

10th December, 2012

To,
Bombay Stock Exchange Ltd.
Department of Corporate Service
P. J. Towers, Dalal Street
Mumbai – 400001.

To,
National Stock Exchange of India Ltd
“Exchange Plaza”, Bandra –Kurla Complex,
Bandra (East),
Mumbai 400051.

Scrip code: 532718

Scrip ID: Pratibha

Dear Sir,

Sub: Postal Ballot Notice & Form and Newspaper advertisement for completion of Despatch of Postal Ballot Notice & Form

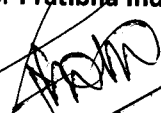
This is to inform you that we have completed the process of despatch of the ‘Postal Ballot Notice’, the explanatory statement thereto along with the Postal Ballot form and postage prepaid self-addressed envelope under section 192A of the Companies Act, 1956 read with the Companies (Passing of Postal Ballot) Rules, 2011. This notice is being given for seeking the approval of the members for passing the attached resolutions as per annexure A.

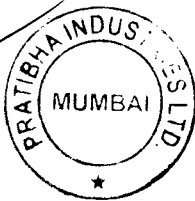
Pls find the attached herewith three copies of the Postal Ballot Notice and Form as despatched to the Shareholders along with the Newspaper cutting of Advertisement i.e. Public Notice, for your intimation and record.

Kindly take note of the same and oblige.

Thanking you,

Yours Faithfully,
For **Pratibha Industries Limited**


Pankaj S. Chourasia
Company Secretary
Encl.: As above



Pratibha Industries Limited

Head Office: Universal Majestic, 14th & 13th Floor, Off. Eastern Express Highway, P. L. Lokhande Marg, Ghatkopar Mankhurd Link Road, Behind RBK International School, Govandi, Mumbai-400 043. Maharashtra-India

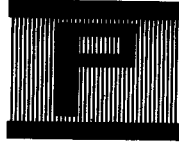
Regd. Office : Shrikant Chambers, Phase II, 5th Floor, Next to R K Studio, Sion Trombay Road, Chembur, Mumbai - 400 071, Maharashtra - India

Tel. : +91 22 3955 9999

Fax : +91 22 3955 9900

Email : info@pratibhagroup.com

URL : www.pratibhagroup.com



Annexure A

Resolutions to be passed through Postal Ballot

Resolution No.	Item	Nature of Resolution
1	Increase in borrowing power u/s. 293 (1) (d) not exceeding Rs. 10,000 Crores (Rupees Ten thousand crores only)	Ordinary
2	Authority to Board to sell/transfer/dispose of the whole or part of the Company's undertakings related to SAW pipes manufacturing and coating division situated at Wada	Ordinary
3	Appointment of Mrs. Samidha A. Kulkarni as Director of the Company	Ordinary
4	Appointment of Mr. Ravi A. Kulkarni as Director of the Company	Ordinary
5	Appointment of Mr. Ravi A. Kulkarni as Whole Time director of the Company	Special
6	Inter corporate loans and investment under section 372A upto a sum of Rs. 4,000/- Crores	Special
7	Waiver of excess remuneration paid to Mr. Rahul R. Katyal from the date of appointment, i.e. 01 st February, 2011 till 31 st July, 2012	Special
8	Appointment of Mr. Anand A. Kulkarni at office or place of profit	Special

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Pratibha Industries Limited

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Off Eastern Express Highway, Govandi, Mumbai - 400 043, Maharashtra, INDIA

Regd. Office : Shrikant Chambers, 5th Floor, Phase II, Next to R.K.Studio, Sion Trombay Road,
Chembur, Mumbai – 400071, Maharashtra, INDIA.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

To,
The Member(s),

Sub.: Passing of Resolutions by Postal Ballot

Notice is hereby given that the attached resolutions are circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011.

The members are requested to pass the proposed resolutions through postal ballot as permissible under Article 115A of the Articles of Association of the Company read with the Companies (Passing of Postal Ballot) Rules, 2011.

