037,740.00
Add: Purchases of Raw Materials	-	187,737,122.58
Less: Closing Stock of Raw Materials	-	6,267,321.00
Total	6,267,321.00	189,507,541.58

24 - PURCHASE OF STOCK-IN-TRADE

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Trading Purchase*	44,871,042.02	8,578,081.75
Total	44,871,042.02	8,578,081.75

24.1 Trading Purchase includes purchase of equity shares & Material for trading.

25 - CHANGES IN INVENTORY OF FINISHED GOODS, WORK-IN-PROGRESS

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
<u>Opening Inventory</u>		
Finished Goods	9,014,381.60	20,380,704.00
Equity Shares	45,600.00	945,730.00
Sub total (A)	9,059,981.60	21,326,434.00
<u>Closing Inventory</u>		
Finished Goods	26,951,799.60	9,014,381.60
Equity Shares	45,600.00	45,600.00
Sub total (B)	26,997,399.60	9,059,981.60
Total (A+B)	(17,937,418.00)	12,266,452.40

Financial Statements & Notes
Prabhav Industries Limited**26 - EMPLOYEE BENEFIT EXPENSES**

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Director's Remuneration	360,000.00	292,500.00
Salaries and incentives	446,420.00	688,202.00
Security Expenses	223,614.00	392,257.00
Staff welfare expenses	-	77,859.00
Total	1,030,034.00	1,450,818.00

27 - FINANCE COST

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Bank Interest	2,817,457.00	4,531,371.99
Other borrowing interest	-	30,422.82
Bank Charges	98,767.00	149,373.23
Total	2,916,224.00	4,711,168.04

28 - OTHER EXPENSES

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
MANUFACTURING EXPENSES		
Power & Fuel Charges	296,497.00	21,460,515.59
Labour & Wages Charges Expenses	-	1,242,290.00
Freight & Carting Charges	-	1,880,102.00
Other Direct Charges	112,885.00	586,550.00
Factory Expense	-	64,314.00
Sub Total (A)	409,382.00	25,233,771.59
ADMINISTRATIVE EXPENSES		
Advertisement Expenses	60,090	11,000.00
Audit Fees	56,180	56,180.00
Building Maintenance Charges	-	76,559.00
Brokerage	-	21,079.00
Conveyance & Vehicle running Expense	262,756	7,700.00
Donation	-	36,000.00
Demate	-	6,460.68
Listing Fees	-	89,888.00
Electricity Expenses	94,683	108,571.00
Fees, Rates & Taxes	224,720	112,360.00
Interate Charges	5,299	23,367.00
Legal & Professional Fees	100,104	230,780.15
Office & Miscellaneous Expenses	5,680	92,302.17
Postage and Courier Expenses	7,333	22,583.00
Printing & Stationery Expenses	42,988	49,469.00
Rent, Rates & Taxes	71,989	900,000.00
Registration & Filing Fees	-	2,000.00
Repairs & Maintenance	7,029	-
Telephone Expenses	122,739	137,048.00
Travelling Expenses	8,350	235,272.66
Other Administrative Expense	212,486	467,133.10
Sub Total (B)	1,282,426	2,655,752.77
OTHER EXPENSES		
Preliminary & Shares Issued Expenses W-off.	557,008	557,007.00
Insurance Expenses	65,269	134,573.00
Sales and Promotion Expenses	-	15,000.00
Sundry Balance W/off	-	937,201.85
Sub Total (C)	622,277	1,643,781.85
Total (A+B+C)	2,314,085	29,563,306.21

Financial Statements & Notes
Prabhav Industries Limited**29 - EARNINGS PER EQUITY SHARES**

