

PRATIBHA INDUSTRIES LIMITED

Ideate Innovate Integrate



17th Annual Report | 2011-12



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Board Of Directors



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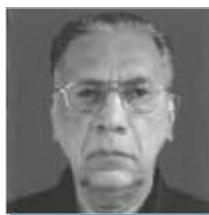
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1. Mrs. Usha B. Kulkarni
Chairperson

2. Mr. Ajit B. Kulkarni
Managing Director

3. Mr. Vinayak B. Kulkarni
Whole Time Director

4. Mr. Rohit R. Katyal
Whole Time Director

5. Mr. Awinash M. Arondekar
Director

6. Mr. Shrikant T. Gadre
Director

7. Dr. S. L. Dhingra
Director

8. Mr. V. Sivakumaran
Director

9. Mr. Vilas B. Parulekar
Director

Company Secretary
Mr. Pankaj S. Chourasia

Bankers To the Company
Bank of Baroda
Axis Bank Limited
Bank of India
ICICI Bank Limited
Punjab National Bank
State Bank of India

Statutory Auditors
Jayesh Sanghrajka & Co.,
Chartered Accountants

Internal Auditors
Choksi & Choksi
Chartered Accountants

Cost Auditors
Narasimha Murthy & Co.
Cost Accountants

Registered Office
Shrikant Chambers, Phase - II,
Next to R. K. Studio,
Sion Trombay Road,
Chembur, Mumbai - 400 071
E-mail: info@pratibhagroup.com
Website: www.pratibhagroup.com

Corporate Office

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

Works

Plot No. 215, Vijaypur, P.O. Kone,
Bhiwandi - Wada Road,
Tal. Wada, Dist. Thane - 421 303.

Registrars and Transfer Agents

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

17th ANNUAL GENERAL MEETING

On 12th July, 2012 at 3.00 p.m.

Hotel Oasis, Nr. Deonar Bus Depot,
Sion Trombay Road,
Deonar, Mumbai - 400 088

We, the Pratibha Industries family, proudly uphold our core value of our commitment to excel and reach the zenith of success with integrity, diligence and innovation, no matter what the situation in the world. We continue to recognise our people as our greatest assets and we hope that this year too, we stand by each other as we take on new challenges that will propel us into a much brighter future.

At Pratibha this year, our main focus will be to create and foster great Public-Private Partnerships and financial liaisons so that we can achieve our innovative and constructive goals, both literally and figuratively. This year, owing to the national focus on building infrastructure and renewable energy sources, we too at Pratibha Industries, are keeping our eyes firmly on these goals and are confident that with the optimum backing, guidance, investment and diligence, not only will we achieve these impressive heights but also in doing so, we will be able to raise the self-imposed bar for excellence, quality and growth.

Considering the burgeoning growth that India continues to show, in fields such as infrastructure, industry and finance, it is obvious that Pratibha would channelize its efforts on participating fully and profitably in some of these sectors. Our forte is, of course, construction and the pipe segment, but this year we've made bold and calculated forays into fields related to infrastructure such as oil and natural gas, environment and the futuristic arena of renewable energy. These fields don't just demonstrate growth in India but also globally, which is why our presence in the Middle East and association with official Dubai authorities like DEWA, can be of great significance and benefit.

The last fiscal year showed our profit book numbers shooting up and this year we aim to do the same, thanks to the foresight of the 12th Year Plan. While we believe that growth with profitability is a useful mantra to espouse, we also deeply care about how those profits are redistributed and the good it can do to society at large, for without our people's benefit and growth, we cannot hope to progress. With a firm commitment to uplifting those sections of society that need a helping hand, we strive to add value to life, through our products, services, resources and business standards.

I look forward to working with you, my trusted co-owners, Board of Directors, stakeholders, bankers and well-wishers and hope that you prosper along with Pratibha and that we all do our part in making this great nation of ours, even greater and brighter for the future generations to enjoy.

Word from Chairperson

77 year old, Mrs. Usha B. Kulkarni, has more than 52 years of administrative experience and has worked under various capacities in this organization.



“ We, the Pratibha Industries family, proudly uphold our core value of our commitment to excel and reach the zenith of success with integrity, diligence and innovation, no matter what the situation in the world. ”

Tunnel Project from DMRC



Company Profile

Pratibha Industries Limited is one of India's leading infrastructure companies. The Company is listed entity on the BSE and NSE. Our headquarters are in Mumbai and we enjoy a pan-India presence executing Projects in multiple states with zonal offices in Delhi and Hyderabad. We have an overseas zonal office in Dubai which serves as the hub of our Middle East activities. We have recently made an entry into the Bangladesh market as well and look forward to consolidate our presence there in the near future.

Pratibha Industries has, since its inception been a pioneer in the construction industry in India. Today we figure amongst the leaders in the Indian construction & infrastructure industry as we have continuously adapted to the rapid changes and challenges by making use of latest



Delhi Airport

technological developments. The landmark projects constructed by the company provide eloquent evidence of its versatile capabilities and unflinching commitment to the client's requirements.

Our core strength lies in our ability to deliver projects on time and within budget, at a level of quality that is unquestionably professional. At Pratibha we believe that the belief and commitment to excel, go hand in hand with what we give back to society and in keeping with this belief, we are committed to a consistent Corporate Social Responsibility programme.

Our construction division has three verticals: Water & Environmental Engineering, Urban Infrastructure and Buildings.

Water & Environmental Engineering: We provide end to end solutions to our clients in the complete range of Projects including but not limited to water transmission projects, water / waste water treatment projects, integrated water supply projects, water metering projects etc.

Urban Infrastructure: Our urban infrastructure portfolio caters to Clients in metros, airports, roads, tunnelling and micro-tunnelling sectors. We have a vivid reference list in this segment and are currently executing some of the most challenging projects of great diversity.

Buildings: This is our youngest vertical. In a short span of time, we have achieved remarkable progress by constructing iconic structures widely recognised as landmarks. We provide services to Government as well as Private Sector Clients. We have constructed high rise buildings, institutional buildings, residential complexes, commercial buildings and retail malls.

The company has grown at a CAGR of 33% in the past 6 years and has achieved a top-line of Rs. 1676 crores last fiscal. Our current order book is to the tune of nearly Rs.5800 crores.



Construction of Mahindra Tower, Goregaon

Corporate Social Responsibility (CSR)

We can do no great things. Only small things with great love - Mother Teresa

Walking in the footsteps of one of the greatest human beings ever to have graced this world, we at Pratibha Industries, understand the tremendous value of helping others, by first watering the plants in our own backyard before moving towards a larger world. We are grateful to be in a position of responsibility where we can be of service to our brethren.

Right from the personal experiences of our Chairperson, the personal and corporate philosophy of doing good, the value of hard work and effort, to the concept of sharing the benefits with those less fortunate, our philanthropic mission is simply to strive for a better, healthier society.

The Pratibha Foundation, inspired and established by our Chairperson is the primary vehicle that drives our sense of Corporate Social Responsibility. This public welfare organisation has dedicated itself to uplifting of the less fortunate segment of society by eradicating the cancer of poverty and promoting literacy everywhere.

To this end, we have conceptualised and executed activities specially designed for awareness and improvement like clothes donation drives, furniture donation to orphanages, healthy meals for children, books and educational equipment, hospital and medical welfare donations, to name but a few. In recognition of our sincere endeavours, our Chairperson has had the privilege of receiving awards, from the then President, Dr. Shankar Dayal Sharma, the 84th Akhil Bharatiya Marathi Sahitya Sammelan, the Karmayogini award from the Chief Minister of Maharashtra and the Successful Women Industrialists of Maharashtra award from the Gamdevi Mariaai Mandir Trust. Our Chairperson dedicates these awards to the entire family of Pratibha Industries for constantly inspiring her to strive and do better, for a better society.

Part of our mission is also to create a self-sufficient society that relies on sustainable resources and development and we promise to continue on this path of knowledge, awareness and altruism. Pratibha Industries is proud to be of service to not just its employees but also to all those in our society who need our help, understanding and guidance, because we believe a healthy and prosperous nation starts with a healthy and prosperous home.



Chairperson Mrs. Usha B. Kulkarni, received 84th Marathi Sahitya Samelan Award (2010) From Maharashtra C.M. Mr. Prithvi Raj Chavan for her work in Marathi Sahitya.

Management Discussion And Analysis (MDA)

As India moves towards a stronger economic status, the bedrock of this phenomenon is the growth led by the infrastructure and construction sector. The 12th five year Plan will focus, as in the earlier plan will focus on accelerating the quality and pace of investment, especially by encouraging PPPs. Since construction accounts for more than 50% of the growth factor, it is imperative that maximum investment is attracted to this sector. Power projects, ports, roads, railways and bridges are instrumental in denoting the progress India makes and Pratibha Industries fully intends to participate in this rapidly growing sector.

The cornerstone of India's progress is also the key ingredient in every financial budget, with this year projecting investments of Rs. 50 lakh crores in the 12th Five Year Plan. About one-fourth of this investment will be made through PPP (Public Private Partnerships) and raising tax-free bonds worth Rs. 60,000 crores. While the investment in infrastructure will see a near-doubling at USD 1025 billion in the 12th Plan, successful implementation and achievement of targets remains dependent on four main factors: the creation of projects, the uptake of projects by private sector developers, start of construction and completion on time and within budget. It is a fact that India's success rate in this matter has not been 100% and unless the nation aims higher and makes bolder changes in its modus operandi, cuts out bureaucracy and manages growth sensibly and efficaciously, India will be held back from taking its seat as a true world class industry giant.

Improving macro-fundamentals, better fiscal incentives and an increased ability to pay user charges are all boosting India's potential in the infrastructural development arena. However, the ratio between private and public investment and involvement needs to show marked improvement to address the growing needs of a burgeoning economy. Even though world economies are in turmoil in this financial year, India will not join the ranks of recessed countries thanks to a younger working force that contributes more and consumes more. If government policy and reform support the pace of progress in India, there is no reason why we cannot achieve the industrial and financial targets for the financial year 2012-2013. By proactive selection of ripe sectors, striking the right alliances and most importantly with useful and timely governmental support, India Inc. can seize the opportunity of realising their full potential for growth.

In order to achieve maximum potential, the topmost priority has to be given enhancing the capacity and capability of the construction sector. We envision abundant opportunities in the immediate future and to this end we have partnered with leading global infrastructure

companies in an effort to learn and adopt their best practices and integrate their international standard of work systems into our modus operandi. Since infrastructure is a high investment field, we expect and are confident of large injections of capital in the years ahead. Part of the investment will be generated from timely liaisons with strategic financial institutions and investors. The creation of viable public private partnerships will facilitate the growing demand of this sector. Some of the iconic structures we have built stand testimony to our involvement in India's infrastructure growth. Not only are we growing by leaps and bounds in various sectors related to growth but we are also taking our most precious resource ahead with us- our people, whose commitment, talent and energy are the foundations upon which we base our success.

An analysis of the infrastructure sectors pertinent to the Company is detailed below.

WATER SUPPLY

Almost three quarters of India's sizeable population lives in water-stressed regions, where the situation ranges from no water at all to intermittent, unclean supply. Potable water is a modern myth for many and retards growth in more ways than one. Over-exploitation and pollution are the biggest obstacles in the delivery of clean water to many and the government fears that water wars could soon be a reality. However during the



Pipeline

2000s, there has been some improvement in the scenario, thanks to government and private sector initiatives and better management of resources. Even though it has been in the works since 2009, the National River Link Project in India (NRLP) has yet to move its wheels and prioritization of this is the need of the hour. This will greatly reduce regional disparities in water availability. An opportunity to create more water bearing structures will also greatly magnify once this project gains momentum and widespread public support. One of the most salient factors in the quicker and cleaner facilitation of water resources to all the remotest parts of India is the laying of water

pipelines. We see a tremendous opportunity in being involved in such a foundational rung of India's development. Since Water Supply is the first step towards futuristic industrial development and the nurturing of surrounding communities, it stands to reason that internationally this sector is seeing incredible innovation and fiscal incentives. We have attempted to broad base our participation in this sector which remains the bedrock of the Company.

SEWERAGE SYSTEMS

India's water bodies particularly rivers passing through urban areas or industrial areas are subjected to severe pollution levels. Off late, the Government has taken a number of initiatives to clean up these water bodies. The attempts to clean up the Mithi River in Mumbai, the Yamuna Action Plan and the Ganga Action Plan are some of the policy initiatives taken by the Government. The Yamuna Action Plan envisages the construction of a network of interceptor sewer systems that divert and direct the raw sewage flows and overflows to treatment plants thereby substantially reducing the pollution levels in the river. The Company takes pride in participating in such an initiative of national importance. The Interceptor Sewer Project being executed by the Company for Engineers India Limited and the Delhi Jal Board involves the laying of 33 kms of sewage network using trenchless technology and construction of sewage pumping stations to clean up the Yamuna.

ROADS

The transportation network of any country viz. its roads, railways, water ways and airways help establish the most significant leaps in progress and development for a country to be truly labelled as a developed one. India, a land where most of the lifelines of the country criss-cross through its over 5 million kilometres of roads, needs to expand, innovate, improve and maintain this all-important sector, to provide an impetus to growth and the economy. Projects like the National Highways Development Project, Yamuna Expressway and KMP Expressway are all part of the governmental effort to add about 600 kilometres of



Water Project from Haryana Urban Development Authority

highway per month on average, till 2014.

With an expected spend of USD100 billion between 2012 and 2017 and the government's ambitious aim to add an 18,637 kilometre network of brand new expressways by 2022, it is quite evident where the opportunities lie. In the latest budget, the government has doubled the infrastructure tax free bond amount to Rs. 60,000 crores for a highway target of 8800 kilometres. By fast-tracking the the clearance of the roads and highways projects, there is great hope that the target of 7999 kilometres is completed on time and within budget, this year. In a move to boost the PPP concept, MORTH has decided to award 15 major projects totalling 1547 kilometres of roads and an additional 11 road projects totalling 1731 kilometres this financial year. A maintenance and repair fund of over USD200 million was awarded to MORTH.

Independent reports show that India has one of the three largest road networks in the world and yet its roads hamper the pace of progress and growth, effectively lowering its GDP by 1% to 2%. There is indeed great opportunity and scope for lessening the onerous red tape and optimally employing time and resources so that India's roads can rival the best in the world. Despite the huge opportunity that is presented by this sector, the company has been selective in pursuit of projects due to the intense competition prevailing. The company will continue to look at projects in the road sector over the medium term.

TUNNELING

Tunnelling is widely used in infrastructure projects be it in Metros, Water Conveyance, Hydro Power or Roads / Railways. The use of of tunnel boring machines (TBM) has accelerated the pace of progress and assisted the completion of projects on time. The removal of customs duty on TBMs in this year's Union Budget will increase mechanised tunnelling. A spate of opportunities abound for underground construction such as hydropower, irrigation, and metros. Pratibha Industries has built up significant domain expertise in Tunnelling by virtue of having day-lighted more than 11 km of tunnels in and



TBM breakthrough

around Mumbai. The company has consolidated its presence in this segment by bagging a major Project from the Delhi Metro Rail Corporation using 2 state of the art TBMs.

MUNICIPAL SOLID WASTE MANAGEMENT

Solid waste management (SWM) is a basic public necessity and this service is provided by respective urban local bodies (ULBs) in India. SWM starts with the collection of solid wastes and ends with their disposal and/or beneficial use. Proper SWM requires separate collection of different wastes, called source separated waste collection. Source separated collection is common in high income regions of the world like Europe, North America and Japan where the infrastructure to transport separate waste streams exists. Most centralized municipal systems in low income countries like India collect solid wastes in a mixed form because source separate collection systems are non-existent. Source separated collection of waste is limited by infrastructure, personnel and public awareness. A significant amount of paper is collected in a source separated form, but informally. Indian cities are still struggling to achieve the collection and environmentally friendly treatment of all MSW generated. Metros and other big cities in India collect between 70- 90% of MSW. Smaller cities and towns collect less than 50%. The benchmark for collection is 100%, which is one of the most important targets for ULBs at present. This is a reason why source separated collection is not yet in the radar. Most of the waste generated in our country finds its way untreated into open lands, ponds and rivers, thereby emitting dangerous gases like methane, carbon dioxide and increasing the pollution levels and contributing to the Greenhouse effect. Waste management is a growing field in India and there is a pressing need to minimise the generation of wastes, for reusing and recycling them. This sector requires optimal and best business practices as well as innovative scientific approaches that improve collection, transportation, segregation and technologies for treatment and processing. However India is still in the nascent stages of waste management and creating by-products from that waste. There are more than 50,000 tonnes per day of waste generated in the Class I cities of India and over 30,000 per day tonnes from the other metros. Some new urban sectors still don't have adequate collection or transportation and disposal. Waste management is an area with great potential for expansion of business, ideas for innovative development and scope for improvement in the environmental quality.

BUILDINGS

The most sensitive and crucial aspect of infrastructure in urban India is its housing or the lack of it. The numbers speak for themselves. By 2025, 50% of

India's young population will live in the cities and almost half of them in slums. This is a sobering statistic which requires that this sector be given significance and its shortcomings be fully recognised and addressed as this is the sector that can either make or break India's international development.



DMRC Parking

Real estate, its availability and price is an important component leading to the development of urban infrastructure and has a very high investment value, especially in key cities like Delhi, Mumbai and Bangalore. 100 % FDI is now allowed with the government's permission for the development of townships and settlements. The government further allows External Commercial Borrowings (ECB) for low cost affordable housing projects and Credit Guarantee Trust Funds to ensure smooth processing of institutional credit for housing loans.

Traditionally this sector has seen investments through Government entities that cater mainly to the low & middle income groups as well as socially relevant sectors such as healthcare. The private sector that mainly caters to the middle and high income groups as well as commercial, retail and hospitality sectors. However investments from both these entities are lagging behind the potential demand leading to very high property prices particularly in Tier I Metros. The Company feels that affordable housing will have significant demand in the years to come and has in a short span of time developed full-fledged capabilities by executing a plethora of landmark Projects servicing both Government and Private sector clients.

CONCLUSION

In conclusion, it can be said that although India is well on its way towards industrial success, there are a few roadblocks, both political and non-political, that stand in the way of the pace of progress and development. The key to continued success is an ingenious combination of innovation and public private partnerships so that the task of taking India to newer heights can be shared equally by the public and private sectors, thereby pioneering equitable growth.

Philosophy of Growth

We are made wise not by the recollection of our past, but by the responsibility for our future. ~George Bernard Shaw

At Pratibha Industries, we consider our future inextricably linked with that of our nation. We believe that only when each of us views growth, progress and integration as our individual responsibilities, only then will we achieve these goals at a national level.

Our mission and commitment towards success and excellence in everything we do is held together by the integrity of our board of directors and all our wonderful employees who give us their best each day.

Our growth has been phenomenal and we attribute this to our philosophy and outlook to give back more than what you receive. With sheer diligence, innovation, courage in times of adversity and appreciation in times of joy, we have managed to not only retain our profit lines but to increase them year on year.

Our trajectory of growth has allowed us to traverse the span from water transmission and treatment projects, urban infrastructure projects and building construction projects. We maintain a healthy balance between our palette of interests by taking into account our entrepreneurial instincts, our investment in resources and human capital and our commitment to building this nation. We always strive to let our stakeholders participate in the growing, progressing dream of India.

As we have grown tenfold in the last six years, we salute the fact that our clients, shareholders, bankers and financial institutions, business partners and employees have shown tremendous faith in our abilities and have joined us on this epic journey of success. We never let ourselves forget that with great power comes great responsibility.

As we grow in wealth, resources and innovations, we also grow in heart, mind and karma.