The proposed resolutions and explanatory statements thereto stating material facts and reasons therefor and a Postal Ballot Form are enclosed for your consideration. The attached Postal Ballot Form is to be used by the Members for the purpose of exercising vote in respect of the said resolutions.

The Company has appointed Mr. Dinesh Deora, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Please read carefully the instructions printed in the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope so as to reach the Scrutinizer/Company before the close of working hours on or before 20th December, 2012.

The Scrutinizer will submit his report to the Chairperson of the company after completion of the scrutiny. The result of the voting by Postal Ballot will be announced on 21st December, 2012 at 11:00 a.m. and will be published in the Marathi and English newspaper in Mumbai after such announcement.

By order of the Board
For Pratibha Industries Limited

Date : 12.11.2012
Place: Mumbai

Pankaj S. Chourasia
Company Secretary

Encl.:

1. Resolutions along with Explanatory Statement
2. Postal Ballot Form and self-addressed postage pre-paid envelope.

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special businesses by the Members of **Pratibha Industries Limited** by passing resolutions through postal ballot process.

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

INCREASE IN BORROWING POWER U/S. 293 (1) (D) OF THE COMPANIES ACT, 1956;

"RESOLVED THAT in super session of the earlier resolution passed in this behalf by the members in their 17th Annual general meeting of the company held on 12th July, 2012, 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. 10,000/- Crores (Rupees Ten 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 foregoing resolution for and on behalf of the Company."

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

AUTHORITY TO BOARD TO SELL/TRANSFER/DISPOSE OF THE WHOLE OR PART OF THE COMPANY'S UNDERTAKINGS

*** RESOLVED THAT** pursuant to section 293 (1) (a) of the Companies Act 1956 and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors to sell/transfer/dispose of the whole or part of the company's undertakings related to SAW Pipes Manufacturing and Coating Division situated at Wada to prospective buyer on such terms and condition as the Board may decide in the interest of the Company.

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 foregoing resolution for and on behalf of the Company."

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

APPOINTMENT OF MRS. SAMIDHAA. KULKARNI AS DIRECTOR OF THE COMPANY

*** RESOLVED THAT** Mrs. Samidha A. Kulkarni, who was appointed as an additional director of the Company by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956, on 13th August, 2012 and in respect of whom the Company has received notice in writing under section 257 of the Companies Act, 1956, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

APPOINTMENT OF MR. RAVI A. KULKARNI AS DIRECTOR OF THE COMPANY

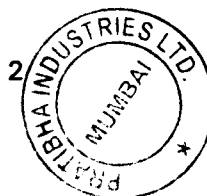
*** RESOLVED THAT** Mr. Ravi A. Kulkarni, who was appointed as an additional director of the Company by the Board of Directors, pursuant to Section 260 of the Companies Act, 1956, on 26th October, 2012 and in respect of whom the Company has received notice in writing under section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

APPOINTMENT OF MR. RAVI A. KULKARNI AS WHOLE TIME DIRECTOR

*** RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines for managerial remuneration issued by the Central Government or any other competent authority, from time to time, the consent of members be and is hereby accorded to the appointment of Mr. Ravi A. Kulkarni, as Whole Time Director of the company for a period of five years with effect from 26th October, 2012 on the terms and conditions, as are set out in the agreement to be entered into between the company and Mr. Ravi A. Kulkarni, is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Remuneration Committee or any other Committee constituted by the Board in this behalf) to alter and vary the terms and Conditions of the said appointment and/or remuneration and/or agreement, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modifications or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Ravi A. Kulkarni.