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Basic Earnings per Share		
Profit/(Loss) attributable to Equity shareholders	(60,731,710)	(52,603,171.86)
Weighted average number of equity shares	46,089,100	46,089,100
Basic Earnings Per Share	(1.32)	(1.14)
Face value per Share	10	10
Dilutive Earnings per Share		
Profit after adjusting interest on potential equity shares	(60,731,710)	(52,603,172)
Weighted average number of equity share after considering potential equity shares	46,089,100	46,089,100
Dilutive Earnings per Share	(1.32)	(1.14)

12 Fixed Assets :

a) Tangible Assets	Amount in ₹.									
	Building	Plant & Machinery	Other Plant & Machinery	Electrical Installation	Furniture & Fixtures	Office Equipments	Computers	Vehicle	Auto level meter	Total
Gross Block as at 01.04.2014	13,440,422	66,749,978	14,814,987	12,888	284,513	110,535	790,793	1,633,311	10,500	97,847,927
Addition during the year	-	-	-	-	-	-	-	-	-	-
Deduction during the year	13,440,422	66,749,978	14,814,987	-	-	-	-	-	10,500	95,015,887
Revaluation / Impairments during the year	-	-	-	-	-	-	-	-	-	-
Gross Block as at 31.03.2015	-	-	-	12,888	284,513	110,535	790,793	1,633,311	-	2,832,040
Accumulated Depreciation as at 01.04.2014	1,997,713	19,206,110	6,694,088	8,573	162,600	47,522	718,045	627,409	10,500	29,472,560
Depreciation during the year	-	-	-	-	-	-	-	-	-	-
Depreciation on assets written off during the year	[1,997,713]	[19,206,110]	[6,694,088]	-	-	-	-	-	(10,500)	[27,908,411]
Accumulated Depreciation as at 31.03.2015	-	-	-	8,573	162,600	47,522	718,045	627,409	-	1,564,149
Net Block as at 31.03.2015	-	-	-	4,315	121,913	63,013	72,746	1,005,902	-	1,267,881
Net Block as at 31.03.2014	11,442,709	47,543,868	8,120,899	4,315	121,913	63,013	72,746	1,005,902	-	68,375,367

b) Intangible Assets	Software	Total
Gross Block as at 01.04.2014	945,000	945,000
Addition during the year	-	-
Deduction during the year	-	-
Revaluation / Impairments during the year	-	-
Gross Block as at 31.03.2015	945,000	945,000
Accumulated Depreciation as at 01.04.2014	743,344	743,344
Depreciation during the year	-	-
Depreciation on assets written off during the year	-	-
Accumulated Depreciation as at 31.03.2015	743,344	743,344
Net Block as at 31.03.2015	201,656	201,656
Net Block as at 31.03.2014	201,656	201,656

PRABHAV INDUSTRIES LIMITED**CIN No. L23100GJ1990PLC014692**Regd. Office: 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj,
Vadodara- 390005**ATTENDANCE SLIP****To be handed over at the entrance of the Meeting Hall**

I hereby record my presence at Annual General Meeting of Prabhav Industries Limited will be held on Friday, 25th September 2015 at 1:00 P.M.at its Registered Office situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara-390005

DP ID	Client ID	Folio No.	No. of Shares held

Full Name of Shareholder (In block Letters)

Signature

Full Name of Proxy (In block Letters)

Signature

PRABHAV INDUSTRIES LIMITED

Regi. Office: 902, Galav Chamber, Opp. Sardar Patel Statue, Sayaji Gunj, Vadodara-390005, Gujarat
 Email: prabhavind@gmail.com
Phone No.: 0265-2361100, 2362200 | **FAX:** 0265-2361551 | **CIN:** L45200GJ1995PLC028373

Form No. MGT-11
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:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We..... being a member/members holding.....shares of Prabhav Industries Limited hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held Friday, 25th September 2015 at 12:30 P.M. at its Registered Office situated at 902, Galav Chamber, Opp. Sardar Patel Statue, Sayajigunj, Vadodara- 390005 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
1	Adoption of financial statement for the year ended on 31 March, 2015.			
2	Re- appointment of Auditors of the Company			
3	Re- appointment of Mr. Chandrakant Shankar Gaikwad as Director, retires by rotation			
4	Appointment of Mr. Antony Isabu Esak as Additional Director			
5	Appointment of Mr. Shivsharan Narayanappa Yulidra as Additional Director			
6	Appointment of Geeta Rajendra Varma as Additional Director			