Shareholders meeting

Statistics of Growth

Our growth story is not just impressive but also consistent. We have never been a fan of the phrase: Here today, gone tomorrow. We believe just as a plant takes slow, steady and consistent nurturing for it grow into a strong tree that can shelter many and battle the elements, so also our company will continue to prosper with the help of professional management and ethical business principles and grow stronger and more multi-faceted year on year.

This success is reflected in our upwards profit trajectory. From FY07 to FY12, our profits have soared from 204 to 811 million rupees. Our net-worth climbed from 948 to 5575 million rupees.. The company has grown at a CAGR of 33% in the past SIX years and has achieved a top-line of Rs.1,6760 million last fiscal.

While we expect that the current economic climate, new taxes, legal amendments and certain global macro-economic factors do impact our growth story in some ways, we are confident that we will continue to climb the growth ladder. Some of the newer projects we've bagged in the year under review are :

1. Interceptor Sewer Projects from Delhi Jal Board worth Rs. 1249 crs.
2. Design and Construction of Tunnel for Underground works under Delhi MRTS Project from Delhi Metro Rail Corporation worth Rs. 467 crs.
3. Water Supply Scheme under Swarnim Gujarat Kutch Water Grid Programme from Gujarat Water Infrastructure Limited worth Rs. 403 crs.



Amritsur Airport

Six Years at a Glance (Consolidated)

(` in million)

Particulars	2011 - 12	2010 - 11	2009 - 10	2008 - 09	2007 - 08	2006 - 07
Total Income	16,760.14	12,734.22	10,134.33	8,107.63	5,651.07	3007.77
Operating Expenses	14,465.47	10,960.61	8,705.24	7,141.48	4,990.66	2637.48
Operating Profit	2,294.67	1,773.61	1,429.09	966.15	660.41	370.28
Finance Charges	960.69	635.55	522.35	340.51	222.74	123.40
Depreciation	227.89	170.17	140.43	71.26	35.99	11.27
Profit before Tax	1,106.09	967.89	766.31	554.38	401.68	235.62
Provision for Tax	295.06	253.59	201.21	107.11	59.10	31.33
Profit after Tax	811.03	714.30	565.10	447.28	342.58	204.29
What we owned						
Fixed Assets						
Gross Block	5,461.23	3,585.58	3,169.00	1683.21	989.83	246.22
Less : Depreciation	615.55	427.17	278.43	139.41	68.56	32.66
Net Block	4,845.68	3,158.41	2,890.57	1543.80	921.28	213.56
Capital Work in Progress	2,766.26	5.44.85	113.66	607.46	315.24	279.83
Investments	29.68	1.43	51.43	0.93	852.97	28.23
Working Capital	7,235.43	5,701.72	4,176.18	2640.88	1095.14	1794.32
Miscellaneous Expenditure	0	0.67	0.87	0.30	0.15	0.15
Total	14,877.06	9,407.08	7232.71	4,793.37	3184.78	2,315.99
What we owed						
Secured Loans	7,026.67	3,270.38	3047.78	2179.33	1284.34	1063.13
Unsecured Loans	2,034.55	1,118.03	1300.09	305.13	43.73	299.79
Deferred Tax Liability	240.67	183.96	131.10	61.70	17.81	4.49
Total	9,301.89	4,572.37	4478.97	2,546.16	1,345.88	1,367.41
Networth						
Share Capital	348.85	348.85	166.85	166.85	166.85	142.85
Reserves & Surplus	5,226.32	4,485.86	2586.89	2080.35	1672.05	805.73
Total	5,575.17	4,834.71	2753.74	2,247.20	1,838.90	948.58
EPS	8.15	7.90	33.87	26.81	22.88	14.30
Divident per Share	0.60	0.60	3.00	2.00	2.00	2.00
Book Value per Share	56.07	48.62	165.04	134.68	110.21	66.40
Debt Equity Ratio	1.47	0.77	1.58	1.11	0.72	1.44

Notice

Notice is hereby given that the Seventeenth Annual General Meeting of the Members of Pratibha Industries Limited will be held on Thursday, 12th July, 2012 at 3.00 p.m., at Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai - 400 088, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at March 31, 2012, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon;
2. To consider declaration of final dividend, if any;
3. To appoint a Director in place of Mr. V. Sivakumaran, who retires by rotation, and, being eligible, offers himself for re-appointment;
4. To appoint a Director in place of Mr. Vilas B. Parulekar, who retires by rotation, and, being eligible, offers himself for re-appointment;
5. To appoint a Director in place of Mrs. Usha B. Kulkarni, who retires by rotation, and, being eligible, offers herself for re-appointment;
6. To appoint Statutory Auditors and to 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. Jayesh Sanghrajka & Co., Chartered Accountants, Mumbai, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of section 309 (4) read with section 198 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, if necessary under section 310 of the Act, consent of the Company be and is hereby accorded for the payment of commission at a rate not exceeding 0.25% of the net profits, as computed in

the manner prescribed under Section 349 and other applicable provisions of the said act, to the non executive directors.

RESOLVED FURTHER THAT the aggregate amount of the monies payable by way of commission, in any year, shall be decided by the Board of Directors within the overall limit of 0.25% of the net profits.

RESOLVED FURTHER THAT the aggregate amount of the monies payable by way of the commission in any year shall be distributed amongst the non executive directors, in such manner and in such proportion as the Board of Directors may, from time to time, determine, provided, however, that in the absence of the such determination, the amount of commission as decided by the board shall be divided in equal shares."

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

"RESOLVED THAT in super session of the earlier resolution passed in this behalf by the members through postal ballot dated 02nd March, 2010, and pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow any sum or sums of money from time to time, with or without security and upon such terms and conditions as they may think fit, notwithstanding that the moneys, to be borrowed by the Company (apart from the temporary loans obtained from the company's bankers and other financial institutions in the ordinary course of business) may exceed the aggregate of paid up share capital and free reserves i.e. reserves not set apart for any specific purpose provided however, that the total amount so borrowed by the Company shall not exceed a sum of Rs.6,000/- Crores (Rupees Six Thousand Crores Only) outstanding at any one time excluding interest thereon.

RESOLVED FURTHER THAT Board of Directors of the Company be authorized to do all such acts, deeds and things as may be necessary to give effect to the foregone resolution for and on behalf of the Company."

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

"RESOLVED THAT pursuant to the provisions of section 163 of the Companies Act, 1956, the Company hereby approves that the Register of Members, the Index of Members, and copies of all annual returns prepared under section 159 of the Act together with the copies of the

certificate and documents required to be annexed thereto under section 161 of the Act or any one or more of them or any other Statutory Register, be kept at the Company's Corporate Office at "14th Floor, Universal Majestic, P. L.

Lokhande Marg, Off Ghatkopar Mankhurd Link Road, Govandi (W), Mumbai – 400 043" instead of being kept at the Registered Office of the Company."

Registered Office:

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

Date : 25th May, 2012

Place : Mumbai

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

**Pankaj S. Chourasia
Company Secretary**

NOTES:

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

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution in original authorising their representative to attend and vote on their behalf at the Meeting.

3. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.

4. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.

5. Members who hold shares in dematerialized form are requested to write their **Client ID and DP ID Numbers** and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11 a.m. and 1 p.m. up to the date of the Meeting.

8. The Company has notified closure of Register of Members and Share Transfer Books from Monday, 9th July, 2012 to Thursday, 12th July, 2012 (both days inclusive).

9. Non-Resident Indian members are requested to inform the Company's Registrars and Transfer Agents, M/s. Link Intime India Private Limited, immediately of:

(a) The change in the residential status on return to India for permanent settlement;

(b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of Bank with Pin Code Number, if not furnished earlier.

10. Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Registrar and Transfer Agents, M/s. Link Intime India Private Limited.

11. Re-appointment of Directors:

At the ensuing Annual General Meeting, Mr. V. Sivakumaran, Mr. Vilas B. Parulekar and Mrs. Usha B. Parulekar, retire by rotation and being eligible offer themselves for re-appointment. As per the provisions of

Clause 49 (IV) (G) of the Listing Agreement with the Stock Exchanges, the information or details pertaining to these Directors are furnished in the statement on Corporate Governance published in this Annual Report.

12. After declaration of dividend, if any, at the Annual General Meeting, the dividend Warrants/ Pay Orders/ Drafts for the dividend amount are scheduled to be posted from onwards to the members, whose names appear on the Register of Members on close of business hours on 12th July, 2012. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership, as per details to be furnished for this purpose by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

13. The dividend will be paid through NECS in respect of shareholders having demat accounts, to the credit of related bank accounts as furnished by the depositories. Members who desire the warrants and would like to have their bank accounts details incorporated in their dividend warrants may please furnish the following details;

- i. Folio No./DP ID/Client ID
- ii. Name and Address of sole/ first shareholder.
- iii. Bank Account No. (With prefix SB/ CA etc.).
- iv. Name of the bank and branch.
- v. Full address of the bank with Pin Code.

14. The Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting paperless compliances by companies (vide its Circular No. 17/2011 dated April 21, 2011 and Circular No. 18/2011 dated April 29, 2011) and clarified that the service of documents/communications including the Notice of calling the Annual General Meeting, audited financial statements, directors' report, auditors' report etc. via electronic mode by a company can be made through electronic mode instead of sending the physical copy of the document(s).

Henceforth, the email addresses indicated in your respective Depository Participants (DP) accounts which will be periodically downloaded from Depositories will be deemed to be your registered email address for serving notices/documents including those covered under Section 219 of the Companies Act, 1956. The Notice of AGM and the copies of audited financial statements, directors' report, auditors' report etc. will also be displayed on the website of the company and the other requirements of the aforesaid MCA circular will be duly complied with. Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares mode are also requested to update their email addresses by writing to the Registrar and Transfer

Agent of the company at the address mentioned in (e) above quoting their Folio No(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 7

Section 309 (4) of the Companies Act, 1956, provide that in case of a director who is neither Managing Director nor in the whole time employment, the Company may, by a special resolution, authorize the payment of commission, in addition to the sitting fees for attending meeting of Board of Directors, where the directors are rendering specific useful services to the Company. As the shareholders are aware the entire management of the Company vests only in Board of Directors (except for the powers vested in the Managing Director) which acts through number of committees on which directors are members. In view of the greater involvement of the directors in the affairs of the Company, it is desirable that the non executive directors should also be compensated adequately. Therefore, it is proposed to pay commission not exceeding 0.25% of the net profits of the Company. The proposed resolution, therefore, seeks authority to Board of Directors to decide and pay for such payment to the non – executive directors.

All the non executive directors of the Company are deemed to be concerned and interested in the resolution.

ITEM NO. 8

Pursuant to provisions of Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors cannot, except with the approval of the Company in general meeting, borrow moneys apart from temporary loans obtained in the ordinary course of business in excess of the aggregate of the paid up capital and free reserves of the Company.

The members, through postal ballot dated 02nd March, 2010, had accorded their consent under section 293 (1) (d) of the Companies Act, 1956, to the Board for borrowing moneys upto an overall limits of Rs.4,000/- Crores (Rupees Four Thousand Crores only).

Taking into consideration further requirements of availing additional finances for the expansion of the company, a resolution for enhancing the limits is proposed providing that the Board may, for an on behalf of and for the purpose of the Company, borrow further funds amounting, in the aggregate to a sum not more than Rs.6,000/- Crores (Rupees Six Thousand Crores Only) including existing borrowings.

The Board recommends the Resolution for approval of the members as a special resolution.

None of the Directors is interested or concerned in this resolution.

ITEM NO. 9

As per the provisions of the Section 163 of the Companies Act, 1956, the statutory records of the company are required to be kept at the registered office of the company. If the same are to be maintained other than

the registered office then the same is required to be approved by the members in general meeting.

Due to insufficient space and for better administrative control and convenience the same is proposed to be kept at the corporate office at 14th Floor, Universal Majestic, P. L. Lokhande Marg, Off Ghatkopar Mankhurd Link Road, Govandi (W), Mumbai – 400 043.

None of the Directors of the Company are concerned or interesting in the resolution.

Registered Office:

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

Date : 25th May, 2012
Place : Mumbai

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

**Pankaj S. Chourasia
Company Secretary**

Directors' Report

To,
The Members

Your Directors have great pleasure in presenting the 17th Annual Report together with the Statement of Accounts for the financial year ended 31st March, 2012.

The performance of the Company for the financial year ended 31st March, 2012, is summarised below:

FINANCIAL RESULTS:

Your Company did exceptionally well in the financial year 2011-12 and achieved highest ever performance. A quick glance through the highlights of the year is given below:

(` in lakhs)

PARTICULARS	CONSOLIDATED	
	31.03.2012	31.03.2011
Income	167,601.39	127,342.22
EBIDTA	22,946.71	17,736.17
Less : Interest & Finance Charges	9,606.90	6,355.47
Less : Depreciation & Amortisation	2,278.92	1,701.81
Profit Before Tax	11,060.89	9,678.89
Provision for Tax	2,950.62	2,535.90
Profit After Tax (PAT)	8,110.27	7,142.99
APPROPRIATIONS		
Interim Dividend		
On Equity Shares	-	198.85
On Compulsorily Convertible Preference Shares	-	3.26
Proposed Final Dividend		
On Equity Shares	596.55	397.70
On Compulsorily Convertible Participatory Preference Shares	9.78	6.52
Annual fixed Dividend on CCPPS	0.15	0.08
Tax on Dividend	98.39	100.72
Transfer to General Reserve	833.00	720.00
Balance Carried to the Balance Sheet	6,572.40	5,715.87
Earning Per Share (in Rs.)		
Basic	8.15	7.90
Diluted	8.03	7.86

PERFORMANCE REVIEW:

Your Company has achieved a record growth in turnover as well as in net profit. Despite of many challenges faced in last financial year, such as increasing commodity prices, the economy's inflationary conditions including soaring interest rates and the tight monetary policy, the performance of your company has achieved commendable heights.

For the period under review, your Company has registered more than 30% increase in total income generated, growing from Rs. 1,273.42 Crores in FY 2010-11 to a record Rs. 1,676.01 Crores in FY 2011-12. The EBITDA have also, during the period under review, witnessed a healthy growth of about 30% and increased from Rs. 177.36 Crores in FY 2010-11 to Rs. 229.46 Crores in FY 2011-12.

The net profits have also registered impressive growth at Rs.81.10 Crores as compared to Rs. 71.43 Crores, despite higher borrowing cost and commodity prices.

The robust financial numbers have flawlessly exhibited your company's skill to execute multifaceted, intricate and complex engineering projects which will catapult your Company in distinct league of elite infrastructure development Companies. During the year under review, the company has continued its spree of achieving and exhibiting robust and excellent performance. The undergone financial year again was one of the best financial years for the company and the company has achieved highest ever top line as well as bottom lines.

As briefed, the order book position of the company has also seen a phenomenal growth. The order book has surged to a record level and crossed the landmark of Rs. 6000 Crores for the first time in the history. The balance order book position, at the end of the period under review, stood at Rs. 5667 Crores. Your company is very confident and buoyant on getting few more big size orders, which will have substantial positive impact on the working, profitability and standing of the company in the industry. The execution period of these orders ranges from one year to four years. The decision of the company to diversify into different sub-segments has yielded positive results and the company is getting awarded regularly various projects in the building construction division. The continued growth and swelling order book crystallise company's strength and understanding of the market and its core area of operations.

The conscious decision of the management to

diversify and expand the operations of the Company is yielding results and accordingly, the dependability of the company on water segment as percentage to total order book and sales revenue is proportionately decreasing, though the water segment continue to play an important and crucial role in the performance of the company and contributes substantially towards the turnover and profitability of the Company. Your Company is deliberately exploring different fields to spread its wing in other segment of infrastructure development to enhance its presence and growth.

The management is concerned for continuous increasing in rate of interest and commodity prices.

DIVIDEND

Your Directors recommended final dividend of Rs. 0.60 i.e. 30% per equity share of Rs. 2/- each. The dividend distribution will result in a cash outgo of Rs. 704.87 lakh (including tax on dividend of Rs. 98.39 lakhs).

TRANSFER TO RESERVE

Your directors propose to transfer a sum of Rs. 833.00 lacs to the General Reserve account.

SAP IMPLEMENTATION

At the end of the financial year, the Company has successfully rolled out SAP system and made it operational. With implementation of SAP, it is expected to achieve better transparency, accountability and reliability of information system and its timely retrieving of the same.

FIXED DEPOSITS

The Company has not accepted any fixed deposits within the meaning of Section 58A of the Companies Act, 1956, during the period under review.

DIRECTORS

At the ensuing AGM three directors are liable to retire by rotation, these include Mr. V. Sivakumaran, Mr. Vilas B. Parulekar and Mrs. Usha B. Kulkarni. These directors are eligible for reappointment and expressed their willingness to be reappointed.

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

SUBSIDIARIES

The Company has five subsidiaries out of which one is overseas subsidiary. The Indian subsidiaries are 1. Pratibha Infrastructure Private Limited, 2. Prime Infrapark Private Limited, 3. Bhopal Sanchi Highways Private Limited and 4. Mukangan Developers Private Limited and one step down subsidiary Pratibha Developers Private Limited; the overseas subsidiary is Pratibha Holding (Singapore) Pte Limited and one step down overseas subsidiary is Pratibha Infra Lanka (Private) Limited.

As per Section 212 of the Companies Act, 1956, The Company is required to attach the Directors' Report, Balance Sheet, Profit and Loss Account of subsidiaries. In accordance with the general circular No. 2/2011 dated 08th February, 2011, has provided an exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statement in the Annual Report. Accordingly, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. These documents will also be kept open for inspection during the business hours at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

CONSOLIDATED FINANCIAL STATEMENTS

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

PERSONNEL

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

AUDITORS AND AUDITORS' REPORT

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

The Company has received confirmation from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and also that they are not disqualified for such re-appointment within the meaning of Section 226 of the said Act. The Auditors has also submitted peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India, New Delhi as required under the listing agreement.

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

COST AUDITORS

Pursuant to the provision of Section 233B of the Companies Act, 1956, your directors have appointed M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, as the Cost Auditors to conduct the Cost Audit of your Company for the financial year ending 31st March, 2012.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 217 (1) (e) of the Act read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 form part of this Report.

CORPORATE GOVERNANCE

Being observant and responsible, the company is committed to high standards of the corporate ethics, professionalism and transparency. As per Clause 49 of the Listing Agreement with the stock exchanges, a separate section on Corporate Governance forms part of the Annual Report

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

PLEDGE OF SHARES

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

EMPLOYEE RELATIONSHIP

The Company enjoyed very cordial and fruitful relations with the employees during the year under review

and the Management wishes to place on record its sincere appreciation of the efforts put in by the Company's workers, staff and executives for achieving excellent results under demanding circumstances.

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

APPRECIATION

Your Directors would like to express their sincere appreciation and gratitude for the support and co-operation received from the Central and State Governments, Civic Corporation and authorities, Banks, Financial Institutions, Customers, Suppliers, Associates, Vendors, Sub – Contractors and the Members during the year under review.

The Directors also wish to thank and place on record its appreciation for all the employees for their committed and sincere services and continued cooperation throughout the year.

For and on behalf of the Board of Directors

Date: 25th May, 2012

Place: Mumbai

Usha B. Kulkarni

Chairperson

Annexure to Directors' Report

Information under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors Report for the period ended 31st March, 2012.

(A) Conservation of Energy

(a) Energy Conservation and efficiency measures undertaken

Energy Conservation during the financial year has accrued as a result of the following steps:

- Reduction in the specific consumption of electricity by optimizing its usage.
- Maintaining power factor from 0.99 to 1 for MSEDCL power.