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



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

INTER CORPORATE LOANS AND INVESTMENT UNDER SECTION 372A OF THE COMPANIES ACT, 1956

"RESOLVED THAT in super session of the earlier resolution passed in this behalf by the members through postal ballot held on 02nd March, 2010 and pursuant to Section 372A and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) (hereinafter referred to as "the Act") and/or subject to any other approvals, as may be required, the Company be and is hereby authorized to invest in securities of any other bodies corporate by way of subscription/ purchase or otherwise and or place inter corporate deposits with and/or make loan or any other form of debt to any/or give guarantee in connection with loan(s) given by any other person to other bodies corporate upto a sum of Rs. 4,000/- Crores (Rupees Four Thousand Crores only), notwithstanding that the aggregate of the loans and investments so far made in or to be made in and the guarantees so far given or to be given to all bodies corporate, exceeds the limits laid down by the Act.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to determine the actual sum of loan to be advanced to other bodies corporate or investment to be made in other bodies corporate or provide guarantee / securities that may be provided by the Company to other bodies corporate within the above ceiling limit and to do all or any of the matters arising out of and incidental to the giving of loan or investment or guarantee/providing of securities by the Company as aforesaid."

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

WAIVER OF EXCESS REMUNERATION PAID TO MR. RAHUL R. KATYAL FROM DATE OF APPOINTMENT i.e. 1st FEBRUARY, 2011 TILL 31st JULY, 2012.

"RESOLVED THAT pursuant to the provisions of Sections 314 (2B), 314 (2D) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to waive the recovery of excess remuneration paid to Mr. Rahul R. Katyal, Chief Operating Officer of the Company, a relative of Mr. Rohit R. Katyal, then Whole Time Director of the Company, since his date of appointment i.e. 01st February, 2011 till 31st July, 2012 or such period as Central Government may approve."

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

APPOINTMENT OF MR. ANANDA. KULKARNI AT OFFICE OR PLACE OF PROFIT

"RESOLVED THAT pursuant to the provisions of Sections 314 (1) and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government if any, consent of the Company be and is hereby accorded to Mr. Anand A. Kulkarni, a relative of the Directors of the Company, to hold an office or place of profit in the Company for a period of five years commencing from 01st August, 2012 on the following terms and conditions:

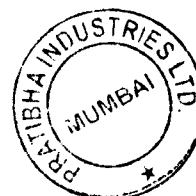
1. Salary : Not exceeding Rs. 2,00,000 per month, with a provision for increase in salary of not more than 20% per annum over the previous year;
2. Perquisites and Allowances as per the policy of the company, including:
 - i. Leave Travel Allowance;
 - ii. Medical and Accident Insurance premium as per Company rules;
 - iii. Provision for chauffeur driven car;
 - iv. Leaves in accordance with the leave rules of the Company from time to time;
 - v. Other benefits, including bonus, as per the policy of the Company applicable from time to time."

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

Date : 12th November, 2012
Place : Mumbai

By the Order of the Board
For Pratibha Industries Limited

Pankaj S. Chourasia
Company Secretary



NOTES

1. THE EXPLANATORY STATEMENTS PURSUANT TO SECTIONS 173 (2) AND 192A OF THE COMPANIES ACT, 1956, READ WITH COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011, IS ANNEXED HERETO. IT MAY BE NOTED THAT FOR RESOLUTIONS UNDER THE SAID ITEM NO. 1 TO 8, ASSENT / DISSENT OF SHAREHOLDERS IS TO BE GIVEN BY POSTAL BALLOT, WHICH IS ENCLOSED TOGETHER WITH SELF-ADDRESSED PREPAID ENVELOPE.
2. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with Assent (FOR) or Dissent (AGAINST), in the attached self addressed business reply envelop, so as to reach the Scrutinizer on or before 20th December, 2012, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the members. The Scrutinizer will submit his report to Chairperson after completion of the scrutiny and the result of Postal Ballot will be announced on 21st December, 2012, at administrative office of the Company at 14th Floor, Universal Majestic, Behind RBK School, Ghatkopar Mankhurd Link Road, Off Eastern Express Highway, Govandi, Mumbai – 400043.
3. The Board of Directors has appointed Mr. Dinesh Deora, Practicing Company Secretary, as the Scrutinizer to receive and scrutinize the completed Postal Ballot Forms from the members. The Postal Ballot Form and the self addressed business reply envelop are enclosed for use of the members.
4. 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 20th December, 2012.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

ITEM NO. 1

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, at the 17th Annual General Meeting of the Company held on 12.07.2012, 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. 6,000/- Crores (Rupees Six Thousand Crores only).