Signed thisday of September, 2015

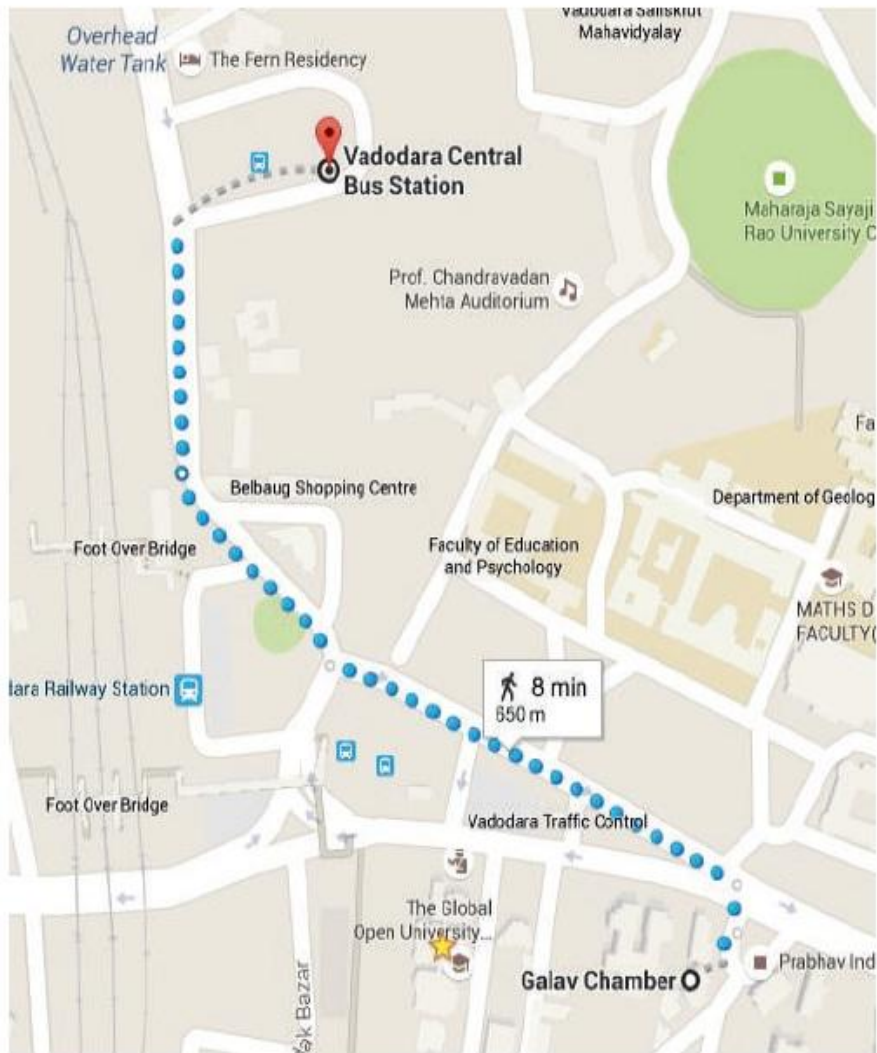
Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....



Notes: 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.

Route map for venue of Annual General Meeting



-: NOTES :-

PRABHAV INDUSTRIES LIMITED

Regi. Office : 902, Galav Chamber, opp. Sardar Patel Statue, Sayajigunj, VADOADRA-390005, GUJ.

E-mail : info@prabhav.co.in

Phone No. : 0265-2361100, 2362200 | **Fax :** 0265-2361551

CIN : L45200GJ1995PLC028373