(b) Additional Proposals being implemented for further conservation of energy

- Appointment of certified energy manager by BEE, Ministry of Power as consultant.
- Solar Energy or any other renewable energy

(c) Impact of the above measures for reduction of energy consumption and consequent impact on cost of production of goods:

PIL got an incentive amounting to Rs. 9,02,109/- from MSEDCL in 2011-2012. Incentive declared by MSEDCL on Electricity Bill Amount and Power Factor Value.

(d) Total energy consumption and energy consumption per unit of production as per Form A

Form A

Power and Fuel Consumption from 1st April 2011 to 31st March 2012

	Unit	Total cost In Rs.	Rs. Per unit
Electricity	17,00,790	1,26,73,004	7.45/Unit
Own generation (Through Diesel Generator)	1,40,093	18,91,250	13.50/unit
Coal	N. A.	N. A.	N. A.
Furnace Oil	N. A.	N. A.	N. A.

Consumption per unit of production from 1st April 2011 to 31st March 2012

Spiral: 0.0110 Ton/Unit
Coating: 0.134 Sq. Mtrs./Unit

(B) Technology Absorption

Efforts, in brief, made towards technology absorption, adaptation and innovation	Not Applicable
Benefits derived as a result of the above efforts	Not Applicable
Details about imported technology (imported during the last five years reckoned from the date of beginning of financial year, if any.	Not Applicable

(C) Research & Development

Specific Areas in which R & D is carried out by the company	Nil
Benefits derived as result of above R & D	Nil
Future Plan of Action	Nil
Expenditure on R & D	Nil

(D) Foreign Exchange Earnings and Outgo

1. Activities relating to Exports :

There were no significant exports by the Company during the year.

2. Total Foreign exchange used and earned:

Year ended	(` in lakh)	
	31.03.2012	31.03.2011
(i) Foreign Exchange earned	20,996.02	2,144.92
(ii) Foreign Exchange used	31,922.96	2,289.21

Report On Corporate Governance

As required by Clause 49 of the Listing Agreements with Stock Exchanges.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company firmly believes in independence, responsibility, transparency, professionalism, accountability and ethical practices, which are the basic code of belief of corporate governance. The Company has always focused on corporate governance as a means to achieve optimum performance at all levels and maximize stakeholders' value through disciplined and sustained growth and value creation.

The Company has adopted a Code of Business Conduct and Ethics for its Directors and senior management personnel. The Code is available on the Company's website. The Company has also adopted a

Code of Conduct for Prevention of Insider Trading as a code of Corporate Disclosure Practices.

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

A. MANDATORY REQUIREMENTS

1. BOARD OF DIRECTORS

(a) Composition Of The Board

The Composition of Board of Directors presently consists of nine directors as detailed hereunder indicating their status as Independent or otherwise against their respective names. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges.

Composition of the Board and category of Directors are as follows:

Name of the Directors	Designation	Category
Mrs. Usha B. Kulkarni	Chairperson	Promoter & Executive
Mr. Ajit B. Kulkarni	Managing Director	Promoter & Executive
Mr. Vinayak B. Kulkarni	Whole time Director	Promoter & Executive
Mr. Rohit R. Katyal	Whole time Director	Executive
Mr. Awinash M. Arondekar	Director	Independent Non-Executive
Mr. Shrikant T. Gadre	Director	Independent Non-Executive
Mr. Vilas B. Parulekar	Director	Independent Non-Executive
Dr. S. L. Dhingra	Director	Independent Non-Executive
Mr. V. Sivakumaran	Director	Independent Non-Executive

(b) Details of attendance of Directors at Board Meetings, Annual General Meeting and Extra Ordinary General Meeting and other Directorships and Memberships /

Chairmanships of Committees of each Director in other companies:

Name of the Director	Attendance Particulars		No. of other Directorships and Committee Memberships / Chairmanships		
	Board Meeting	Attendance At AGM	Director ships*	Committee Member ships**	Chairman ships**
Mrs. Usha B. Kulkarni	4	Yes	7	-	-
Mr. Ajit B. Kulkarni	4	Yes	12	2	-
Mr. Vinayak B. Kulkarni	4	Yes	7	-	-
Mr. Rohit R. Katyal	2	No	7	-	-
Mr. Awinash M. Arondekar	4	No	4	2	1
Mr. Shrikant T. Gadre	4	Yes	3	2	1
Mr. Vilas B. Parulekar	3	Yes	2	-	-
Dr. S. L. Dhingra	4	No	1	-	-
Mr. V. Sivakumaran	4	Yes	1	-	-

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

(c) Details of Board Meeting

Four Board meetings were held during the year. The dates on which the meetings were held are: 19.05.2011, 29.07.2011, 24.10.2011 and 03.02.2012.

(d) Board Committees

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

functions vest with the Board, while the committees oversee operational issues.

The Board has constituted four committees consisting members of the Board. Details of the Committees and other related information are provided here under:

These committees facilitate focused, timely & efficient deliberation and discussions.

Constitution

Name of the Director	Name of the Committee			
	Audit	Remuneration/ Compensation	Shareholder Grievance	Finance
Mrs. Usha B. Kulkarni	No	No	No	Yes*
Mr. Ajit B. Kulkarni	Yes	Yes	Yes	Yes
Mr. Vinayak B. Kulkarni	No	No	No	Yes
Mr. Rohit R. Katyal	No	No	No	No
Mr. Awinash M. Arondekar	Yes	Yes	Yes*	No
Mr. Shrikant T. Gadre	Yes*	Yes*	Yes	No
Mr. Vilas B. Parulekar	No	Yes	No	No
Dr. S. L. Dhingra	No	No	No	No
Mr. V. Sivakumaran	No	No	No	No

* Chairperson/Chairman

None of the Directors of the Company was a member of more than ten committees nor was the Chairman of more than five committees across all companies in which they are directors.

None of the Non - Executive Directors have any material pecuniary relationship or transactions with the Company.

(e) Scheduling And Selection of Agenda Items For Board/Committee Meetings:

i) The Company holds minimum of four Board Meetings in each year, which are pre-scheduled after the end of each financial quarter. Apart from the four pre-scheduled Board Meetings, additional Board Meetings are been convened by giving appropriate notice at any time to address the specific needs of the Company. The Board may also approve permitted urgent matters by passing

resolutions by circulation.

ii) All divisions/ departments in the Company are encouraged to plan their functions well in advance particularly with regard to matters requiring discussion/ approval/ decision in the board/ Committee meetings. After that, the Chairperson of the Board and the Company Secretary in consultation with other concerned persons in the senior management, finalize the agenda papers for the Board Meetings and circulated amongst the Board Members and other invitees to the Meeting.

iii) Where it is not practicable to attach any document or the agenda is of sensitive nature, the same is circulated at the meeting with the approval of the Chair. In special and exceptional circumstances, additional or supplemental item(s) on the agenda are taken up for discussion with the permission of the Chair and after a consensus is formed. Sensitive/confidential subject

matters are discussed at the meeting even without written material being circulated.

(f) Briefing By The Managing Director & Whole Time Director

At the beginning of each meeting of the Board, Managing Director and Whole Time Director brief the Board Members about the key developments relating to the Company in diverse areas, development at various sites, receipt of major orders and their progress on regular basis.

(g) Post Meeting Follow Up Mechanism

Important decisions taken by the Board / committee are promptly communicated to the concerned department head. Action Taken Reports (ATR) on decisions of previous meetings are placed at the succeeding meetings of the Board/ committee for their noting.

(h) Recording Minutes of Proceedings at the Board And Committee Meetings:

The Corporate Secretarial Department records the proceedings of each board and committee meetings within the stipulated time lines. Draft minutes are circulated to all the members of the Board/ committees for their comments.

2. AUDIT COMMITTEE

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

(a) Terms Of Reference

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

1. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment, of and removal of statutory auditor, fixation of audit fee and approval for payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the Board, focusing primarily on :
 - a. Any change in accounting policies and practices.
 - b. Major accounting entries based on the exercise of

- judgment by management.
- c. Significant adjustments made in the financial statements arising out of audit findings
- d. Compliance with listing and other legal requirements relating to financial statements
- e. Disclosure of any related party transactions
- f. Qualifications in the draft audit report.

4. Reviewing, with the management, external and internal auditors the adequacy of Internal Control Systems.

5. Reviewing the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

6. Discussion with internal auditors any significant findings and follow up there on.

7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

8. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

9. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.

10. Appointment of Cost Auditor.

(b) Composition

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

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

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

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

(c) Meetings And Attendance During The Year

During the year under review, the Audit Committee met four times. The gap between two meetings did not exceed four months. The dates on which Audit Committee meetings were held are: 19th May, 2011, 29th July, 2011, 24th October, 2011, and 3rd February, 2012.

The Committee has recommended the appointments of M/s. Jayesh Sanghrajka & Co., Chartered Accountants, as the Statutory Auditors, M/s Chokshi & Chokshi, Chartered Accountants, as Internal Auditors, Mr. Narasimha Murthy & Co., as Cost Auditor and Mr. T. R. Radhakrishnan as Chief Financial Officer of the Company.

3. REMUNERATION/ COMPENSATION COMMITTEE

(a) Composition

The Committee comprises of the following members:

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

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

(b) Terms Of Reference

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

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

(c) Remuneration Policy

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

(d) Meeting And Attendance During The Financial Year

During the financial year, one meeting of the Remuneration Committee were held on 19th May, 2011 attended by the all the members. The Committee has considered the revision of salaries of the directors & appointment of certain persons at office or place of profit.

(e) Details Of Remuneration

Executive Directors

The aggregate value of salary and perquisites including performance bonus, if any, paid for the year ended March 31, 2012, to the Managing Director and Whole Time Directors are as follows:

Name of the Directors	Designation	Salary & Allowances (Rs.)	Performance Bonus / Commission
Mr. Ajit B. Kulkarni	Managing Director	1,80,31,600	60,00,000
Mrs. Usha B. Kulkarni	Chairperson	36,00,000	-
Mr. Vinayak B. Kulkarni	Whole time Director	30,59,512	-
Mr. Rohit R. Katyal	Whole time Director	1,19,97,612	-

NON EXECUTIVE DIRECTORS

Name of the Directors	Sitting Fees	Commission*	Total
Mr. Shrikant T. Gadre	1,10,000	2,00,000	3,20,000
Mr. Awinash M. Arondekar	1,10,000	2,00,000	3,20,000
Mr. Vilas B. Parulekar	40,000	2,00,000	2,40,000
Dr. S. L. Dhingra	40,000	2,00,000	2,40,000
Mr. V. Sivakumaran	40,000	2,00,000	2,40,000

*Recommended for financial year 2011-12

4. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

As part of its Corporate Governance initiative, the Company constituted the Shareholders/Investors Grievance Committee to specifically look into the unresolved shareholders grievance with regard to transfer / transmission / demat / remat of shares, issue of duplicate, split-up, consolidation, renewal of share certificate, non-receipt of Annual Report, non- receipt of application money and other issues concerning the shareholder/investors.

The Committee comprises of the following persons:

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

The Company has duly appointed share transfer agent M/s. Link Intime India Private Limited, (R&T agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are like wise processed and confirmations thereof are communicated to investors within the prescribed time.

Mr. Pankaj S. Chourasia, Company Secretary and Compliance Officer, nominated for this purpose under Clause No. 47(a) of the Listing Agreement. He looks into the investor grievances and supervises and coordinates with the M/s. Link Intime India Private Limited, Registrar & Transfer Agents, for redressal of grievances. Every quarter the Company publishes the status of the complaint received and their respective redressal.

Complaints received and redressed during the financial year 2011-12:

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

No.	Nature of Complaint	Number of Complaints
1	Non Receipt of Dividend	7
2	Non Receipt of Annual Report	1
	Total	8

The Committee expresses pleasure with the Company's performance in dealing with the investor grievances.

5. FINANCE COMMITTEE

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

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

6. SUBSIDIARY COMPANY

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

7. GENERAL BODY MEETINGS

(a) Annual General Meeting

Location, date, time of the Annual General Meetings held during the preceding 3 years are as follows:

Year	Location	Date	Time	Special Resolution(s)
2010-11	Natraj Avenues, Next to R. K. Studio, Sion Trombay Road, Chembur, Mumbai - 400 071	21 st July, 2011	3.30 p. m.	4
2009-10	Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai - 400 088	30 th June, 2010	3.30 p. m.	3
2008-09	Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai - 400 088	30 th June, 2009	12.30 p.m.	5

(b) Extra Ordinary General Meeting

No Extraordinary general Meeting was held during the year.

(c) Postal Ballot

No Postal Ballot was conducted during the year by the Company.

(d) Disclosures on materially significant related party transaction that may have potential conflict with the interest of your company at large

During the year, the Company has not entered into any transactions of material nature with the Directors, their relatives or management which were in conflict with the interest of the Company. Attention of Members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts – No. 38 forming part of the Annual Report.

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

The Company has complied with all the requirements of the Listing Agreement with Stock Exchange as well as Regulations and Guidelines prescribed by SEBI. There were no penalties or strictures imposed on the company by any statutory authorities for non-compliance on any matter related to capital markets, during the last three years.

All the mandatory requirements of Clause 49 are complied with. In respect of the non – mandatory requirements the Board has set up a remuneration committee consisting of three non-executive directors and one executive director.

8. GENERAL INFORMATION FOR SHAREHOLDERS

(a) Company Registration details

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L45200MH1995PLC090760.

(b) 17th Annual General Meeting:

Date : Thursday, 12th day of July, 2012
Time : 3.00 P.M.
Venue : Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai - 400 088

(c) Financial Calendar (tentative)

First Quarter Results - 3rd/4th week of July, 2012
Second Quarter Results - 3rd/4th week of October, 2012
Third Quarter Results - 3rd/4th week of January, 2013
Last Quarter and Annual Audited Results - 2nd/3rd week of May, 2013
Eighteenth Annual General Meeting - June/July, 2013

(d) Book Closure Period

Monday, 09th July, 2012 to Thursday, 12th July, 2012 (both days inclusive).

(e) Dividend Payment Date

On or after 12th July, 2012

(f) Listing of Equity Shares on Stock Exchanges and Payment of Listing Fee

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001.
National Stock Exchange of India Limited (NSE),
“Exchange Plaza”
Bandra-Kurla Complex

Bandra (E), Mumbai 400 051.

Annual listing fee for the year 2012-13, as applicable, has been paid by the Company to BSE and NSE.

(g) Security Code

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

(h) Means of Communication

Half Yearly report sent to each of shareholders : No.

Quarterly Results
Which newspapers normally published in : Free Press Journal English
Nav Shakti – Marathi

Any Web site, where displayed. : www.pratibhagroup.com

Presentation made to Institutional Investors or to Analyst : Yes

Whether Management Discussion and Analysis Report is a part of annual report or not : Yes

(i) Unclaimed Shares lying in the Escrow Account

The Company entered the Capital Market with Initial Public Offer through 100% Book Building process for 42,50,000 equity shares of Rs. 10/- each at a premium of Rs. 110/- per share. In light of SEBI's notification No. SEBI/CFD/DIL/LA/2009/24/04 on April 24, 2009, the Company has opened a separate demat accounts to credit the unclaimed shares which could not be allotted to the rightful shareholder due to insufficient/ incorrect information or any other reason. The voting rights in respect of the said shares will be frozen till the time rightful owner claims such shares.

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

Particulars	No. of Shareholders	No. of Shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2011.	10	2500
Number of shareholders who approached the Company for transfer of shares from suspense account during the year.	1	250
Number of shareholders to whom shares were transferred from the suspense account during the year.	1	250
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2012.	9	2250

As part of good corporate governance practice, the Company has also initiated to send reminder to the IPO applicants who have not claimed their refund amount and accordingly 1 (One) IPO applicant has claimed his IPO refund amount. The Company has paid unclaimed refund amount to the applicant.

(j) Market Price Data

The Equity shares of the Company are listed on Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. The details of high and low of the Market Price Data of the equity shares of the Company for the financial year ending on 31st March, 2012 are as under.

Month	Bombay Stock Exchange		National Stock Exchange	
	Share Price		Share Price	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April - 11	74.00	59.60	73.90	59.50
May - 11	60.05	48.60	60.20	51.10
June - 11	58.30	50.05	59.85	50.60
July - 11	59.75	51.80	59.65	51.70
August - 11	57.60	39.80	55.45	39.20
September - 11	50.75	42.55	52.10	42.55
October - 11	48.30	40.00	46.50	39.30
November - 11	46.50	30.85	46.50	30.45
December - 11	38.85	27.80	39.00	28.10
January - 12	47.90	32.50	49.00	32.25
February - 12	54.45	45.00	54.50	45.00
March - 12	48.50	42.50	49.00	42.20

Source: BSE - NSE Website

(k) Registrars and Transfer Agents

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

(l) Share Transfer System

The shareholding of the Promoters and Promoters group amounting to 52.44% of the total paid up share capital.

The Board has delegated the authority for approving transfer, transmission, etc. of the company's

securities to the Shareholders/Investors Grievance Committee. A summary of transfer / transmission of securities of the Company, so approved by the Committee, are placed at every Board Meeting.

As per the requirement of the Clause 47 (c) of the Listing Agreement with the Stock Exchanges, the half yearly audit is done by a Company Secretary in whole time Practice, whereby checking and verifying that all certificates have been issued within stipulated one month of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies. A copy of the same is also submitted to the Stock Exchanges.

(m) Distribution of Shareholding on March 31, 2012

Distribution of Shares		No of Shareholders	% of Shareholders	No of Shares	% of Shares
Upto	500	21,485	84.39	36,20,208	3.64
501	1000	2,107	8.28	17,44,448	1.75
1001	2000	866	3.40	13,20,598	1.33
2001	3000	340	1.34	8,69,266	0.87
3001	4000	154	0.60	5,58,838	0.56
4001	5000	137	0.54	6,51,562	0.66
5001	10000	168	0.66	12,51,973	1.26
10001	above	202	0.79	8,94,08,064	89.93
Grand Total		25,459	100.00	9,94,24,957	100.00

(n) Shareholding Pattern as on 31st March, 2012

Shareholders	No of Shares held	% to total share held
Directors and Relatives	5,21,34,829	52.44
Corporate Bodies	85,88,196	8.64
Nationalized Bank / MF / Insurance Companies	52,67,613	5.30
FII's	1,59,19,955	16.01
NRI	7,34,718	0.74
Foreign Company	38,04,348	3.83
Resident Individuals	1,29,75,298	13.04
Total	9,94,24,957	100.00

(o) Dematerialization of shares and liquidity:

The Equity Shares of the Company are compulsorily to be traded in Electronic form through Stock Exchanges. The Equity Shares of the Company are actively traded both on BSE and NSE thus ensure good liquidity for the investors. More than 99.99% shares of the Company are in dematerialized form as on 31st March, 2012.

(p) Work Sites for contracts:

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

(q) Address for Correspondence:

For all matters relating to Shares, Annual Reports
Mr. Pankaj S. Chourasia
Company Secretary & Compliance Officer
14th Floor, Universal Majestic,
P. L. Lokhande Marg,
Off Ghatkopar Mankhurd Link Road,
Govandi (W), Mumbai – 400 043
Tel: 91- 22- 3955 9999
Fax 91- 22- 3955 9900
E-mail: investor.relations@pratibhagroup.com

(r) Risk Management Framework

The company has in place mechanisms to inform board members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of the properly defined framework.

9. CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND KEY MANAGEMENT PERSONNEL

The Code of business conduct and ethics for directors and management personnel as adopted by the Board is a comprehensive code applicable to all Directors and key management personnel. The Code has been circulated to all the members of the Board and Key management personnel and the compliance of the same is affirmed by them annually.