Taking into consideration further requirements of availing additional finances to meet financial requirement 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 of not more than Rs. 10,000/- Crores (Rupees Ten Thousand Crores Only) including existing borrowings.

The Board recommends the Resolution for approval of the members as an Ordinary resolution.

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

ITEM NO. 2

The Company has its Coating Division Situated in Wada, Maharashtra, which offers various options to meet the anti-corrosive treatments to enhance life span of pipes. Divisional primarily caters other pipe manufacturers and Customers. The contribution of Division is not in sync with Company's future plan to strengthen Company's presence in Infrastructure business and rather leading to pressure on its margin on Infrastructure segment.

Infrastructure being the core business of the Company and also considering existing infrastructure and construction projects and future growth possibilities in the infrastructure segment, your Board of Director is of the view that to bring more focused Enterprise, value creation, profit enhancement and building strong presence in infrastructure business, it would be in the greater interest of the Company to sale / transfer / dispose of the business of SAW Pipes Manufacturing and Coating Division situated at Wada at such a price and on such terms and conditions as the Board of Directors may think proper and beneficial for the Company.

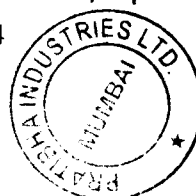
Pursuant to provisions of Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors cannot, except with the approval of the Company in general meeting, sell/ transfer/dispose of the whole or part of the company's undertakings.

In the light of explanations and justifications given above, it is recommended to approve sell / transfer / dispose of the whole or part of the company's undertakings related to Coating Division situated at Wada to prospective buyer on such terms and condition as the board may decide in the interest of the Company.

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

ITEM NO. 3

The Board of Directors at the meeting held on 13th August, 2012, has appointed Mrs. Samidha A. Kulkarni as an Additional Director of the Company in accordance with the provisions of Section 260 of the Companies Act, 1956. Pursuant to Section 260, a director appointed under the section, holds office up to the date of next Annual General Meeting. The Company has received notice from a member of the Company under Section 257 of the Companies Act, 1956 proposing her candidature for the office of the Director. Her office shall be liable to retire by rotation, as per the provisions of the Companies Act, 1956.



Mrs. Samidha A. Kulkarni, aged 43, has more than 18 years of professional experience in Human Resource Development, staffing and organizational development. Mrs. Samidha A. Kulkarni is a Commerce Graduate and has vast experience in managing Human resource of the Company. Her excellent communication and management skill along with futuristic growth approach have always made her to bring continuous improvement, organizational effectiveness and management excellence in a fast paced and highly competitive environment.

The Board recommends the resolution for approval of the members as an ordinary resolution.

Except Mrs. Samidha A. Kulkarni, Mrs. Usha B. Kulkarni, Chairperson, Mr. Ajit B. Kulkarni, Managing Director and Mr. Ravi A. Kulkarni, Director, none of the Directors of the Company is concerned or interested in the resolution.

ITEM NO. 4 & 5

The Board of Directors at the meeting held on 26th October, 2012, has appointed Mr. Ravi A. Kulkarni as an Additional Director of the Company in accordance with the provisions of Section 260 of the Companies Act, 1956. Pursuant to Section 260, a director appointed under the section, holds office up to the date of next Annual General Meeting. The Company has received notice from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director.

Mr. Ravi A. Kulkarni, aged 30, has more than 5 years of experience in planning, project development, execution (including financing), research & development of large projects.

Upon his appointment as an Additional Director, Mr. Ravi A. Kulkarni became a Whole-Time Director in view of the fact that he is already in the whole-time employment of the Company as a Director-Overseas. Before his elevation as a director, Mr. Ravi A. Kulkarni was Senior President – Overseas. He is responsible for planning & execution of Projects, finance, team building and liaising with business partners and clients.

Considering his tremendous talent and wide experience, it is prudent to elevate Mr. Ravi A. Kulkarni to Board membership. This will prove to be an excellent asset to the Company and also looking to the increase in business activities, complexity, growth of the Company, the Board has decided to appoint Mr. Ravi A. Kulkarni as Whole Time Director. His office shall be liable to retire by rotation, as per the provisions of the Companies Act, 1956.

