



Prabhav Industries Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Prabhav Industries Limited will be held on Friday, 06th March, 2018 at 11.00 A.M. at the registered office of the company at Shop No 119, Model Township Recedency, Saroli, Kadodara Road, Surat- 395010, Gujarat to transact the following business:

SPECIAL BUSINESS:

APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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

ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, CA Palak Rakesh Jain, Chartered Accountants (Mem No.: 181564), Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chirag C. Mehta & Co, Chartered Accountants (FRN.: 132696W), Mumbai.

RESOLVED FURTHER THAT CA Palak Rakesh Jain, Chartered Accountants, Mumbai, be and are hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting which will be held in the year 2021-22 and that they shall conduct the Statutory Audit from the financial year ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or





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incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

By Order of the Board
For Prabhav Industries Limited

Place: Surat

Date: 07th December, 2017



E. Antony
Antony Isabu Esak
Managing Director
DIN: 06837547

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with regard to the Special Business is appended.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy/proxies to attend and vote instead of him/her, such proxy/proxies need not to be a member of the company. A person can act as proxy on behalf of members not exceeding (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution authority, as applicable.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney/Letter of Representation authorizing its representative to attend and vote on their behalf at an Extra Ordinary General Meeting.
4. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed and signed) to the Meeting.
5. The instructions for shareholders voting electronically are as under;

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by



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the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- I. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- II. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on **March 03, 2018 (11:00 am)** and ends on **March 05, 2018 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of February 27, 2018**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The process and manner for remote e-voting are as under:
- V. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- VI. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (i) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (ii) Click on Shareholder - Login
 - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.





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- (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of "Prabhav Industries Limited".
 - (vii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rakeshkapur15@gmail.com with a copy marked to evoting@nsdl.co.in
- A. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.





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- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of 27th February, 2018.**
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 27th February, 2018,** may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Share Transfer Agent of the Company, i.e. **Skyline Financial Services Pvt. Ltd.** However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- XII. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- XIV. **CS Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower - 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai - 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com** as Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.





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- XV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.prabhavind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.





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ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

ITEM No. I

M/s. Chirag C. Mehta & Co, Chartered Accountants, Mumbai have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that CA Palak Rakesh Jain, Chartered Accountants, Mumbai be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Chirag C. Mehta & Co, Chartered Accountants, Mumbai.

CA Palak Rakesh Jain, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

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

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

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

Place: Surat

Date: 07th December, 2017



E. Antony

**Antony Isabu Esak
Managing Director
DIN: 06837547**

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]

CIN:	L45200GJ1995PLC028373
Name of the Company:	PRABHAV INDUSTRIES LIMITED
Registered office:	Shop No 119, Model Township Recedency, Saroli, Kadodara Road, Surat- 395010, Gujarat

I/ We, being the member (s) of **PRABHAV INDUSTRIES LIMITED** holding.....shares of the above named Company, hereby appoint

1.	Name:	
	Address:	
	E-mail ID:	
	Signature:or failing him/her
2.	Name:	
	Address:	
	E-mail ID:	
	Signature:or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra-Ordinary General Meeting of members of the Company, to be held on the Tuesday, 06^h day of March, 2018 at 11.00 a.m. at the registered office of the Company at Shop No 119, Model Township Recedency, Saroli, Kadodara Road, Surat- 395010,

Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Ordinary Resolutions	For	Against	Abstain
1.	Appointment of Statutory Auditors CA Palak Rakesh Jain to fill Casual Vacancy caused due to resignation of M/s. Chirag C. Mehta & Co.			

Signed this _____ day of _____ 2018

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Signed this _____ day of _____ 2018

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Shop No 119, Model Township Recedency, Saroli, Kadodara Road, Surat- 395010, Gujarat not less than forty-eight hours before the commencement of the Meeting.

Attendance Slip for Extra-Ordinary General Meeting

Date: 06th March, 2018, at 11.00 a.m.

Folio No./DP ID Client ID No.	
Name of First Named Member/Proxy/ Authorised Representative	
Name of Joint Member(s), if any:	
No. of Shares held	

.....
Name of the Member/Proxy
(In BLOCK Letters)

.....
Signature of the Member/Proxy/
Authorised Representative

Note:

1. Members/Proxy holders are requested to bring their attendance slip with them when they come to attend the meeting and hand it over at the entrance after signing it.
2. Members/Proxy holders who come to attend at the meeting are requested to bring their copies of the Notice convening this Extra-Ordinary General meeting.