The Company has also uploaded the code of conduct on its website www.pratibhagroup.com.

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

10. COMPLIANCE CERTIFICATE OF THE AUDITORS

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

B. NON-MANDATORY REQUIREMENTS

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

a. The Company ensures that any person who is being appointed as an independent director has the requisite qualifications and experience which would be of use to the Company and which, in the opinion of the Company, would enable him to contribute effectively to the Company in his capacity as an Independent Director.

b. The Company has set up a Remuneration Committee, details of which have been given earlier in this Report. The said committee also functions as Compensation Committee.

c. The Statutory financial statements of the company are unqualified.

d. The Company has formulated a Whistle Blower Policy and the same has been circulated among the employees of Head Office, Plant and all the projects sites of the Company in three different languages like English, Hindi and Marathi. Further the same has also been posted on the Notice Board of the Company.

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

ANNEXURE- A

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

Name of Director	Mrs. Usha B. Kulkarni
Date of Birth	5 th May, 1935
Date of Appointment	Since Inception (19/07/1995)
Areas of Experience	Mrs. Usha B. Kulkarni is Chairperson, 77 years old, has been Director since inception. She is Bachelor in Arts from Pune University. She is well-versed with the Administrative skills required for successful operation of business at various levels. She is responsible for general administration and vision guidance to the Company.
Educational Qualifications	Graduate in Arts from Pune University
Companies in which he holds directorship	<ol style="list-style-type: none"> 1. Pratibha Pipes & Structural Limited 2. Pratibha Shareholding Private Limited 3. Pratibha Struct Build Private Limited 4. Elegant Infrastructure and Real Estate Private Limited 5. Pratibha Developers Private Limited 6. Pratibha Heavy Engineering Limited
Membership Chairmanship of Board Committees	Chairperson of Finance Committee
Shareholding	1,30,02,500 Equity Shares of Rs.2/- each

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

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

We hereby declare that all the Board and Senior Management Personnel have affirmed compliance with the respective provisions of the Code of Conduct of the company formulated by the Board of Directors for the financial year ended 31st March, 2012.

Place: Mumbai
Date: May 25, 2012

Ajit B. Kulkarni
Managing Director

Auditors' Certificate on Corporate Governance

To,
The Members,
Pratibha Industries Limited

We have examined the compliance of conditions of corporate governance by Pratibha Industries Limited, for the year ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

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

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

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

For Jayesh Sanghrajka & Co.
Chartered Accountants
(Registration No. 104184W)

Hemant Agrawal
Partner
Membership No. 403143

Place: Mumbai
Date: 25th May, 2012

Auditors' Report

To The Members of

PRATIBHA INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of **Pratibha Industries Limited** as at 31st March 2012, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to in paragraph 3 above, 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 purposes of our audit;

b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;

c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;

d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred in sub-section (3C) of section 211 of

the Companies Act, 1956 to the extent applicable:

e) On the basis of written representations received from the Directors as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act 1956;

f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
- (ii) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (iii) In the case of the Cash Flows Statement, of the cash flows for the year ended on that date.

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

Hemant Agrawal
Partner
Membership No. 403143

Place: Mumbai
Date: 25th May 2012

Annexure to Auditors' Report

Referred to in Paragraph 3 of our report of even date

1. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

b. As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c. In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its inventories:

a. As explained to us, inventories have been physically verified by the management at regular intervals during the year.

b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c. The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

3. In respect of the loans, secured or unsecured, granted or taken by the company to / from companies, firms or other parties covered in register maintained under Section 301 of the Companies Act, 1956:

a. The Company has given interest free unsecured loans to eleven parties aggregating of ₹ 5,693.97 lakhs.

b. In our opinion and according to the information and explanations given to us, terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.

c. The company has not taken any loan during the year from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods. During the course of our audit, we have not observed any major

weaknesses in internal controls.

5. In respect of transactions covered under Section 301 of the Companies Act, 1956:

a. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that need to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.

b. In our opinion and according to the information and explanations given to us, the transactions aggregating during the year amounting to ₹ 5,00,000/- or more in respect of each party, have been made at prices which appear reasonable as per information available with the company.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.

7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

8. We have broadly reviewed the books of accounts maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government for the maintenance of the cost records under section 209(1)(d) of the Companies Act 1956 in respect of Steel Pipes and are of the opinion that prima facie the prescribed accounts and prescribed records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

9. In respect of statutory dues:

a. As per the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally, regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March 2012 for a period of more than six months from the date of becoming payable.

b. The disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

Nature of Dues	Amount (in Lakh)	Period to which the amount relates	Forum where dispute is pending
Income Tax	526.63	From 2000-01 to 2005-06	ITAT, Mumbai
Income Tax	1,821.55	From 2006-07 to 2008-09	CIT (Appeal), Mumbai
Service Tax	51.19	From 2005-06 to 2006-07	CESTAT, Mumbai
Excise Duty	24.27	2005-06	CESTAT, Kolkata
Excise Duty	36.87	From 2004-05 to 2006-07	CESTAT, Kolkata

10. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.

11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks. The Company has not issued Debentures.

12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund/ society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.

14. In our opinion, 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. All these investments have been held by the company in the name of the company.

15. The Company has given guarantees for loans taken by others from banks or financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima-facie prejudicial to the interests of the Company.

16. The Company has used term loans for the purposes for which they were raised.

17. According to the information and explanation given to us and on the basis of an overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on a short-term basis, which have been used for long term investment.

18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.

19. The Company has not issued any debentures. Therefore, the provisions of Clause (xix) of paragraph 4 of the Order are not applicable to the Company.

20. During the year, the company has not raised money by public issue. Therefore, the provisions of Clause (xx) of paragraph 4 of the Order are not applicable to the Company.

21. In our opinion and according to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the year.

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

Hemant Agrawal
Partner
Membership No. 403143

Place: Mumbai
Date: 25th May 2012

Balance Sheet as at 31st March, 2012

(` in Lakhs)

Particulars	Notes	31 st March 2012	31 st March 2011
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	3,488.50	3,488.50
(b) Reserves and Surplus	3	52,477.78	44,858.65
		55,966.28	48,347.15
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	17,956.09	7,015.25
(b) Deferred tax liabilities	5	2,406.68	1,839.59
(c) Other Long term liabilities	6	2,590.68	6,258.09
		22,953.45	15,112.92
(3) Current Liabilities			
(a) Short-term borrowings	7	46,061.61	27,563.87
(b) Trade payables	8	39,534.90	21,238.21
(c) Other current liabilities	9	37,361.07	21,502.69
(d) Short-term provisions	10	7,440.00	4,932.82
		1,30,397.58	75,237.59
Total Liabilities		2,09,317.31	1,38,697.66
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		46,607.93	29,697.04
(ii) Intangible assets		374.50	141.72
(iii) Capital work-in-progress		11,659.20	1,479.80
(iv) Intangible assets under development		523.14	-
		59,164.78	31,318.56
(b) Non-current investments	12	331.02	1,041.37
(c) Deferred tax assets	5	-	-
(d) Long term loans and advances	13	5,036.71	1,606.22
		64,532.51	33,966.15
(2) Current assets			
(a) Current investments	14	200.00	-
(b) Inventories	15	45,757.58	34,389.49
(c) Trade receivables	16	27,182.79	17,928.51
(d) Cash and cash equivalents	17	14,668.92	10,249.17
(e) Short-term loans and advances	18	49,329.82	38,068.70
(f) Other current assets	19	7,645.67	4,095.63
		1,44,784.79	10,4731.51
Total Assets		2,09,317.31	13,8697.66

Significant Accounting Policies

1

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached.

For **Jayesh Sanghrajka & Co.**

Chartered Accountants
Firm Regn. No.: 104184W

Hemant Agrawal
Partner
Membership No.: 403143

Place : Mumbai
Date : 25.05.2012

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

Statement of Profit & Loss for the year ended 31st March, 2012

(` in Lakhs)

Particulars	Notes	31 st March 2012	31 st March 2011
Revenue from operations	20	1,50,343.53	1,17,266.33
Other Income	21	527.00	124.42
Total		<u>1,50,870.53</u>	<u>1,17,390.75</u>
Expenses:			
Cost of Material consumed	22	62,325.82	53,826.46
Manufacturing, Construction & Operating Expenses	23	52,835.03	37,178.14
Change In Inventories	24	(11,252.63)	(6,884.79)
Employee Benefit expenses	25	9,040.96	6,163.03
Financial costs	26	8,394.35	6,120.95
Depreciation and Amortization expense	27	1,884.53	1,433.88
Other expenses	28	16,527.53	9,971.58
Total		<u>1,39,755.58</u>	<u>1,07,809.24</u>
Profit Before Tax		1,1114.94	9,581.50
Tax expenses:			
(1) Current tax		2,223.85	1,909.64
(2) Deferred tax		567.09	528.55
Profit for the year		<u>8,324.00</u>	<u>7,143.32</u>
Earning per equity share: (in `.)			
	29		
(1) Basic		8.36	7.89
(2) Diluted		8.24	7.86

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached.

For **Jayesh Sanghrajka & Co.**

Chartered Accountants
Firm Regn. No.: 104184W

Hemant Agrawal

Partner
Membership No.: 403143

Place : Mumbai
Date : 25.05.2012

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

Cash Flow Statement for the Year 2011-12

(` in lakhs)

Particulars	31 st March 2012	31 st March 2011
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	11,114.94	9,581.50
Adjustment for :		
Depreciation & Amortization	1,884.53	1,433.88
Profit on Sale of Assets	(453.42)	(61.29)
Profit on Sale of Investment	(12.77)	(63.13)
Finance Charges	8,265.12	6,120.95
Unrealised Foreign Exchange Gain	52.75	(83.84)
Loss / (Profit) from JV	887.10	(189.55)
Dividend Received	-	-
Profit from Subsidiary	(0.81)	-
Operating Profit before working Capital Changes	21,737.44	16,738.52
Adjustment for :		
Inventories	(11,368.09)	(5,003.11)
Trade Receivables	(9,012.48)	662.05
Other Assets	(19,332.27)	(15,574.09)
Trade Payables	18,296.69	2,064.61
Other Liabilities	14,494.64	6,800.47
Direct Taxes Paid	14,815.93 (1,100.00)	5,688.46 (1,000.00)
Net cash used in Operating Activities	13,715.93	4,688.46
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets	(27,988.23)	(4,668.87)
Sale of/ (Additions to) investments (net)	(363.17)	573.54
Dividend Received	-	-
Net cash used in investing activities	(28,351.40)	(4,095.33)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(605.35)	(701.30)
Corporate Dividend Tax paid	(67.15)	(118.64)
Proceeds from Issue of Share Capital	-	14,373.27
Proceeds from Long Term Borrowings (Net)	9,502.56	(2,809.14)
Proceeds from Short Term Borrowings (Net)	18,489.15	(1,139.04)
Finance Charges paid (Net)	(8,265.12)	(6,120.95)
Net cash from Financing Activities	19,054.08	3,484.20
NET INCREASE IN CASH AND CASH EQUIVALENTS	4,418.61	4,077.33
Opening Cash and Cash Equivalents	10,243.32	6,165.99
Closing Cash and Cash Equivalents	14,661.93	10,243.32

Notes :

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

2. Cash and Cash Equivalent

(` in lakhs)

Cash and Cash Equivalent	31.03.2012	31.03.2011
Cash in hand	141.89	102.51
Balance with Banks	14,527.03	10,146.67
Less: Unpaid Dividend Balance	6.99	5.85
Total	14,661.93	10,243.93

For Jayesh Sanghrajka & Co.

Chartered Accountants

Firm Reg No. 104184W

For and on behalf of the Board

Hemant Agrawal

Partner

Membership No. 403143

Usha B. Kulkarni

Chairperson

Vinayak B. Kulkarni

Whole Time Director

Ajit B. Kulkarni

Managing Director

Rohit R. Katyal

Whole Time Director

Place : Mumbai

Date :25.05.2012

Pankaj S. Chourasia

Company Secretary

Notes on Financial Statements for the year ended 31st March, 2012

Company Overview

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

1. Significant Accounting Policy

A. Basis of Preparation of Financial Statements:

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

B. Use of Estimates:

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

C. Fixed Assets

Fixed Assets are stated at cost, net of recoverable taxes, less accumulated depreciation. All costs including finance costs, exchange differences, arising in respect of foreign currency loans or other liabilities incurred, and expenses incidental to acquisition and installation attributable to fixed assets till the date of readiness of their use are capitalized. Fixed assets purchased in foreign currency are recorded at the actual rupee cost incurred. There has been no revaluation of fixed assets during the year.

Capital Work-In-Progress is stated at the amount expended upto the date of Balance Sheet including preoperative expenditure.

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

D. Depreciation & Amortization

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

Computer software is amortized over a period of five years.

E. Foreign Currency Transactions: Indian Operation:

a) Foreign exchange transactions are recorded at the prevailing rate on the date of the transaction.

b) Monetary items are restated at the exchange rate prevailing on the date of balance sheet.

c) Non monetary items are stated at cost.

d) Gains or losses arising out of remittance / conversion at the year-end are credited / debited to the profit and loss account for the year.

e) Gains & losses in respect of foreign exchange contracts are recognized as income or expenses over the life of the contract.

Foreign Operation:

f) Income and expenses other than depreciation costs are translated at the rate prevailing on the date of transaction.

g) Monetary assets and liabilities are restated at the rate prevailing on the date of balance sheet.

h) Fixed Assets are translated at exchange rates on the date of transaction and depreciation on fixed asset is translated at the exchange rate used for translating underlying fixed asset.

As on 31st March 2012, there is no Mark-to-Market loss on account of derivative forward exchange contract.

F. Investments:

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

b) Long term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

G. Inventories:

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

Notes on Financial Statements for the year ended 31st March, 2012

a) Raw materials are valued at lower of cost or net realizable value.

b) The value of contracts, irrespective of whether the progress of work is below or at the reasonable extent is valued at estimated cost consisting of the costs that relate directly and that which can be allocated to the specific contract.

c) Work-in-progress (other than project and construction-related) at lower of cost including related overheads or net realizable value. Project and construction-related work-in-progress at cost till such time the outcome of the job cannot be ascertained reliably and at realizable value thereafter. Site mobilization expenditure of incomplete contracts is stated at cost.

d) Stores, Spares and Fuel are carried at cost.

e) Purchase goods and raw materials in transit are carried at cost

f) Finished goods are valued at cost or net realizable value whichever is lower.

H. Revenue Recognition:

a) Construction Contract Sales:

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

b) Claim for Extra Work and Escalation:

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

c) Sales recognition:

1. Sales are accounted net of excise duty, Sales Tax, Discount, Returns and Rejections. Sales are recognized on dispatch of material from the factory of the company.

2. Export Sales are recognized on dispatch of material from the premises of the Company irrespective of the date of shipping document.

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

d) Profit on sale of investment is recognized on transfer of title from the company and is determined as the difference between the sale price and carrying value of the Investment.

e) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

f) Export Benefits / incentives, interest and other incomes are accounted on accrual basis except Dividend, which is accounted in the year of receipt.

g) Dividend income is recognized when right to receive is established.

I. Service Tax & Sales Tax on Works Contracts:

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

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

J. Employee Benefits:

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

Defined benefit plans like gratuity are determined based on actuarial valuation carried out by an independent actuary at the balance sheet date using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit, and measures each unit separately to build up final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rate used for

Notes on Financial Statements for the year ended 31st March, 2012

determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities at the balance sheet date. Actuarial gains and losses are recognized immediately in the profit and loss account. The Company has taken comprehensive policy from the Life Insurance Corporation of India for its Gratuity liability.

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

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

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

K. Provision for Current & Deferred Taxes:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

L. Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowings costs are expensed out.

M. Provisions, Contingent Liabilities & Contingent Assets:

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

N. Leases:

Lease arrangements, where the risk and rewards incidental to the ownership of asset substantially vests with the lessor are recognized as operating lease. Lease

payments under operating leases are recognized as an expense in the Profit and Loss Account. Assets leased out under operating leases are capitalized. Rental income is recognized on accrual basis over the lease term.

O. Segment Accounting

a) Segment accounting policies

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

i. Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.

ii. Expenses that are directly identifiable with/allocable to segments are considered for determining the Segment Result. Expenses, which relate to the Company as a whole and not allocable to segments are included under "Unallocable Corporate Expenditure".

iii. Income which relates to the Company as a whole and not allocable to segments is included in "Unallocable Corporate Income".

iv. Segment result includes margins on inter-segment transactions, which are reduced in arriving at the profit before tax of the Company.

v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable corporate assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

(b) Inter-segment transfer pricing

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

Notes on Financial Statements for the year ended 31st March, 2012

2 - Share Capital

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
AUTHORIZED SHARE CAPITAL		
12,50,00,000 (P.Y. 12,50,00,000) Equity Shares of ` 2/- Each	2,500.00	2,500.00
16,31,000 (P.Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ` 92/- Each	1,500.52	1,500.52
	4,000.52	4,000.52
ISSUED, SUBSCRIBED & PAID UP SHARE CAPITAL		
9,94,24,957 (P.Y. 9,94,24,957) Equity shares of ` 2/- Each fully paid up	1,988.50	1,988.50
16,30,435 (P.Y. 16,30,435) Compulsorily Convertible Participatory Preference Shares of ` 92/- Each fully paid up	1,500.00	1,500.00
Total	3,488.50	3,488.50

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

Equity Shares

Particulars	31 st March 2012		31 st March 2011	
	No. of Shares	Amount (` in Lakh)	No. of Shares	Amount (` in Lakh)
Number of Shares at the beginning	9,94,24,957	1,988.50	8,34,25,000	1,668.50
Add:- Number of Shares Issued	-	-	1,59,99,957	320.00
Number of Shares at the end	9,94,24,957	1,988.50	9,94,24,957	1,988.50

Compulsorily Convertible Participatory Preference Shares

Particulars	31 st March 2012		31 st March 2011	
	No. of Shares	Amount (` in Lakh)	No. of Shares	Amount (` in Lakh)
Number of Shares at the beginning	16,30,435	1,500.00	-	-
Add:- Number of Shares Issued	-	-	16,30,435	1,500.00
Number of Shares at the end	16,30,435	1,500.00	16,30,435	1,500.00

The company has two classes of shares, namely Equity Shares & Compulsorily Convertible Participatory Preference Shares.

Terms/Rights attached to equity shares

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

The Board of Directors in their meeting held on 25th May 2012, proposed final dividend of ` 0.60 per share. The proposal is subject to approval of shareholders at Annual General Meeting to be held on 12th July 2012. The total appropriation for the year ended March 31, 2012 amounted to ` 704.87 lakhs including corporate dividend tax of ` 98.39 Lakhs.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts.

Notes on Financial Statements for the year ended 31st March, 2012

The distribution will be in proportion to the number of equity shares held by the shareholders.

Terms / Rights attached to Compulsorily Convertible Participatory Preference Shares (CCPPS)

CCPPS are having a par value of ₹ 2 per share.

The CCPPS may be converted, exercised or exchanged at the sole discretion of the Investor on any day within 18 (Eighteen) months from the date of allotment of such shares, or in any event, compulsorily convert at the end of 18 (Eighteen) months from such date of allotment i.e. on 25.05.2012 in the ratio of 1:1.

Preference subscription shares outstanding from time to time shall collectively be entitled to the following dividends:
(A) 0.01% per annum of the face value of each Preference Subscription Share and
(B) on participating basis, for all dividends declared on Equity Shares of the Company, and for this purpose, each existing Preference Subscription Share shall be deemed to have been converted, exercised or exchanged into Equity Shares on the Execution Date at the same time as the dividend on Equity Shares is paid.