The Board of Directors and also the Remuneration Committee in their respective meetings held on 26.10.2012, appointed Mr. Ravi A. Kulkarni as an additional Director and also as Whole Time Director of the company from 26th October, 2012 for a period of five years.

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravi A. Kulkarni during his tenure as Whole Time Director are as under:

Basic Salary: Rs. 2,00,000/- p.m.

In addition to the basic salaries, the Whole Time Directors shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffeur, medical insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

The remuneration payable to Mr. Ravi A. Kulkarni, including salary, is subject to overall ceiling of Rs. 60 Lacs or 1% of the net profits, whichever is less, as stipulated under the Companies Act, 1956. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the aforesaid salaries shall be paid to the Whole Time Directors in accordance with the applicable provisions of Schedule XIII of the said Act and subject to the approval of the Central Government, if any required.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

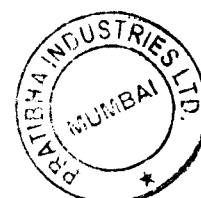
The terms and conditions of the remuneration and appointment as stated in the resolutions of the Notice in respect of Mr. Ravi A. Kulkarni may be regarded as an abstract under Section 302 of the Companies Act, 1956.

The Board recommends the Resolutions for approval of the members for Item 4 & 5 as an ordinary resolution and a Special Resolution respectively.

Except Mr. Ravi A. Kulkarni, Mrs. Usha B. Kulkarni, Chairperson, Mr. Ajit B. Kulkarni, Managing Director and Mrs. Samidha A. Kulkarni, Director, none of the Directors of the Company is concerned or interested in the resolution.

ITEM NO. 6

Your Company is proposing to make substantial investment in the areas of business of the Company as a measure of achieving better financial flexibility and to enable optimal financial structuring to facilitate speedy implementations of various projects. Keeping in view the need to take advantage of any prospective acquisition or expansion opportunities and investment in PPP or other projects, directly or indirectly it has become necessary to enhance the limit for making investments in securities, granting loan(s), giving guarantee(s) and/or providing securities to any other bodies corporate.



It is proposed that the Board of Directors be authorized to invest an amount upto Rs. 4,000/- Crores (Rupees Four Thousand Crores only) by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee (s) and/or providing of security (ies) from time to time in one or more tranches.

As per the provisions of the section 372A of the Companies Act, 1956, The Board has power for the above transaction only up to the limit of sixty percent of paid up capital and free reserves or 100 percent of its free reserves.

To enable the Board of Directors to take or provide loans/securities/guarantee to secure loans or invest in other companies/joint ventures/firms in India and abroad over and above the limit specified in Section 372A of the Companies Act, 1956, the Company is required to take prior approval of members of the company.

Accordingly, approval of Members by way of special resolution is being sought to have an enabling authority to take or provide loans/securities/guarantee to secure these loans or invest in other companies/joint ventures/firms in India and abroad upto Rs. 4,000 Crores (Rupees Four Thousand Crores Only), over and above the limits prescribed under 372A from time to time.

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

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

ITEM NO. 7

Pursuant to section 314 (1B) and other applicable provisions of the Companies Act, 1956, resolution has already been passed by the Members of the company in Postal Ballot held on 28th March 2011, appointing Mr. Rahul R. Katyal as Chief Operating Officer for a period of five years w.e.f. 1st February, 2011 which was subject to approval of Central Government. Company has already complied with the necessary procedure required as per the act to seek approval from Central Government. As there was delay in completing requisite formalities and also receiving from Central Government, necessary remuneration payment had been made to Mr. Rahul R. Katyal COO of the Company from the date of appointment till 31st July, 2012. Considering these facts, Central Government has intimated Company to file application for the waiver of recovery of excess remuneration paid to Mr. Rahul R. Katyal since his appointment i.e. 01st February, 2011 till 31st July, 2012.