Details of shareholders holding more than 5% shares in the company

Particulars	31 st March 2012		31 st March 2011	
	No. of Shares	%	No. of Shares	%
Equity shares of ₹ 2 each fully paid				
Mrs. Usha Bhagwan Kulkarni	1,30,02,500	13.08 %	1,30,02,500	13.08 %
Mr. Vinayak Bhagwan Kulkarni	78,64,225	7.91 %	78,64,225	7.91 %
Mr. Ajit B. Kulkarni	1,18,35,854	11.90 %	1,18,35,854	11.90 %
Mrs. Sunanda Datta Kulkarni	1,00,00,000	10.06 %	1,00,00,000	10.06 %
M/s Warhol Limited	60,97,561	6.13 %	60,97,561	6.13 %
M/s Iron wood Investment Holdings	50,03,786	5.03 %	50,03,786	5.03 %
M/s Reliance Capital Trustee Co Ltd A/c Reliance Rural Saving Fund Equity Option	50,00,000	5.03 %	50,00,000	5.03 %
CCPPS of ₹ 92 each fully paid				
- Van Dyck	16,30,435	100%	16,30,435	100%

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

The company has neither issued any bonus shares nor any shares pursuant to contract without payment being received in cash during preceding five years. It has also not bought back any shares during these years.

Notes on Financial Statements for the year ended 31st March, 2012

3 - Reserves & Surplus

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Securities Premium Reserve		
Balance as per last financial statement	22,462.99	9,909.72
Add : On issue of Equity Shares	-	13,180.40
Less : Utilised towards issue expenses of shares	-	627.13
(A)	22,462.99	22,462.99
General Reserve		
Balance as per last financial statement	2,240.00	1520.00
Add : Transferred from the statement of Profit and Loss	833.00	720.00
(B)	3,073.00	2240.00
Surplus in the Statement of Profit and Loss		
Balance as per last financial statement	20,155.66	14439.47
Profit for the year	8,324.00	7,143.32
	28,479.66	21,582.78
Less : Appropriations		
- Interim Dividend		
- On Equity Shares NIL (P.Y. ` 0.20) per share	-	(198.85)
- On CCPPS NIL (P.Y. ` 0.20) per share	-	(3.26)
- Proposed Dividend		
- On Equity Shares ` 0.60 (P.Y. ` 0.40) per share	(596.55)	(397.70)
- On CCPS ` 0.60 (P.Y. ` 0.40) per share	(9.78)	(6.52)
- Annual fixed Dividend on CCPPS [amount per share 0.01% (P.Y 0.01%)]	(0.15)	(0.08)
- Corporate Dividend Tax	(98.39)	(100.72)
- Transferred to General Reserve	(833.00)	(720.00)
(C)	26,941.79	20,155.66
Total (A)+(B)+(C)	52,477.78	44,858.65

4 - Long Term Borrowings

Term Loan		
- Foreign Currency Loan from Banks	9,062.50	1,286.34
- Rupee Loan from Banks	6,695.17	4,434.62
- From Financial Institutions	2,198.42	1,294.29
Total	17,956.09	7,015.25
The above amount includes		
Secured Borrowings	17,956.09	7,015.25
Unsecured Borrowings	-	-
Secured by personal guarantee by promoters / directors	17,956.09	7,015.25

1. Foreign Currency Loans are repayable in 4 years to 6 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoters / directors of the company.

2. Rupee Loans from banks are repayable in 3 years to 10 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender.

Further, loans are guaranteed by the personal guarantees of promoters / directors of the company.

3. Rupee Loans from Financial Institutions are repayable in 3 years to 4 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoters / directors of the company.

Notes on Financial Statements for the year ended 31st March, 2012

5 - Deferred Tax Liability

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Deferred Tax Liability		
- On account of Depreciation difference	2,406.68	1,839.59
Deferred Tax Asset	-	-
Total	2,406.68	1,839.59

6 - Other Long Term Liabilities

Mobilisation & other contract Advances	2,590.68	6,258.09
Total	2,590.68	6,258.09

7 - Short Term Borrowings

Loan Repayable on Demand		
- Foreign Currency Loan from Banks	483.28	391.35
- Rupee Loan from Banks	45,578.33	27,172.52
Total	46,061.61	27,563.87
The above amount includes		
Secured Borrowings	33,506.54	16,563.87
Unsecured Borrowings	12,555.07	11,000.00
Secured by personal guarantee by promoters / directors	46,061.61	27,563.87

- Foreign Currency loan (Buyers credit) is repayable in 90 days from the date of availment.
- Rupee loan taken from various banks are secured against i) first charge by hypothecation of current assets (other than those specifically charged to other banks), namely stock of raw materials, work-in-progress and receivables, ii) First charge on the gross block (other than those specifically charged to other banks) iii) Project specific current assets and iv) Personal guarantees of Promoter-Directors of the company.

8 - Trade Payables

Micro Small & Medium Enterprises	-	-
Others*	39,534.90	21,238.21
Total	39,534.90	21,238.21

* The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ` 14,862.76 Lakhs (P.Y. ` 11,030.64 Lakhs)

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

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

Notes on Financial Statements for the year ended 31st March, 2012

9 - Other Current Liabilities

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Current maturities of long-term borrowings	6,582.43	3,735.53
Withholding & other taxes payable	655.01	741.24
Unclaimed Dividend	6.99	5.85
Security Deposits	3,123.96	2,399.49
Mobilisation & other contract Advances	17,083.25	12,258.49
Interest accrued but not due	58.05	10.80
Creditors for Capital expenses	1,927.46	854.94
Other Payables*	7,923.92	1,496.34
Total	37,361.07	21,502.69

* Primarily includes various expenses payable & advances received from customers and JVs

10 - Short Term Provisions

Provision for Gratuity (Refer Note No. 31)	132.00	87.90
Provision for Income Tax	6,597.36	4,373.51
Proposed Dividend	606.33	404.26
Dividend Distribution Tax Payable	98.38	67.15
Provision for Wealth Tax	5.93	-
Total	7,440.00	4,932.82

Notes on Financial Statements for the year ended 31st March, 2012

11 - Fixed Assets

(in Lakhs)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		01-04-2011	Additions	Deductions/ Adjustments	31-03-2012	01-04-2011	Additions	Deductions/ Adjustments	31-03-2012	As on 31-03-2012
I	Tangible Assets									
1	Land	614.88	16.09	-	630.97	-	-	-	630.97	614.88
2	Building	4,442.91	1,480.18	-	5,923.09	-	-	525.89	5,397.20	4,090.75
3	Plant & Equipment	19,349.83	14,381.48	1026.92	32,704.39	175.07	175.07	3142.14	29,562.24	17,165.32
4	Furnitures & Fixtures	1,073.15	715.94	-	1,789.08	-	-	190.29	1,598.79	966.44
5	Vehicles	1,679.55	374.72	-	2,054.28	468.30	-	654.76	1,399.52	1,211.25
6	Office Equipment	221.81	88.83	-	310.63	46.86	-	59.97	250.67	174.95
7	Computer	350.44	158.97	-	509.40	74.03	-	141.53	367.87	276.40
8	Electrical Installation	731.92	0.23	-	732.15	113.14	-	148.00	584.15	618.78
9	Office Premises	4,697.33	2,415.86	79.39	7,033.81	110.97	12.74	217.28	6,816.53	4,578.27
	(A)	33,161.82	19,632.29	1,106.31	51,687.80	3,464.78	187.81	5079.87	46,607.93	29,697.04
II	Intangible Assets									
1	Computer Software	233.02	314.41	-	547.43	91.30	-	172.93	374.50	141.72
	(B)	233.02	314.41	-	547.43	91.30	-	172.93	374.50	141.72
	Total (A + B)	33,394.84	19,946.70	1,106.31	52,235.23	3,556.08	187.81	5252.80	46,982.43	29,838.76
	Previous Year	29,222.14	5,509.29	1,336.59	33,394.84	2,336.43	214.23	3556.08	29,838.76	26,885.71
III	Capital Work in Progress								11,659.20	1,479.80
IV	Intangible Assets under Development								523.14	-

Additions in Plant and Machinery and Capital Work in Progress includes ` 1289.10 Lakhs (net loss) [Previous Year ` NIL] on account of exchange difference during the year.

Notes on Financial Statements for the year ended 31st March, 2012

12 - Non Current Investment

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Non Trade Investments		
Unquoted		
<u>In equity shares - Fully paid up</u>		
2,660 (2660) Abhyudaya Co Op. Bank Ltd	0.27	0.27
100,100 (100,100) Janakalyan Sahakari Bank Ltd	10.01	10.01
5 (5) the Greater Bombay Co-op. Bank Ltd.	0.00	0.00
100 (100) Baramati Tollways Pvt. Ltd.	0.01	0.01
<u>In equity shares of Subsidiaries - Fully paid up</u>		
3,00,000 (2,00,000) Mukhtangan Developers Pvt. Ltd.	30.00	20.00
1000 (1000) Pratibha Infrastructure Pvt. Ltd.	1.00	0.19
10,00,000 (10,00,000) Prime Infrapark Pvt. Ltd.	100.00	100.00
5,100 (5,100) Bhopal Sanchi Highways Pvt. Ltd.	0.51	0.51
50,000 (NIL) Pratibha Heavy Engineering Ltd.	5.00	-
10,000 (NIL) Pratibha Holdings (Singapore) Pte. Ltd	4.49	-
<u>In Preference shares of Subsidiaries - Fully paid up</u>		
2,45,365 (NIL) Pratibha Holdings (Singapore) Pte. Ltd	88.98	-
<u>Investment in Associate Companies</u>		
Pratibha Industries General Contracting LLC	9.32	9.32
Saudi Pratibha Industries LLC	69.67	-
Investment in Joint ventures	11.32	900.63
Quoted		
Investment in Gold Coins	0.44	0.44
Total	331.02	1,041.37
Aggregate value of		
Quoted Investments	0.44	0.44
Market Value - Quoted Investments	2.24	1.66
Unquoted Investments	330.58	1,040.93

13 - Long Term Loans and Advances

Capital Advances	2,460.37	1,481.75
Mobilisation Advance	2,576.35	124.47
Total	5,036.71	1,606.22

All above advances are Unsecured and Considered Good

Notes on Financial Statements for the year ended 31st March, 2012

14 - Current Investments

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Investment in Mutual Funds & Bonds - Quoted & Fully paid		
9,993.64 (NIL) Baroda Pioneer Liquid Fund - Institutional Daily Div Plan	100.00	-
9,99,990 (NIL) Baroda Pioneer 90 Day FMP - Series 6 Dividend Plan	100.00	-
Total	200.00	-
Aggregate value of		
Quoted Investments	200.00	-
Market Value - Quoted Investments	201.23	-
Unquoted Investments	-	-

15 - Inventories

Raw Material	6,258.39	6,127.59
Construction Work-In-Progress	38,003.92	25,954.02
Manufacturing Work-In-Progress	264.41	772.15
Finished Goods	560.45	849.97
Stores & Spares	670.41	685.75
Total	45,757.58	34,389.49

16 - Trade Receivables

Outstanding for more than six months	6,695.09	3,703.67
Others	20,487.70	14,224.85
Total	27,182.79	17,928.51

All above receivables are Unsecured and Considered Good

17 - Cash and Cash Equivalent

Balances with banks:		
- In current accounts	6,584.80	4,337.13
- In term deposits	7,942.23	5,809.54
Cash on hand	141.89	102.51
Total	14,668.92	10,249.17
Balances with bank in unpaid dividend accounts	7.06	6.10
Deposit accounts with more than 12 months maturity	2,011.98	1,822.49
Balances with bank held as margin money deposit against guarantees	5,425.74	5,342.67
Balances with bank held as collateral Securities	1,010.45	395.00

Cash and cash equivalents as on March 31, 2012 and March 31, 2011 include restricted cash and bank balances of ` 6443.25 Lakhs and ` 5743.76 Lakhs, respectively. The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees and unclaimed dividends.

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

Notes on Financial Statements for the year ended 31st March, 2012

18 - Short Terms Loans and Advances

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Security Deposits	11,813.85	15,304.33
Loans & Advances to related parties (refer Note No. 38)	5,693.97	1,392.86
Other Loans & Advances		
- Loans & Advances to Employees	94.67	44.78
- Advances to suppliers	2,513.67	3,008.35
- Mobilisation Advance	814.52	172.15
- Other Advances#	14,728.87	8,877.73
- Balance with statutory/ Government Authorities	13,670.27	9,268.50
Total	49,329.82	38,068.70

All above are unsecured and considered good

includes ` 14718.55 Lakhs (P.Y. ` 8769.40 Lakhs) given to Joint Venture companies.

19 - Other Current Assets

Interest Accrued But Not Due	667.00	414.60
Prepaid Expenses	2,138.99	1,055.73
Other assets	4,839.68	2,625.29
Total	7,645.67	4,095.63

20 - Revenue From Operation

Construction Contract	1,45,340.45	1,05,383.63
Sale of Products		
- HSaw Pipe & Coating	4,019.20	11,504.01
- H R Coils & H.R. Plate	980.42	840.85
- Others	26.52	76.52
	1,50,366.59	1,17,805.00
Other Operating Revenue		
- Sale of Scrap	516.22	363.05
- Export Incentives	-	30.81
	516.22	393.86
Less : Excise Duty	539.29	932.54
Total	1,50,343.53	1,17,266.33

21 - Other Income

Profit on sale of Investment	12.77	63.13
Profit on sale of Fixed Assets	453.42	61.29
Dividend	-	-
Profit of Subsidiary co.	0.81	-
Rent Received	60.00	-
Total	527.00	124.42

Notes on Financial Statements for the year ended 31st March, 2012

22 - Cost of Material Consumed

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Raw Material Stock at the beginning of the year	6,127.59	7,998.85
Add : Purchases during the year	62,456.62	51,955.20
	68,584.21	59,954.05
Less : Raw Material Stock at the end of the year	6,258.39	6,127.59
Total	62,325.82	53,826.46

23 - Manufacturing, Construction and Operating Expenses

Consumption of Stores & Spares	2,986.44	1,901.49
Sub-contract & Labour Charges	40,512.62	28,061.00
Repairs & Maintenance - Machinery	545.59	335.52
Equipment Hire Charges	1,861.17	1,041.72
Power & Fuel Charges	1,420.53	993.96
Freight Inwards	1,838.38	2,384.45
Custom & Excise Duty	197.35	221.10
Site Mobilisation Expenses	400.33	980.86
Other Expenses	3,072.62	1,258.04
Total	52,835.03	37,178.14

24 - Change in Inventories

Inventory at the end of the year		
- Work-in-progress		
- Construction Work-In-Progress	38,003.92	25,954.02
- Manufacturing Work-In-Progress	264.41	772.15
- Finished goods	560.45	849.97
	38,828.78	27,576.15
Inventory at the beginning of the year		
- Work-in-progress		
- Construction Work-In-Progress	25,954.02	20,062.32
- Manufacturing Work-In-Progress	772.15	200.20
- Finished goods	849.97	428.83
	27,576.15	20,691.35
Total	(11,252.63)	(6,884.79)

25 - Employee Benefit Expenses

Contribution to PF & other fund	88.36	100.46
Directors Remuneration	446.90	384.39
Salaries & Wages	8,047.18	5,318.77
Staff Welfare Expenses	374.91	280.17
Gratuity Expenses (Refer Note No. 31)	83.61	79.25
Total	9,040.96	6,163.03

Notes on Financial Statements for the year ended 31st March, 2012

26 - Financial Costs

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Interest*	7,415.41	5,162.60
Other Borrowing cost	831.32	1,014.62
Foreign Exchange Fluctuation Loss / (gain)	147.61	(56.27)
Total	8,394.35	6,120.95

* Net of Interest received on Margin money Deposits and from others parties amounting to ` 1,324.70 Lakhs (P.Y. ` 1,123.82 Lakhs)

27 - Depreciation & Amortised Cost

Depreciation	1,802.90	1,388.98
Amortisation	81.63	44.90
Total	1,884.53	1,433.88

28 - Other Expenses

Advertising & Business Promotion Expenses	401.11	221.67
Auditors Remuneration*	75.04	35.03
Carriage Outward	364.15	715.01
Commission & Brokerage Expenses	18.68	13.21
Computer & Software Expenses	73.72	62.24
Directors Sitting Fees	3.48	4.90
Donation	38.87	44.43
Electricity Charges	297.94	268.28
General Expenses	254.12	205.71
Insurance Charges	362.45	344.41
Legal Fees & Professional Charges	1,855.95	1,165.72
Postage & Courier Charges	29.51	21.73
Printing & Stationery	140.44	131.10
Rates & Taxes	8,265.28	5,115.69
Rent	752.46	507.27
Repairs & Maintenance - Office	515.85	93.49
Security Service Charges	412.78	181.00
Travelling Expenses	776.04	388.08
Telephone & Internet Expenses	175.96	120.84
Vehicle Expenses	781.78	522.62
Share of Loss from JV	887.10	(189.55)
Foreign Exchange Fluctuation	44.83	(1.31)
Total	16,527.53	9,971.58

Notes on Financial Statements for the year ended 31st March, 2012

* Payment to Auditor

As Auditor		
- Audit Fee	12.00	12.00
- Tax Audit Fee	3.00	3.00
In other Capacity		
- Taxation matters	45.77	15.00
- Management Services	12.00	5.00
- Other Services	2.27	0.03
Total	75.04	35.03

29 - Earnings Per Share

Total operations from the year		
Profit/loss after Tax	8,324.00	7,143.32
Less : Dividends on Compulsorily Convertible Participatory Preference Shares and tax thereon	11.54	11.49
Net profit/(loss) for calculation of basic EPS	8,312.46	7,131.82
Net profit as above	8,312.46	7,131.82
Add: Dividends on Compulsorily Convertible Participatory Preference Shares & tax thereon	11.54	11.49
Add: interest on bonds convertible into equity shares (net of tax)	-	-
Net profit/(loss) for calculation of Diluted EPS	8,324.00	7,143.32
Weighted average number of equity shares in calculating basic EPS	9,94,24,957	9,03,62,026
Effect of dilution:		
Compulsorily Convertible Participatory Preference Shares	16,30,435	5,67,302
Weighted average number of equity shares in calculating Diluted EPS	10,10,55,392	9,09,29,328

Notes on Financial Statements for the year ended 31st March, 2012

NOTES ON ACCOUNTS

30. Contingent Liabilities:

(` in Lakhs)

No.	Particulars	As at 31 st March 2012	As at 31 st March 2011
1	Unutilized Letters of Credit with Bankers - Domestic - Foreign	20,696.39 0.32	7,256.21 1,019.91
2	Bank Guarantee	1,01,359.86	88,255.24
3	Corporate Guarantee	63,884.00	32,309.00
4	Estimated amounts of contract remaining to be executed on Capital Account and not provided for	1,053.24	655.11
5	Cases in the court, which in the opinion of the management, require no provision of liability than what is recorded in accounts.	597.29	522.29
6	Income Tax liability (excluding Penalties) that may arise. The Commissioner of Income Tax (Appeal) has allowed the claim of Section 80IA and has passed all the appeal orders in favour of the Company. The Department has filled appeal with ITAT against the orders.	8,272.49	3,575.83
7	Central Excise Liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.	138.74	135.25
8	Service Tax liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.	99.66	99.66
9	Assignment of Retention Receivables to IndusInd Bank—during the year company has assigned its retention receivables to IndusInd bank with recourse to the extent of amount.	4,500.00	—

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

During the F.Y. 2010-11, income tax authorities conducted search & seizure u/s. 132 of the Income Tax Act. The matter is pending for final assessment.

31. The following table set out the status of the Gratuity Plan as required under AS-15.

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Reconciliation of opening and closing balance of present value of the defined benefit obligation and plan assets:		
Obligation at the beginning	209.90	121.30
Interest Cost	17.32	9.70
Service Cost	75.56	78.10
Actuarial (Gain)/Loss	(52.72)	0.80
Benefit Paid	(10.38)	-
Obligation at the period end	239.68	209.90
Defined benefit obligation liability as at the Balance Sheet is wholly funded by the company :		
Change in plan assets:		
Fair Value of plan asset at the beginning	122.00	81.15
Expected return on plan assets	9.76	6.49
Actuarial Gain	2.56	(7.64)
Contribution	39.52	42.00
Benefit paid	(10.38)	-
Fair Value of plan asset at the end of the year	163.45	122.00
Reconciliation of present value of obligation and fair value of plan asset:		
Fair Value of plan asset at the end of the year	163.45	122.00
Present Value of defined obligation at the end of the period.	239.68	209.90
Liability recognized in the balance sheet	76.22	87.90
Actuarial Assumptions:		
Discount Rate (p.a.)	8.50%	8.25%
Estimated rate of return on plan assets (p.a.)	8.50%	8.00%
Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
Rate of escalation in salary (p.a.)	6.00%	6.00%
Gratuity Cost for the period		
Service cost	75.56	78.10
Interest cost	17.32	9.70
Expected return on plan assets	(9.76)	(6.49)
Actuarial (gain)/loss	(55.28)	8.45
Expense recognized in Profit and Loss Account	27.84	89.76

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

33. The management is of the opinion that some of its projects are eligible for tax benefits u/s 80IA of the Income Tax Act 1961.

34. During the year, the Board of Directors in their meeting held on 3rd February, 2012 has considered and approved the Composite Scheme of Arrangement for merger of Pratibha Pipes and Structural Limited into Pratibha Industries Limited and subsequent sale of its Manufacturing Undertaking, after giving effect to the merger of PPSL with PIL, to Pratibha Heavy Engineering Ltd (wholly owned subsidiary of PIL), pursuant to the relevant provisions of the Companies Act, 1956. The scheme is subject to approval of Honorable High Court of Bombay and their respective Shareholders and creditors.

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

36. Unclaimed Dividend:

The amount of unclaimed dividend lying in Unclaimed Dividend Account as on 31/03/2012 is ₹ 6.99 Lakhs (Previous Year ₹ 5.85 Lakhs).

37. Leases:

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

38. Related Party Disclosure:

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

Sr. No.	Name of Related Party	Relationship
1	Bhopal Sanchi Highways Pvt. Ltd.	Subsidiary Companies
2	Muktangan Developers Pvt. Ltd.	
3	Pratibha Infrastructure Pvt. Ltd.	
4	Pratibha Developers Pvt. Ltd. (Wholly owned subsidiary of Pratibha Infrastructure P. Ltd.)	
5	Pratibha Heavy Engineering Ltd	
6	Pratibha Holding (Singapore) Pte Ltd	
7	Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	
8	Prime Infrapark Pvt. Ltd	
9	Pratibha Pipes & Structural Ltd.	Associates & Enterprises over which Key Managerial Personnel are able to exercise significant influence
10	Elegant Infrastructure & Real Estate Pvt. Ltd.	
11	Pratibha Industries General Contracting LLC (UAE)	
12	Pratibha Shareholding Pvt. Ltd.	
13	Saudi Pratibha Industries LLC	
14	Pratibha Struct Build Pvt. Ltd.	
15	Pratibha Foundation	
16	Capacite Engineering Pvt. Ltd.	
17	Rohit Management Services	
18	Rahul Associates	
19	Ashutosh Trade Links	
20	Petron Pratibha JV	Joint Ventures
21	Pratibha Unity JV	
22	Pratibha Ostu Stettin JV	
23	Pratibha Rohit JV	
24	Patel Pratibha JV	
25	Pratibha JV	
26	KBL PIL Consortium	
27	Pratibha China State JV	
28	Unity Pratibha Multimedia JV	
29	Niraj Pratibha JV	
30	Unity Pratibha Consortium	
31	ITD Pratibha Consortium	
32	Pratibha GIN KJI Consortium	
33	Pratibha SMS JV	

Sr. No.	Name of Related Party	Relationship
34	Pratibha AI Ambia JV	Joint Ventures
35	Pratibha Aparna JV	
36	Pratibha Membrane Filters JV	
37	Pratibha Mosinzhstroi Consortium	
38	Pratibha CRFG JV	
39	Pratibha GECPL JV	
40	Pratibha Pipes & Structural Consortium	
41	Gammon Pratibha JV	
42	Mrs. Usha B. Kulkarni	Key Managerial Personnel
43	Mr. Ajit B. Kulkarni	
44	Mr. Vinayak B. Kulkarni	
45	Mr. Rohit R. Katyal	
46	Mr. Rahul Katyal	
47	Mrs. Samidha Kulkarni	Relatives of Key Managerial Personnel
48	Mrs. Sunanda Kulkarni	
49	Mr. Sanjay Kulkarni	
50	Mr. Shyam Kulkarni	
51	Mr. Ravi Kulkarni	

Disclosure of related party transactions:

(` in Lakhs)

	Subsidiaries	Joint Ventures	Key Management Personnel	Relatives of Key Management Personnel	Associate / Affiliates
Sales & Services	7,605.55 <i>4,306.81</i>	2,30,05.02 <i>1,79,20.84</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	1934.50 <i>NIL</i>
Interest & Other Incomes received / receivable	29.66 <i>41.77</i>	2,293.30 <i>390.01</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	9.97 <i>NIL</i>
Purchase of Goods / Payment for other services	69.34 <i>NIL</i>	2,829.81 <i>NIL</i>	NIL <i>1.74</i>	1.46 <i>13.67</i>	3,854.38 <i>6,322.29</i>
Remuneration	NIL <i>NIL</i>	NIL <i>NIL</i>	524.93 <i>402.78</i>	94.85 <i>31.11</i>	NIL <i>NIL</i>
Purchase of Fixed Assets	NIL <i>0.51</i>	294.78 <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	2500 <i>NIL</i>
Loan/Advance given / (received)	4,028.07 <i>287.48</i>	1,483.86 <i>4577.41</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	(8.98) <i>NIL</i>
Guarantee given / (received)	29,802.00 <i>27302.00</i>	33,899.00 <i>3968.00</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	NIL <i>NIL</i>
Investment made / (received)	108.47 <i>0.51</i>	25.28 <i>50.00</i>	NIL <i>NIL</i>	NIL <i>NIL</i>	69.77 <i>NIL</i>

Note: Previous year's figures are given in italic

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

(` in Lakhs)

No.	Particulars	2011 - 12	2010 - 11
	Subsidiaries		
I	Advance given		
	Prime Infrapark Pvt. Ltd.	2726.08	156.26
	Bhopal Sanchi Highways P Ltd	-	131.21
	Muktangan Developers Pvt. Ltd.	1172.57	-
II	Investment		
	Bhopal Sanchi Highways P Ltd	-	0.51
	Pratibha Holding (Singapore) Pte Ltd	93.47	-
III	Sales & Service		
	Prime Infrapark Pvt. Ltd	7605.55	4306.81
IV	Interest & Other Income Received		
	Bhopal Sanchi Highways P Ltd	-	41.77
V	Purchase of Fixed Assets		
	Pratibha Infrastructure P Ltd	-	0.51
VI	Guarantees Given		
	Bhopal Sanchi Highways P Ltd	13772.00	13772.00
	Prime Infrapark P Ltd	16030.00	13530.00
	Joint Ventures		
I	Sales & Service		
	ITD Pratibha Consortium	-	1827.54
	Pratibha China State JV	11322.57	10810.50
	Patel Pratibha JV	3451.16	2807.94
	Pratibha AI Ambia JV	3949.32	-
II	Guarantees Given		
	Niraj Pratibha JV	-	1945.00
	Pratibha Ostu Stettin JV	-	2023.00
	Pratibha CRFG JV	20500.00	-
III	Interest & Other Income Received		
	Niraj Pratibha JV	-	248.52
	Pratibha Ostu JV	902.12	56.68
	Pratibha SMS JV	-	55.37
	Pratibha AI Ambia JV	412.09	-
	Pratibha CRFG JV	363.52	-
IV	Advance given		
	Niraj Pratibha JV	4,460.05	3,561.44
	Pratibha SMS JV	866.02	506.68
	Pratibha AI Ambia JV	(2,598.42)	-
	Pratibha Aparna JV	1,442.33	-
	Pratibha CRFG JV	(3457.29)	-
V	Investment		
	Pratibha Membrane Filter JV	-	50.00
	Pratibha SMS JV	25.28	-
VI	Purchases of Goods /Payment for other services		
	Pratibha AI Ambia JV	2,584.76	-

(` in Lakhs)

	Particulars	31 st March 2012	31 st March 2011
	Associate /Affiliates		
I	Purchases of Goods /Payment for other services Pratibha Pipes & Structural Limited	3,854.38	6322.29
II	Purchase of Fixed Assets Pratibha Pipes & Structural Limited	2,500.00	-
III	Investment Saudi Pratibha Industries LLC	69.67	-
	KMP		
I	Remuneration Ajit B. Kulkarni	240.31	290.00
	Rohit Katyal	120.00	59.80
	Rahul Katyal	98.03	-
	Relatives of KMP		
I	Remuneration Sanjay Kulkarni	41.88	29.76
	Shyam Kulkarni	10.63	-
	Ravi Kulkarni	42.33	-
II	Purchase of goods\Payment for other services Mrs. Samidha Kulkarni	-	11.94
	Mrs. Sunanda Kulkarni	0.72	1.64
	Mr. Ramdas Kulkarni	0.72	-

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

(` in Lakhs)

Sr. No.	Particulars	Outstanding Balance		Maximum Balance During the Year	
		31.03.2012	31.03.2011	31.03.2012	31.03.2011
1.	Loans and advances in the nature of loans to subsidiaries				
	Bhopal Sanchi Highways Pvt. Ltd.	149.14	131.21	136.87	131.21
	Pratibha Infrastructure Pvt. Ltd.	252.26	182.43	252.26	182.43
	Pratibha Developers Pvt. Ltd. (Wholly owned subsidiary of Pratibha Infrastructure P. Ltd.)	1.40	0.91	1.40	0.91
	Prime Infrapark Pvt. Ltd	3988.29	1,064.00	3988.29	1,064.00
	Muktangan Developers Pvt. Ltd.	1172.57	-	1172.57	-
	Pratibha Heavy Engineering Ltd	0.30	-	0.30	-
	Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	41.16	-	41.16	-

2.	Loans and advances in the nature of loans to associates				
	Saudi Pratibha Industries LLC	86.87	-	86.87	-
3.	Loans and advances in the nature of loans to firms/companies in which directors are interested				
	Pratibha Shareholding Pvt. Ltd	0.63	0.59	0.63	0.59
	Pratibha Struct Build Pvt. Ltd.	0.06	0.05	0.06	0.05
	Elegant Infrastructure & Real Estate Pvt. Ltd.	1.29	0.27	1.29	0.27

40. Financial Reporting of Interest in Joint Ventures:

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

(` in Lakhs)

NAME	%	ASSETS	LIABILITIES	INCOME	EXPENSES
ITD Pratibha Consortium	100%	351.46	305.51	1,229.02	1,226.58
Niraj Pratibha JV	50%	4,657.04	6,976.15	2,098.91	3,488.17
Patel-Pratibha JV	100%	771.34	663.73	3,472.04	3,460.30
Petron Pratibha JV	100%	0.10	-	-	-
Pratibha AI Ambia JV	100%	9,626.14	9,364.57	8,751.95	8,395.86
Pratibha Aparna JV	100%	1572.69	2198.28	1,494.39	2,119.99
Pratibha China State JV	100%	4,926.83	4,845.17	11,416.56	11,353.96
Pratibha JV	95%	70.99	11.71	(7.93)	(4.75)
Pratibha Membrane Filters JV	51%	2,082.25	1,410.23	3,199.45	2,693.31
Pratibha Ostu Stettin JV	50%	1,917.36	1,579.95	1,901.85	1,884.16
Pratibha Rohit JV	80%	590.77	569.83	-	-
Pratibha SMS JV	100%	2,899.09	2,540.35	7,001.91	6,670.17
Pratibha CRFG JV	100%	14,713.92	14,713.92	5,152.51	5,152.51
Pratibha GECPL JV	70%	43.10	43.10	-	-
Unity Pratibha Consortium	100%	942.06	259.98	-	31.83
Unity Pratibha JV Ulhasnagar	50%	147.10	14.25	-	-
Unity Pratibha Multimedia JV	100%	741.78	565.56	608.47	605.16
Pratibha Mosinzhstroi Consortium	100%	1,275.90	1,255.31	1,290.42	1,259.94

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

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

41. Impairment of Assets:

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

42. Earning in Foreign Exchange :

(` in Lakhs)

Particulars	2011-12	2010-11
FOB Value of Export sale	-	1093.86
Consultancy Fees	86.69	-
Overseas Contract receipt	20,909.33	1,051.06

43. Expenditure in Foreign Currency :

(` in Lakhs)

Particulars	2011-12	2010-11
On Foreign Travel	65.85	22.86
On Professional Fees / Consultancy Charges	1,135.26	277.85
On Interest & Bank Commission Charges	292.61	4.04
On Fees & Subscription	1.47	4.83
On Import of Capital Goods (CIF Value)	5,915.04	10.41
On Import of Material & Stores (CIF Value)	286.00	845.13
On Equipment, spares and maintenance	29.23	5.68
On overseas Administration Expenses	1,110.04	657.71
On Overseas Contract Expenses	23,087.46	460.69
Total	31,922.96	2289.21

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

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

A. Turnover

Product	Unit	2011-12		2010-11	
		Qty. ('000)	Value (` in Lakh)	Qty. ('000)	Value (` in Lakh)
M S Pipe	M.T.	14.958	7216.47	15.658	6,726.94
M S Cut End	M.T.	0.786	152.00	0.970	142.23
HR Coil/Plate	M.T.	2.253	888.13	1.993	765.91
Coating of Pipe	Mtr	109.202	751.91	262.587	5,652.66
Other Items		-	23.63	-	-

* Quantitative figures are inclusive of quantity received and sent after conversion

B. Inventory

Product	Unit	As at 31.03.2012		As at 31.03.2011	
		Qty. ('000)	Value (₹ in Lakh)	Qty. ('000)	Value (₹ in Lakh)
M S Pipe	MT	1.134	560.453	1.487	849.97

C. Consumption

a. Raw Material, Stores & Spares consumed:

Product	Unit	2011-12		2010-11	
		Qty. ('000)	Value (₹ in Lakh)	Qty. ('000)	Value (₹ in Lakh)
H R Coil	M.T.	17.374	5,361.02	17.49	5,755.08
Consumable & Others		-	610.83	-	972.42

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

Product	2011-12		2010-11	
	Value (₹ in Lakh)	%	Value (₹ in Lakh)	%
Raw Materials				
Imported	-	-	-	-
Indigenous	5,457.20	100.00	5,186.10	100.00
Total	5,457.20	100.00	5,186.10	100.00
Spares Parts & Consumables				
Imported	286.00	65.03	375.01	17.90
Indigenous	179.98	34.97	1,719.74	82.10
Total	465.98	100.00	2,094.75	100.00

D. Purchase of Finished Goods:

NIL

(P. Y. NIL)

E. Value of Imports (CIF Value)

(₹ in Lakhs)

Particulars	2011-12	2010-11
Raw Material	-	-
Consumables Stores	286.00	375.01
Capital Goods	-	17.92

45. Segment Information:

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

Primary Segment Information:

(` in Lakhs)

Particulars	2011-12	2010-11
1. Segment Revenue		
a. Infrastructure & Construction	1,45,704.68	1,05,773.53
b. Manufacturing & Coating	9,032.14	13,372.16
c. Unallocated	527.00	124.42
Total	155,263.82	1,19,270.12
Less : Inter Segment Revenue	4,393.29	1,879.37
Net Sales/ Income from Operations	150,870.53	1,17,390.75
2. Segment Results		
a. Infrastructure & Construction	19,016.83	15,096.11
b. Manufacturing & Coating	610.52	958.08
c. Unallocated	(118.06)	(295.47)
Total	19,509.29	15,758.73
Interest	8,394.35	6,177.23
Income Tax	2,790.94	2,438.19
Net Profit	8,324.00	7,143.31
Segment Assets		
a. Infrastructure & Construction	1,63,598.53	1,03,130.87
b. Manufacturing & Coating	15,614.31	19,424.26
c. Unallocated	30,104.46	14,406.62
Total Assets	2,09,317.31	1,36,961.75
Segment Liabilities		
a. Infrastructure & Construction	1,32,365.70	71,932.84
b. Manufacturing & Coating	3870.53	6,044.96
c. Unallocated	17,114.80	10,636.81
Total Liabilities	1,53,351.03	88,614.60
Capital Employed		
a. Infrastructure & Construction	31,232.84	31,198.03
b. Manufacturing & Coating	11,743.78	13,379.30
c. Unallocated	12,989.66	3,769.81
	55,966.28	48,347.14
Capital Expenditure		
a. Infrastructure & Construction	20,169.12	3,525.66
b. Manufacturing & Coating	42.52	439.13
c. Unallocated	10,437.60	1,887.72
	30,649.24	5,852.51
Depreciation		
a. Infrastructure & Construction	800.92	475.77
b. Manufacturing & Coating	567.02	538.22
c. Unallocated	516.59	419.89
	1,884.53	1,433.88
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	84.37	-
b. Manufacturing & Coating	10.42	0.95
c. Unallocated	887.10	18.67
	981.89	19.62

Secondary Segment Information:

(` in Lakhs)

Particulars	2011-12	2010-11
Segment Revenue - External Turnover		
Within India	1,29,961.20	1,16,339.69
Outside India	20,909.33	1,051.06
Total Revenue	1,50,870.53	1,17,390.75
Segment Assets		
Within India	1,93,705.90	1,32,411.88
Outside India	15,611.41	4,549.86
Total Assets	2,09,317.31	1,36,961.75
Segment Liabilities		
Within India	1,39,784.84	85,152.44
Outside India	13,566.19	3,462.16
Total Liabilities	1,53,351.03	88,614.60
Capital Expenditure		
Within India	30,373.48	5,789.74
Outside India	275.76	62.78
Total Expenditure	30,649.24	5,852.52

46. Investments purchased & sold during the year:

Mutual Funds	Face Value (`)	Nos.	Cost (` in Lakhs)
Edelweiss ultra short term bond fund	10.00	18,499,630.008	1850.00

47. In the opinion of the Directors, the Current Assets, Loan and Advances have a value on realization in the ordinary course of the business, which is at least equal to the amount at which they are stated in the balance sheet.

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

For Jayesh Sanghrajka & Co.