Taking into account the excellent performance and dedication of Mr. Rahul R. Katyal, who has justified the position assigned to him, Board of directors of your Company have agreed and passed Board resolution through circulation under section 289 of the Companies Act, 1956, on 12th November, 2012, for waiver of recovery of excess remuneration paid to Mr. Rahul R. Katyal since his appointment i.e. 01st February, 2011 till 31st July, 2012.

In the light of explanations and justifications given above, it is recommended to approve the waiver of recovery of excess remuneration paid to Mr. Rahul R. Katyal since his appointment i.e. 01st February 2011 till 31st July, 2012.

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

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

ITEM NO. 8

Under section 314 of the Companies Act, 1956, a special resolution is required for enabling any relative of Director of the Company to hold any office or place of profit under the Company. Mr. Anand A. Kulkarni 24, having more than 4 years of tremendous experience in planning, developing and implementing PR strategies has been appointed as Management Representative in the Company, who is relative of Directors of the Company.

Mr. Anand A. Kulkarni who has been appointed at place of profit by the Board of Directors in their meeting held on 13th August, 2012, is currently actively involved in SAP, HR systems & implementation and liaising with business partners & clients of the Company.

In the light of explanations and justifications given above, it is recommended to approve the appointment of Mr. Anand A. Kulkarni as Management Representative with effect from 01.08.2012. The remuneration paid or proposed to be paid to Mr. Anand A. Kulkarni is commensurate with his experience and is in line with company's HR policies and prevalent industry standards. The Board recommends this resolution.

The proposed appointment is in the interest of the Company and your Directors recommended the resolutions at item no. 8 of the Notice as special resolution for approval of the Members.

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

Except relative Directors, none of the Directors of the Company is concerned or interested in the Resolution.

Registered Office :

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

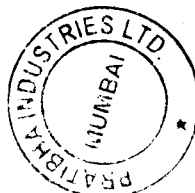
Date : 12th November, 2012

Place : Mumbai

By the Order of the Board

For Pratibha Industries Limited

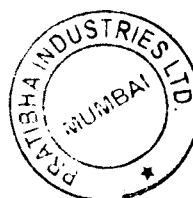
Pankaj S. Chourasia
Company Secretary



**Details of the Directors seeking re-appointment, appointment
(Pursuant to Clause 49 of the Listing Agreement)**

ANNEXURE- A

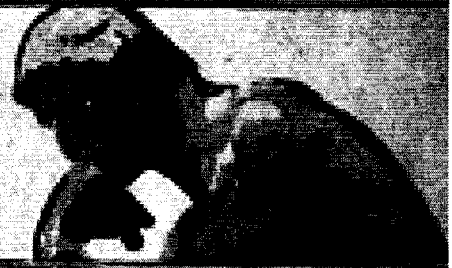
Name of Director	Mr. Ravi A. Kulkarni	Mrs. Samidha A. Kulkarni
Date of Birth	10 th January, 1982	24 th January, 1969
Date of appointment	26 th October, 2012	13 th August, 2012
Areas of Experience	He has more than 5 years of experience in planning, project development, execution (including financing), research & development of large projects. He is responsible for planning & execution of Projects, finance, team building and Liaising with Business partners and Clients.	She has more than 18 years of professional experience in Human Resource Development, staffing and organizational development. Her excellent communication and management skill along with futuristic growth approach have always made her to bring continuous improvement, organizational effectiveness and management excellence in a fast paced and highly competitive environment.
Educational Qualifications	B. Com. & Post graduate in Management	B. Com.
Companies in which he holds directorship	1) Bhopal Sanchi Highways Private Limited 2) Pratibha Developers Private Limited	1) Pratibha Infrastructure Private Limited 2) Prime Infrapark Private Limited
Membership Chairmanship of Board Committees	None	None
Shareholding	10,00,000 Equity Shares	2,500 Equity Shares



10 EDIT THINK IT OVER

THE FREE PRESS JOURNAL

MUMBAI / WEDNESDAY / DECEMBER 12, 2012



Pratibha Industries Limited

Head Office : 14th Floor, Universal Majestic, Behind RBK School, Ghatkopar Marikhurd Link Road, Off Eastern Express Highway, Govand, Mumbai-400 043.