Chartered Accountants
Firm Reg No. 104184W

Hemant Agrawal

Partner
Membership No. 403143

Place : Mumbai
Date :25th May 2012

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

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

Name of Subsidiary Company	Pratibha Infrastructure Private Limited	Prime Infrapark Private Limited	Pratibha Developers Private Limited	Bhopal Sanchi Highways Private Limited	Muktangan Developers Pvt. Ltd.	Pratibha Heavy Engineering Ltd.	Pratibha Holding (Singapore) Pte Ltd	Pratibha Infra Lanka (P.) Ltd.
<p>A) The Financial year of the Subsidiary Company</p> <p>B) Shares of the subsidiary held by the Company on the above date:</p> <p>a) Number of Shares</p> <p>b) Extent of Holding</p> <p>C) The net aggregate of profit/loss of the subsidiary company so far as its concerns the members of the Company</p> <p>a) Not dealt within the account of the Company for the year ended 31st March, 2012 amounted to:-</p> <p>(I) for the financial years ended as in (A) above;</p> <p>(II) for the previous financial year of subsidiary since they became the subsidiary of the Company</p> <p>b) Dealt within the account of the Company for the year ended 31st March, 2012 amounted to:-</p> <p>(I) for the financial years ended as in (A) above;</p> <p>(II) for the previous financial year of subsidiary since they became the subsidiary of the Company</p> <p>D) As the financial year of the Company coincide with the financial year of the holding company, section 212 (5) of the Companies Act, 1956</p>	<p>31st March, 2012</p> <p>1,000 Equity shares of Rs.100 each</p> <p>100%</p> <p>0.53</p> <p>(0.90)</p> <p>0.81</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>10,00,000 Equity shares of Rs.10 each</p> <p>100%</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>10,000 Equity shares of Rs.10 each held by Pratibha Infrastructure P. Ltd. (PIPL)</p> <p>100% by PIPL</p> <p>(0.35)</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>5100 Equity shares of Rs.10 each</p> <p>51%</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>3,00,000 Equity shares of Rs.10 each</p> <p>75%</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>50,000 Equity shares of Rs.10 each</p> <p>100%</p> <p>(0.30)</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>10,000 Equity Shares & 2,45,365 Preference shares</p> <p>100%</p> <p>(7.00)</p> <p>NIL</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>	<p>31st March, 2012</p> <p>Not allotted to Pratibha Holding (Singapore) Pte Ltd. as at 31.03.2012</p> <p>100% by Pratibha Holding (Singapore) Pte Ltd.</p> <p>(81.45)</p> <p>NIL</p> <p>NIL</p> <p>N.A.</p>

Auditors' Report on Consolidated Financial Statement

To The Members of

PRATIBHA INDUSTRIES LIMITED

We have audited the attached Consolidated Balance sheet of Pratibha Industries Limited and its subsidiaries and Joint Ventures, as at 31st March, 2012, the consolidated Statement of Profit and Loss and also the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We have relied on the unaudited financial statements of certain subsidiaries whose consolidated financial statements reflect total assets of ` 1,140.83 Lakhs as at 31st March 2012, total revenue of Nil, cash flows amounting to ` 57.95 Lakhs for the year then ended. These unaudited financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the management and our report in so far as it relates to the amounts included in respect of the subsidiaries is based solely on such approved unaudited financial statements.

We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirement of the Accounting Standards (AS) 21, Consolidated Financial Statements, Accounting Standard (AS) 23, Accounting of Investment in Associates in Consolidated Financial Statement Accounting Standard (AS) 27, Reporting Of Interest In Joint Ventures, notified by Companies (Accounting Standards) Rules, 2006 and on the basis of separate audited / certified financial statements, we are of the opinion that:

- In the case of the Consolidated Balance Sheet gives true and fair view of the Consolidated State of Affairs of the Company and its Subsidiaries and Joint Ventures as at 31st March 2012;

- In the case of the Consolidated Statement of Profit and Loss gives a true and fair view of the Consolidated Profit for the year ended on that date; and

- In the case of the Consolidated Cash Flows Statement, of the Consolidated Cash Flows for the year ended on that date.

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

Hemant Agrawal
Partner
Membership No. 403143

Place: Mumbai
Date: 25th May 2012

Consolidated Balance Sheet as at 31st March, 2012

(` in Lakhs)

Particulars	Notes	31 st March 2012	31 st March 2011
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	3,488.50	3,488.50
(b) Reserves and Surplus	3	52,263.15	44,858.56
		55,751.65	48,347.06
(2) Minority Interest			
		10.49	0.49
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	34,169.75	11,898.45
(b) Deferred tax liabilities (Net)	5	2,406.68	1,839.59
(c) Other Long term liabilities	6	7,715.21	8,140.86
		44,291.63	21,878.90
(4) Current Liabilities			
(a) Short-term borrowings	7	56,442.47	28,306.91
(b) Trade payables	8	45,248.61	21,824.69
(c) Other current liabilities	9	30,355.37	24,618.64
(d) Short-term provisions	10	7,700.56	5,044.58
		1,39,747.00	79,794.81
Total Liabilities		2,39,800.78	1,50,021.26
II. Assets			
(1) Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		48,082.25	31,442.42
(ii) Intangible assets		374.50	141.72
(iii) Capital work-in-progress		11,659.20	1,479.80
(iv) Intangible assets under development		16,003.43	3,968.70
		76,119.39	37,032.64
(b) Non-current investments	12	96.85	23.61
(c) Deferred tax assets	5	-	-
(d) Long term loans and advances	13	7,498.25	5,310.04
		83,714.48	42,366.28
(2) Current assets			
(a) Current investments	14	200.00	-
(b) Inventories	15	62,634.78	37,920.04
(c) Trade receivables	16	23,339.06	18,952.92
(d) Cash and cash equivalents	17	19,288.80	12,818.42
(e) Short-term loans and advances	18	42,568.20	33,587.12
(f) Other current assets	19	8,055.45	4,376.48
		1,56,086.30	1,07,654.98
Total Assets		2,39,800.78	1,50,021.26

Significant Accounting Policies

1

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached.

For **Jayesh Sanghrajka & Co.**

Chartered Accountants
Firm Regn. No.: 104184W

Hemant Agrawal

Partner
Membership No.: 403143

Place : Mumbai
Date : 25.05.2012

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

Consolidated Statement of Profit and Loss for the year ended 31st March, 2012

(` in Lakhs)

Particulars	Notes	31 st March 2012	31 st March 2011
Revenue from operations	20	1,67,005.23	1,27,207.65
Other Income	21	596.16	134.57
Total		1,67,601.39	1,27,342.22
Expenses:			
Cost of Material consumed	22	75,734.62	41,055.14
Manufacturing, Construction & Operating Expenses	23	62,383.74	57,281.00
Change in Inventories	24	(23,649.17)	(7,324.66)
Employee Benefit expenses	25	10,691.53	6,841.85
Financial costs	26	9,606.90	6,355.47
Depreciation and Amortization expenses	27	2,278.92	1,701.81
Other expenses	28	19,493.96	11,752.71
Total		1,56,540.51	1,17,663.33
Profit Before Tax		11,060.89	9,678.89
Tax expense:			
(1) Current tax		2,383.53	2,007.35
(2) Deferred tax		567.09	528.55
Profit for the year		8,110.27	7,142.99
Earning per equity share: (in `)	29		
(1) Basic		8.15	7.90
(2) Diluted		8.03	7.86

The accompanying Notes are an integral part of Financial Statements.

As per our report of even date attached.

For **Jayesh Sanghrajka & Co.**

Chartered Accountants

Firm Regn. No.: 104184W

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Ajit B. Kulkarni
Managing Director

Hemant Agrawal
Partner
Membership No.: 403143

Vinayak B. Kulkarni
Whole Time Director

Rohit R. Katyal
Whole Time Director

Place : Mumbai
Date : 25.05.2012

Pankaj S. Chourasia
Company Secretary

Consolidated Cash Flow Statement for the Year Ended 31st March, 2012

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extraordinary items	11,060.89	9,678.89
Adjustment for :		
Depreciation & Amortization	2,278.92	1,704.36
Profit on Sale of Assets	(453.42)	(61.29)
Profit on Sale of Investment	(12.77)	(63.13)
Finance Charges	9,477.68	6,411.99
Unrealised Foreign Exchange	52.75	(83.84)
Dividend Received	-	-
Operating Profit before working Capital Changes	22,404.05	17,586.99
Adjustment for changes in:		
Inventories	(24,714.74)	(5,553.50)
Trade Payables	(4,144.34)	489.14
Other Assets	(15,940.10)	(16,599.32)
Preliminary Expenses	(206.77)	(0.63)
Trade Payables	23,423.92	2,254.27
Other Liabilities	7,603.87	9,538.96
Minority Interest	10.00	0.49
	8435.55	7,716.39
Direct Taxes Paid	(1,100.00)	(1,001.29)
Net cash used in Operating Activities	7,335.88	6,715.10
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of/ (Additions to) Fixed Assets	39,415.98	(8,630.75)
Redemption of/ (Purchase) of investments	(260.47)	563.64
Dividend Received	-	-
Net cash used in investing activities	(39,676.45)	(8,067.11)
CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(605.35)	(701.30)
Corporate Dividend Tax paid	(67.15)	(118.64)
Proceeds from Issue of Share Capital	-	14,373.27
Proceeds from Long Term Borrowings (Net)	20,833.01	1,372.45
Proceeds from Short Term Borrowings (Net)	28,126.97	(925.63)
Finance Charges paid (Net)	(9,477.68)	(6,411.99)
Net cash from Financing Activities	38,809.81	7,588.16
NET INCREASE IN CASH AND CASH EQUIVALENTS	6,469.25	6,236.15
Opening Cash and Cash Equivalents	12,812.56	6,576.42
Closing Cash and Cash Equivalents	19,281.81	12,812.56

Notes :

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

(` in Lakhs)

Cash and Cash Equivalent	31.03.2012	31.03.2011
Cash in hand	149.99	111.86
Balance with Banks	19138.81	12706.56
Less: Unpaid Dividend Balance	6.99	5.85
Total	19281.81	12812.56

For Jayesh Sanghrajka & Co.

Chartered Accountants
Firm Reg No. 104184W

Hemant Agrawal

Partner
Membership. No. 403143

Place : Mumbai
Date :25.05.2012

For and on behalf of the Board

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

Significant Accounting Policies & Notes on Consolidated Accounts

A. Basis of preparation of Consolidated Financial Statements:

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

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

B. Basis of Consolidation:

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

The Financial Statements of the Company and its subsidiary companies (which are not in the nature of joint ventures) have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses in accordance with Accounting Standard 21-“Consolidated Financial Statement”. The intra group balances and intra group transactions and un-realized profits or losses resulting from intra group transactions are fully eliminated. The Consolidated Financial Statements include the interest of the Company in JVCs, which has been accounted for using the proportionate method prescribed by Accounting Standard 27-“Financial Reporting of Interest in Joint Ventures”. In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the exchange fluctuation reserve.

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

is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

C. Fixed Assets:

Fixed Assets are stated at cost less accumulated depreciation. Cost includes inward freights, duties and taxes to the extent credit is not available and incidental expenses incidental to acquisition and installation. Fixed assets purchased in foreign currency are recorded at the actual rupee cost incurred. Cost of fixed assets also includes exchange differences arising, for period upto the date of readiness of its use, in respect of foreign currency loans or other liabilities incurred for the purpose of its acquisition. There has been no revaluation of fixed assets and no assets have been acquired on hire purchase basis during the period.

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

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

D. Depreciation:

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

Computer software is amortized over a period of five years.

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

E. Provision and Contingent Liabilities:

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

F. Other Significant Accounting Policies

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

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

2 - Share Capital

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
AUTHORIZED SHARE CAPITAL		
12,50,00,000 (P.Y. 12,50,00,000) Equity Shares of ` 2/- Each	2,500.00	2,500.00
16,31,000 (P.Y. 16,31,000) Compulsorily Convertible Participatory Preference Shares of ` 92/- Each	1,500.52	1,500.52
	4,000.52	4,000.52
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
9,94,24,957 (P.Y. 9,94,24,957) Equity shares of ` 2/- Each fully paid up	1,988.50	1,988.50
16,30,435 (P.Y. 16,30,435) Compulsorily Convertible Participatory Preference Shares of ` 92/- Each fully paid up	1,500.00	1,500.00
Total	3,488.50	3,488.50

3 - Reserves & Surplus

Securities Premium Reserve		
Balance as per last financial statement	22,462.99	9,909.72
Add : Premium on issue of Equity Shares	-	13,180.40
Less : Utilised towards issue expenses of shares	-	627.13
(A)	22,462.99	22,462.99
General Reserve		
Balance as per last financial statement	2,240.00	1,520.00
Add : Amount transferred from Surplus Balance in the statement of Profit and Loss	833.00	720.00
(B)	3,073.00	2,240.00
Surplus/ (Deficit) in the Statement of Profit and Loss		
Balance as per last financial statement	20,154.76	14,439.71
Profit for the year	8,110.27	7,142.99
	28,256.03	21,582.70
Less : Appropriations		
- Interim Dividend		
- On Equity Shares ` NIL (P.Y. ` 0.20) per share	-	(198.85)
- On CCPPS ` NIL (P.Y. ` 0.20) per share	-	(3.26)
- Proposed Dividend		
- On Equity Shares ` 0.60 (P.Y. ` 0.40) per share	(596.55)	(397.70)
- On CCPS ` 0.60 (P.Y. ` 0.40) per share	(9.78)	(6.52)
- Annual fixed Dividend on CCPPS [amount per share 0.01% (P.Y. 0.01%)]	(0.15)	(0.08)
- Corporate Dividend Tax	(98.39)	(100.72)
- Transferred to General Reserve	(833.00)	(720.00)
(C)	26727.16	20,155.57
Total (A)+(B)+(C)	52,263.15	44,858.56

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

4 - Long Term Borrowings

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Term Loan		
- Foreign Currency Loan from Banks	9,062.50	1,286.34
- Rupee Loan from Banks	19,944.56	9,316.96
- Rupee Loan From Financial Institutions	4,697.91	1,294.29
Loans & Advances from related Parties	464.78	0.86
Total	34,169.75	11,898.45
The above amount includes		
Secured Borrowings	33,704.97	11,897.59
Unsecured Borrowings	464.78	0.86

1. Foreign Currency Loans are repayable in 4 years to 6 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoters / directors of the company
2. Rupee Loans from banks are repayable in 3 years to 10 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoters / directors of the company
3. Rupee Loans from Financial Institutions are repayable in 3 years to 4 years from the date of loan. Above loans are secured by first charges on specific assets financed by the lender. Further, loans are guaranteed by the personal guarantees of promoters / directors of the company

5 - Deferred Tax Liability (Net)

Deferred Tax Liability		
- On account of Depreciation difference	2,406.68	1,839.59
- Deferred Tax Asset	-	-
Total	2,406.68	1,839.59

6 - Other Long Term Liabilities

Mobilisation Advance	7,478.78	7,742.05
Security Deposit	236.42	398.81
Total	7,715.21	8,140.86

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

7 - Short Term Borrowings

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Loan Repayable on Demand		
- Foreign Currency Loan from Banks	483.28	391.35
- Rupee Loan from Banks	55,910.40	27,667.42
Loans & Advances From Related Parties	48.79	248.13
Total	56,442.47	28,306.91
The above amount includes		
Secured Borrowings	56,393.69	17,058.78
Unsecured Borrowings	19,880.75	11,248.13

1. Foreign Currency loan (Buyers credit) is repayable in 90 days from the date of availment.
2. Rupee loan taken from various banks are secured against i) first charge by hypothecation of current assets (other than those specifically charged to other banks), namely stock of raw materials, work-in-progress and receivables, ii) First charge on the gross block (other than those specifically charged to other banks) iii) Project specific current assets and iv) Personal guarantees of Promoter-Directors of the company.

8 - Trade Payables

Micro Small & Medium Enterprises	-	-
Others*	45,248.61	21,824.69
Total	45,248.61	21,824.69

*The above amount includes creditors under Letter of Credit and Bill of Exchange amounting to ` 16,836.94 Lakhs (P.Y. ` 11,738.02 Lakhs)

9 - Other Current Liabilities

Current maturities of long-term borrowings	6,582.43	3,747.42
Withholding & other taxes payable	1,645.98	1,109.68
Unclaimed Dividend	6.99	5.85
Security Deposits	4,019.89	2,528.59
Mobilisation & other contract Advances	15,306.43	14,565.71
Interest accrued but not due	69.50	10.80
Creditors for Capital expenses	1,810.01	863.83
Other Payables*	914.14	1,786.77
Total	30,355.37	24,618.64

* Primarily includes various expenses payable & advances received from customers

10 - Short Term Provisions

Provision for Gratuity	132.00	87.90
Provision for Income Tax	6,857.92	4,485.27
Proposed Dividend	606.33	404.26
Dividend Distribution Tax Payable	98.38	67.15
Provision for Wealth Tax	5.93	-
Total	7,700.56	5,044.58

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

11 - Fixed Assets

(` in Lakhs)

Sr. No.	Particulars	Gross Block			Depreciation			Net Block		
		01-04-2011	Additions	Deductions/ Adjustments	31-03-2012	01-04-2011	Additions	Deductions/ Adjustments	31-03-2012	31-03-2011
I	Tangible Assets									
1	Land	817.36	218.57	-	1,035.93	-	173.73	-	173.73	862.20
2	Building	4,442.91	1480.18	1,026.92	4,896.16	352.16	1,132.70	175.07	1,309.79	3,586.38
3	Plant & Equipment	21,523.20	14,384.63	295.50	35,612.33	2,865.01	263.67	-	3,128.68	32,483.65
4	Furnitures & Fixtures	1,100.21	716.78	-	1,817.00	114.03	188.51	-	302.54	1,514.45
5	Vehicles	1,704.06	378.68	-	2,082.74	477.26	16.03	-	493.29	1,589.45
6	Office Equipment	241.34	89.85	-	331.19	52.37	69.07	-	121.44	209.75
7	Computer	364.48	159.08	-	523.56	87.37	35.36	-	122.72	400.83
8	Electrical Installation	731.92	0.23	79.39	652.77	113.14	110.97	12.74	211.36	441.41
9	Office Premises	4,697.33	2,415.86	-	7,113.19	119.06	-	-	119.06	6,994.14
	(A)	35,622.82	19,843.86	1,401.81	54,064.87	4,180.39	1,990.04	187.81	5,982.62	48,082.25
II	Intangible Assets									
1	Computer Software	233.02	314.41	-	547.43	91.30	81.63	-	172.93	374.50
	(B)	233.02	314.41	-	547.43	91.30	81.63	-	172.93	374.50
	Total (A + B)	35,855.83	20,158.27	1,401.81	54,612.30	4,271.70	2,071.67	187.81	6,155.55	48,456.75
	Previous Year	31,690.04	5,570.64	1,404.85	35,855.83	2,784.30	1,701.72	214.32	4,271.70	31,584.14
III	Capital Work in Progress									11,659.20
IV	Intangible Assets under Development									16,003.43

Additions in Plant and Machinery and Capital Work in Progress includes ` 1,289.10 Lakhs (net loss) [Previous Year ` NIL] on account of exchange difference during the year.