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

NOTICE

NOTICE is hereby given pursuant to Section 192a of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, a Postal Ballot Notice has already been mailed to the members at their registered address, to transact the businesses set out in the Postal Ballot Notice dated 12th November, 2012.

A member can obtain a duplicate Postal Ballot Form, if so required. Any person who is member of the Company, has not received the notice Postal Ballot Form may obtain a Postal Ballot Form from the Company and vote on the resolutions.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with Assent (FOR) or Dissent (AGAINST), in the self-addressed business reply envelope sent to the members along with the Notice and Postal Ballot Form.

2012, to be eligible for being considered, failing which, it will be treated as if no reply has been received from the members. The Scrutinizer will submit his report to Chairperson after completion of the scrutiny and the result of Postal ballot will be announced on 1st December, 2012.

For Pratibha Industries Limited
Sd/-

Pankaj S. Chourasia
Company Secretary

Place : Mumbai

Date : 12th November, 2012

IN THE 7TH METROPOLITAN MAGISTRATE
COURT OF BOMBAY AT DADAR.
Case No. 8342 of 2011

Sujarat Foils Ltd.

Complainant

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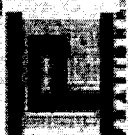
NOTICE
NOTICE



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मुंबई, बुधवार, १२ डिसेंबर २०१२



Pratibha Industries Limited

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Chhatrapati Marthand Link Road, Off Eastern Express Highway,
Gowand, Mumbai-400 043.
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R.K. Studio, Son Trombay Road, Chembur, Mumbai-400 071.

NOTICE

NOTICE is hereby given pursuant to Section 182a of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, a Postal Ballot Notice has already been mailed to the members at their registered address, to transact the businesses set out in the Postal Ballot Notice dated 12th November, 2012.

A member can obtain a duplicate Postal Ballot Form, if so required. Any person who is member of the Company, has not received the notice Postal Ballot Form may obtain a Postal Ballot Form from the Company and vote on the resolutions.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with Assent (FOR) or Dissent (AGAINST), in the self-addressed business reply envelope sent to the members along with the Notice and Postal Ballot Form, so as to reach the Scrutinizer on or before 20th December, 2012, to be eligible for being considered, failing which, it will be treated as if no reply has been received from the members. The Scrutinizer will submit his report to Chairperson after completion of the scrutiny and the result of Postal ballot will be announced on 21st December, 2012.

For Pratibha Industries Limited
Sd/-
Pratik B. Chourasia
Company Secretary

Place : Mumbai
Date : 12th November, 2012



FORMERLY KNOWN AS

WALCHAND CAPITAL LIMITED

Construction House, 5,
Walchand-Hinchand Marg,
Ballard Estate, Mumbai-400001

NOTICE

Pursuant to Clause 41 of the Listing Agreement, Notice is hereby given that the Meeting of the Board of Directors will be held on Monday January 28, 2013 at 4.30 p.m at the Registered Office of the Company to consider, approve and take on record the Unaudited Financial Results of the Company for the quarter ended December 31, 2012.

For WALCHAND
PEOPLEFIRST LIMITED
Sd/-

Pallavi Jha
Chairperson & Managing Director

Place: Mumbai
Date: December 12, 2012

Edh. H1
P.F. No. 50/-

IN THE 3RD F

PET

Mrs. Priyanka Veri
R/at. Mansari Mans
3rd Road, Behind Nr
Bandra West, Mum
V/s.

Mr. Veeraj Kumar
R/at. Flat No. 602, I
Patlipur, Oshwari
Mumbai 400 102.

Mr. Veeraj
Take Notice that the
Under Section 13 ('
Section 7 (a) of the
fixed for hearing at
2013 at 11.00 a.m.
in Mumbai, or b
assigned charge c
appear in person
default of your d
proceed to hear th
pronounce Judgen
This notice is o
Palsingankar, P
November 2012