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

12 - Non Current Investment

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Non Trade Investments		
I. Unquoted		
<u>In equity shares - Fully paid up</u>		
- 2,660 Equity Shares of Abhyudaya Co. op. Bank Ltd	0.27	0.27
- 1,71,350 Equity Shares of Janakalyan Sahakari Bank Ltd	17.14	13.57
- 5 Equity Shares of the Greater Bombay Co-op. Bank Ltd.	0.00	0.00
- 100 Equity Shares of Baramati Tollways Pvt. Ltd.	0.01	0.01
<u>Investment in Associate Companies</u>		
- Pratibha Industries General Contracting LLC	9.32	9.32
- Saudi Pratibha Industries LLC	69.67	-
II. Quoted		
Investment in Gold Coins	0.44	0.44
Total	96.85	23.61
Aggregate value of		
Quoted Investments	0.44	0.44
Market Value - Quoted Investments	2.24	1.66
Unquoted Investments	96.41	23.17

13 - Long Term Loans and Advances

Capital Advances	2,471.44	1,504.70
Security Deposits	1,973.69	1,809.11
Loans & Advances to related parties	400.00	-
Mobilisation & other Advances	2,653.12	1,996.23
Total	7,498.25	5,310.04

All of the above loans and advances are Unsecured and Considered Good

14 - Current Investments

Investment in Mutual Funds & Bonds - Quoted & Fully paid		
9,993.64 (NIL) Baroda Pioneer Liquid Fund - Institutional Daily Div Plan	100.00	-
9,99,990 (NIL) Baroda Pioneer 90 Day FMP - Series 6 Dividend Plan	100.00	-
Total	200.00	-
Aggregate value of		
Quoted Investments	200.00	-
Market Value - Quoted Investments	201.23	-
Unquoted Investments	-	-

15 - Inventories

Raw Material	7,612.15	6,508.46
Construction Work-In-Progress	53,527.37	29,080.93
Manufacturing Work-In-Progress	264.41	772.15
Finished Goods	560.45	849.97
Stores & Spares	670.41	708.52
Total	62,634.78	37,920.04

Schedules Annexed to and Forming Part of Consolidated Balance Sheet

16 - Trade Receivables

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Outstanding for more than six months	5,968.94	4,140.36
Others	17,370.13	14,812.56
Total	23,339.06	18,952.92

All above Trade Receivables are Unsecured and Considered Good

17 - Cash and Cash Equivalent

Balances with banks:		
- In current accounts	10,589.51	6,565.02
- In term deposits	8,549.29	6,141.54
Cash on hand	149.99	111.86
Total	19,288.80	12,818.42
Balances with bank in unpaid dividend accounts	7.06	6.10
Deposit accounts with more than 12 months maturity	2,011.98	1,822.49
Balances with bank held as margin money deposit against guarantees	5,597.55	5,497.72
Balances with bank held as collateral Securities	1,010.45	395.00

Cash and cash equivalents as on March 31, 2012 and March 31, 2011 include restricted cash and bank balances of ` 6615.06 Lakhs and ` 5898.81 Lakhs, respectively. The restrictions are primarily on account of cash and bank balances held as margin money deposits against guarantees and unclaimed dividends.

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

18 - Short Terms Loans and Advances

Security Deposits	12,830.60	14,679.08
Loans & Advances to related parties	130.02	933.25
Other Loans & Advances		
- Loans & Advances to Employees	154.41	47.56
- Advances to suppliers	3,769.87	4,003.27
- Mobilisation Advance	1,027.71	1,971.10
- Other Advances	6,676.20	351.79
- Balance with statutory/ Government Authorities	17,979.41	11,601.06
Total	42,568.20	33,587.12

All of the above Loans and Advances are Unsecured and Considered Good

19 - Other Current Assets

Interest Accrued But Not Due	704.27	425.21
Prepaid Expenses	2,340.36	1,260.59
Other Current Assets	5,010.82	2,690.68
Total	8,055.45	4,376.48

Schedules Annexed to and Forming Part of Profit & Loss Account

20 - Revenue From Operations

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Construction Contract	1,61,974.48	1,15,321.98
Sale of Products		
- HSaw Pipe & Coating	4,019.20	11,504.01
- H R Coils & H.R. Plate	980.42	840.85
- Others	26.52	76.52
	1,67,000.62	1,27,743.36
Other Operating Revenue		
- Sale of Scrap	543.90	366.03
- Export Incentives	-	30.81
	543.90	396.83
Less : Excise Duty	539.29	932.54
Total	1,67,005.23	1,27,207.65

21 - Other Income

Profit on sale of Investment	12.77	63.13
Profit on sale of Fixed Assets	453.42	61.29
Other Income	129.98	10.15
Total	596.16	134.57

22 - Cost of Material Consumed

Raw Material Stock at the beginning of the year	6,508.46	7,998.85
Add : Purchases during the year	76,838.30	39,564.76
	83,346.77	47,563.60
Less : Raw Material Stock at the end of the year	7,612.15	6,508.46
Total	75,734.62	41,055.14

23 - Manufacturing, Construction and Operating Expenses

Consumption of Stores & Spares	3,605.36	1,997.80
Sub-contract & Labour Charges	46,297.17	47,054.20
Repairs & Maintenance - Machinery	688.07	542.31
Equipment Hire Charges	3,127.71	1,307.49
Power & Fuel Charges	1,992.97	1,166.04
Freight Inwards	1,988.30	2,433.00
Custom & Excise Duty	202.36	220.36
Site Mobilisation Expenses	741.97	1,031.31
Other Expenses	3,739.82	1,528.49
Total	62,383.74	57,281.00

Schedules Annexed to and Forming Part of Profit & Loss Account

24 - Change in Inventories

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Inventory at the end of the year		
- Work-in-progress		
- Construction Work-In-Progress	53,527.37	29,080.93
- Manufacturing Work-In-Progress	264.41	772.15
- Finished goods	560.45	849.97
	54,352.23	30,703.06
Inventory at the beginning of the year		
- Work-in-progress		
- Construction Work-In-Progress	29,080.93	22,749.37
- Manufacturing Work-In-Progress	772.15	200.20
- Finished goods	849.97	428.83
	30,703.06	23,378.41
Total	(23,649.17)	(7,324.66)

25 - Employee Benefit Expenses

Contribution to PF & other funds	94.95	103.20
Directors Remuneration	446.90	384.39
Salaries & Wages	9,612.94	5,848.57
Staff Welfare Expenses	453.12	421.60
Gratuity Expenses	83.61	84.09
Total	10,691.53	6,841.85

26 - Financial Costs

Interest*	8,201.03	5,295.39
Other Borrowing cost	1,258.26	1,116.35
Foreign Exchange Fluctuation Loss / (gain)	147.61	(56.27)
Total	9,606.90	6,355.47

* Net of Interest received on Margin money Deposits and from others parties amounting to ` 1,356.26 Lakhs (P.Y. ` 1,155.69 Lakhs)

27 - Depreciation & Amortised Cost

Depreciation	1,990.04	1,656.82
Amortisation	288.88	44.99
Total	2,278.92	1,701.81

Schedules Annexed to and Forming Part of Profit & Loss Account

28 - Other Expenses

(` in Lakhs)

Particulars	31 st March 2012	31 st March 2011
Advertising & Business Promotion Expenses	420.33	229.71
Auditors Remuneration	81.29	37.02
Carriage Outward	364.15	715.13
Commission & Brokerage Expenses	27.30	14.10
Computer & Software Expenses	79.55	64.00
Directors Sitting Fees	3.48	4.90
Donation	39.51	45.02
Electricity Charges	413.06	431.53
General Expenses	538.13	269.25
Insurance Charges	581.93	366.29
Legal Fees & Professional Charges	2,983.74	1,885.09
Postage & Courier Charges	30.49	101.03
Printing & Stationery	169.07	146.46
Rates & Taxes	9,798.70	5,435.74
Rent	864.09	555.83
Repairs & Maintenance - Office	535.35	100.81
Security Service Charges	546.73	184.75
Travelling Expenses	852.95	473.14
Telephone & Internet Expenses	209.18	128.91
Vehicle Expenses	936.52	565.22
Foreign Exchange Fluctuation	18.42	(1.22)
Total	19,493.96	11,752.71

29 - Earnings Per Share

Particulars	31 st March 2012	31 st March 2011
Total operations from the year		
Profit/loss after Tax	8,110.27	7,142.99
Less : Dividends on Compulsorily Convertible Participatory Preference Shares and tax thereon	11.54	11.49
Net profit/(loss) for calculation of basic EPS	8098.73	7,130.50
Net profit as above	8098.73	7,130.50
Add: Dividends on Convertible Preference Shares & tax thereon	11.54	11.49
		-
Net profit/(loss) for calculation of Basic EPS	8,110.27	7,142.99
Weighted average number of equity shares in calculating basic EPS		
Effect of dilution:		
Convertible Participatory Preference Shares	9,94,24,957	9,02,99,157
	16,30,435	5,67,302
Weighted average number of equity shares in calculating Diluted EPS	10,10,55,392	9,08,66,453

30. Contingent Liabilities:

(` in Lakhs)

No.	Particulars	As at 31 st March 2012	As at 31 st March 2011
a.)	Unutilized Letters of Credit with Bankers		
	- Domestic		
	In respect of joint ventures	2,368.10	11.98
	In respect of others	20,696.39	7,256.21
	- Foreign		
	In respect of joint ventures	-	-
	In respect of others	0.32	1,019.91
b.)	Bank Guarantee		
	In respect of joint ventures	10,578.12	913.51
	In respect of others	1,01,359.86	88,255.24
c.)	Corporate Guarantee		
	In respect of joint ventures	-	-
	In respect of others	63,844.00	32,309.00
d.)	Estimated amounts of contract remaining to be executed on Capital Account and not provided for		
	In respect of joint ventures	-	-
	In respect of others	1,053.24	655.11
e.)	Cases in the court, which in the opinion of the management, require no provision of liability than what is recorded in accounts.		
	In respect of joint ventures	-	-
	In respect of others	5,97.29	522.29
f.)	Income Tax liability (excluding Penalties) that may arise. The Commissioner of Income Tax (Appeal) has allowed the claim of Section 80IA and has passed all the appeal orders in favour of the Company. The Department has filled appeal with ITAT against the orders.		
	In respect of joint ventures	375.34	31.04
	In respect of others	8,272.49	3,575.83
g.)	Central Excise Liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.		
	In respect of joint ventures	-	-
	In respect of others	138.74	135.25

h.)	<p>Service Tax liability (excluding Penalties) that may arise. The matter is with CESTAT. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.</p> <p style="padding-left: 40px;">In respect of joint ventures</p> <p style="padding-left: 40px;">In respect of others</p>	<p style="text-align: right;">-</p> <p style="text-align: right;">99.66</p>	<p style="text-align: right;">-</p> <p style="text-align: right;">99.66</p>
i.)	<p>Sales Tax Liability that may arise. The matter is with Appellate Authority. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision has been made.</p> <p style="padding-left: 40px;">In respect of joint ventures</p> <p style="padding-left: 40px;">In respect of others</p>	<p style="text-align: right;">186.80</p> <p style="text-align: right;">-</p>	<p style="text-align: right;">186.80</p> <p style="text-align: right;">-</p>
j.)	<p>Assignment of Retention Receivables to IndusInd Bank—during the year company has assigned its retention receivables to IndusInd bank with recourse to the extent of amount.</p> <p style="padding-left: 40px;">In respect of joint ventures</p> <p style="padding-left: 40px;">In respect of others</p>	<p style="text-align: right;">-</p> <p style="text-align: right;">4,500.00</p>	<p style="text-align: right;">-</p> <p style="text-align: right;">-</p>

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

31. Segment Information:

The company has identified two reportable segments viz. Infrastructure & Construction and Manufacturing & Coating. Segments have been identified

and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

Primary Segment Information:

(` in Lakhs)

Particulars	2011-12	2010-11
1. Segment Revenue		
a. Infrastructure & Construction	1,88,921.13	1,38,785.72
b. Manufacturing	9,032.14	13,372.16
c. Unallocated	596.16	134.57
Total	1,98,549.43	1,52,292.46
Less : Inter Segment Revenue	30,948.04	24,950.23
Net Sales/ Income from Operations	1,67,601.39	1,27,342.22
2. Segment Results		
a. Infrastructure & Construction	20,113.06	15,418.60
b. Manufacturing	610.52	958.08
c. Unallocated	(55.79)	(285.80)
Total	20,667.79	16,090.88
Interest	9,606.90	6,411.99
Income Tax	2,950.62	2,535.90
Net Profit	8,110.27	7,142.99
Segment Assets		
a. Infrastructure & Construction	1,92,219.62	1,13,907.81
b. Manufacturing	15,614.31	19,424.26
c. Unallocated	31,967.21	15,408.92
Total Assets	2,39,800.78	1,48,740.99
Segment Liabilities		
a. Infrastructure & Construction	1,62,874.12	83,607.08
b. Manufacturing	3,870.53	6,044.96
c. Unallocated	17,304.48	10,748.57
Total Liabilities	1,84,049.13	1,00,400.61
Capital Employed		
a. Infrastructure & Construction	29,345.14	30,300.73
b. Manufacturing	11,743.78	13,379.30
c. Unallocated	14,662.73	4,667.03
Total	55,751.65	48,340.39
Capital Expenditure		
a. Infrastructure & Construction	31,683.87	7,555.71
b. Manufacturing	42.52	439.13
c. Unallocated	10,646.02	1,887.72
Total	42,372.41	9,882.57

(` in Lakhs)

Particulars	2011-12	2010-11
Depreciation		
a. Infrastructure & Construction	988.05	743.61
b. Manufacturing	567.03	538.22
c. Unallocated	516.59	419.89
Total	2,071.67	1,701.72
Non Cash Expenses other than Depreciation		
a. Infrastructure & Construction	84.37	-
b. Manufacturing	10.42	0.95
c. Unallocated	207.26	19.77
Total	302.05	20.72

Secondary Segment Information:

(` in Lakhs)

Particulars	2011-12	2010-11
Segment Revenue - External Turnover		
Within India	1,46,692.06	1,26,348.65
Outside India	20,909.33	1051.06
Total Revenue	1,67,601.39	1,27,342.22
Segment Assets		
Within India	2,24,189.37	1,44,191.13
Outside India	15,611.41	4549.86
Total Assets	2,39,800.78	1,48,740.99
Segment Liabilities		
Within India	1,70,482.94	96,938.44
Outside India	13,566.19	3,462.16
Total Liabilities	1,84,049.13	1,00,400.61
Capital Expenditure		
Within India	42,096.65	9,749.99
Outside India	275.76	132.58
Total Expenditure	42,372.41	9,882.57

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

Name of the Subsidiary	Country of Incorporation	% of Shareholding
Bhopal Sanchi Highways Pvt. Ltd.	India	51%
Muktangan Developers Pvt. Ltd.	India	75%
Pratibha Infrastructure Pvt. Ltd.	India	100%
Pratibha Developers Pvt. Ltd. (Wholly owned subsidiary of Pratibha Infrastructure P. Ltd.)	India	100%
Pratibha Heavy Engineering Ltd	India	100%
Pratibha Holding (Singapore) Pte Ltd	Singapore	100%
Pratibha Infra Lanka (Private) Ltd (Wholly owned subsidiary of Pratibha Holding (Singapore) Pte Limited)	Sri Lanka	100%
Prime Infrapark Pvt. Ltd	India	100%

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

Name of the Joint Venture	Country of Operation	Share of Interest
ITD Pratibha Consortium	India	100%
Niraj Pratibha JV	India	50%
Petron Pratibha JV	India	100%
Patel-Pratibha JV	India	100%
Pratibha AI Ambia JV	India	100%
Pratibha Aparna JV	India	100%
Pratibha China State JV	India	100%
Pratibha JV	India	95%
Pratibha Membrane Filters JV	India	51%

Name of the Joint Venture	Country of Operation	Share of Interest
Pratibha Ostu Stettin JV	India	50%
Pratibha Rohit JV	India	80%
Pratibha SMS JV	India	100%
Pratibha Unity JV	India	50%
Unity Pratibha Consortium	India	100%
Unity Pratibha Multimedia JV	India	100%
Pratibha CRFG JV	India	100%
Pratibha GECPL JV	India	70%
Pratibha Mosinzhstroi Consortium	India	100%
Pratibha Pipes & Structural Consortium	India	40%

34. The Financial Statements of the subsidiary companies and the joint venture companies (JVCs) used in the preparation of the Consolidated Financial Statements are drawn upto the same reporting date as that of the Company i.e. 31st March, 2012.

35. In the opinion of the Directors, the Current Assets, Loan

and Advances have a value on realization in the ordinary course of the business, which is at least equal to the amount at which they are stated in the balance sheet.

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

For Jayesh Sanghrajka & Co.

Chartered Accountants

Firm Reg No. 104184W

Hemant Agrawal

Partner

Membership No. 403143

Place : Mumbai

Date : 25.05.2012

For and on behalf of the Board of Directors

Usha B. Kulkarni
Chairperson

Vinayak B. Kulkarni
Whole Time Director

Pankaj S. Chourasia
Company Secretary

Ajit B. Kulkarni
Managing Director

Rohit R. Katyal
Whole Time Director

Financial Information of Subsidiary Companies for the Year Ended 31st March 2012

Name of Subsidiary Company	Country	Reporting Currency	Capital	Reserves	Total Assets
Pratibha Infrastructure P. Ltd.	India	`	1.00	0.44	296.12
Prime Infrapark P. Ltd.	India	`	100.00	-	19412.19
Bhopal Sanchi Highways P. Ltd.	India	`	1.00	-	926.33
Muktangan Developers Pvt. Ltd.	India	`	40.00	-	1268.47
Pratibha Heavy Engineering Ltd.	India	`	5.00	(0.30)	5.00
Pratibha Holding (Singapore) Pte Ltd	Singapore	`	93.47	(7.00)	102.42
		USD	2.08	(0.14)	2.01
Pratibha Developers P. Ltd.	India	`	1.00	(0.35)	62.89
Pratibha Infra Lanka (P.) Ltd.	Sri Lanka	`	84.55	(81.45)	40.39
		LKR	212.90	(207.41)	112.09

(` in Lakhs)

Total Liabilities	Investments	Total Turnover/ Income	Profit before Tax	Provision for Taxation	Profit after Tax	Proposed Dividend
296.12	1.00	69.34	1.73	0.39	1.33	-
19412.19	-	-	-	-	-	-
926.33	-	-	-	-	-	-
1268.47	-	-	-	-	-	-
5.00	-	-	(0.30)	-	(0.30)	-
102.42	-	-	(7.00)	-	(7.00)	-
2.01	-	-	(0.14)	-	(0.14)	-
62.89	-	-	(0.35)	-	(0.35)	-
40.39	-	-	(81.45)	-	(81.45)	-
112.09	-	-	(207.41)	-	(207.41)	-

Proxy Form

PRATIBHA INDUSTRIES LIMITED

Regd. Off.: Shrikant Chambers, 5th Floor, Phase II, Next to R. K. Studio, Chembur, Mumbai – 400 071.

ATTENDANCE SLIP

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID. _____ Client ID* _____

Folio No. _____

Name and Address of the Shareholder : _____

No. of Shares (s) held : _____

I/We hereby record my/our presence at the **17th ANNUAL GENERAL MEETING** of the Company to be held on Thursday, the 12th day of July, 2012 at 3.00 P.M. at Hotel Oasis, Nr. Deonar Bus Depot, Sion Trombay Road, Deonar, Mumbai - 400 088.

.....
Signature of the shareholder or proxy

PRATIBHA INDUSTRIES LIMITED

Regd. Off.: Shrikant Chambers, 5th Floor, Phase II, Next to R. K. Studio, Chembur, Mumbai – 400 071.

PROXY FORM

DP ID. _____ Client ID* _____

Folio No. _____

No. of Shares _____

I/We, _____ of _____ being a member/members of Pratibha Industries Limited hereby appoint _____ of _____ or falling him/her _____ of _____ as my/our proxy to vote for me/us and on my/our behalf at the **17th ANNUAL GENERAL MEETING** of the Company to be held on Thursday, the 12th day of July, 2012 at 3.00 P.M. or at any adjournment thereof.

Signed this _____ day of _____ 2012.

Signature of the Shareholder

Affix Re.1
Revenue
Stamp

NOTE:

- (1) THE PROXY IN OR TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) MEMBERS HOLDING SHARES UNDER MORE THAN ONE FOLIO MAY USE PHOTOCOPY OF THIS PROXY FORM FOR OTHER FOLIOS. THE COMPANY SHALL PROVIDE ADDITIONAL FORMS ON REQUEST.



**Universal Majestic, 13th & 14th Floor,
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Mumbai - 400 043, Maharashtra, India.
Contact No: +91 - 22 - 39559999 (Board)
Fax: +91 - 22 - 39559900
E-mail: info@pratibhagroup.com**