

**FORM: B****Clause 31 (a) of Listing Agreement**

*Format of covering letter of the annual audit report to be filed with the Stock Exchange*

1.	Name of the company	<b>PRATIKSHA CHEMICALS LIMITED</b>
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit qualification	Qualified
4.	Frequency of qualification	Occasional
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<b>Qualifications:</b> <i>Non Compliance with the following Accounting Standards-</i> 1. Accounting Standard - 1 on "Disclosure of Accounting Policies" 2. Accounting Standard - 15 on "Employee Benefits" 3. Accounting Standard - 2 for "Valuation of Inventories".  <b>Response of Management:</b> The Board of Directors would take precautionary measures to avoid such qualifications in future.
	Additional comments from the board / audit committee chair:	The Board of Directors and committee members would take corrective steps to avoid such qualifications in future.
5.	To be signed by:	
	CEO/ MD/ WTD/ Technical Director	 <b>(MR. JAYESH PATEL)</b>
	CFO	 <b>(MR. SOMABHAI PATEL)</b>
	Audit Committee (Chairman)	 <b>(MR. H.K. SHAH &amp; CO.)</b> Chartered Accountants (FRN: 109583W)
	Auditor of the Company	 <b>MR. H.K. SHAH</b> Partner (M. No.: 042758)

**PRATIKSHA CHEMICALS LIMITED**

Regd. Off : 3rd Floor, H. K. Complex, Nr. Dharnidhar Derasar, Paldi, Ahmedabad-380 007 India  
 Ph. 26632390, 26609530 Fax No : +91 79 26612843.

Website : <http://www.dharapratiksha.com> E-mail : [exports@dharapratiksha.com](mailto:exports@dharapratiksha.com)

**CIN : L24110GJ1991PLC015507**

Factory : 195/2, Near Natraj Industrial Estate, Village Iyawa Vasna, Sanand.  
 (Dist : Ahmedabad) India. Phone 02717-284350

# **PRATIKSHA CHEMICALS LIMITED**

(CIN: L24110GJ1991PLC015507)

## **REGISTERED OFFICE:**

**3RD FLOOR, H K COMPLEX,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007**

## **ANNUAL REPORT**

**2014-15**



**BOARD OF DIRECTORS:**

MR. HARISHBHAI BHATT : WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER  
MR. JAYESH PATEL : TECHNICAL DIRECTOR  
MR. UPENDRA ADHAVRYU : INDEPENDENT DIRECTOR  
MR. SOMABHAI PATEL : INDEPENDENT DIRECTOR  
MRS. LALITHAMMA ACHARYA : INDEPENDENT DIRECTOR

**STATUTORY AUDITORS:**

**M/S. H. K. SHAH & CO.**

CHARTERED ACCOUNTANTS (FRN: 109583W)  
404, SARAP BUILDING, 4<sup>TH</sup> FLOOR,  
OPP. NAVJIVAN PRESS, ASHRAM ROAD,  
AHMEDABAD - 380014

**REGISTRAR & SHARE TRANSFER AGENT:**

**M/S. SHAREPRO SERVICES (INDIA) PVT LTD**

13 AB SAMHITA WAREHOUSING COMPLEX,  
2ND FLOOR, SAKINAKA TELEPHONE EXCHANGE LANE,  
OFF ANDHERI-KURLA ROAD, SAKINAKA,  
ANDHERI (E), MUMBAI - 400 072

**STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

**THE BOMBAY STOCK EXCHANGE LIMITED**

25<sup>TH</sup> FLOOR, P. J. TOWERS,  
DALAL STREET, FORT,  
MUMBAI - 400001



# PRATIKSHA CHEMICALS LIMITED

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## NOTICE

Notice is hereby given that Twenty-Fourth Annual General Meeting of PRATIKSHA CHEMICALS LIMITED will be held at Registered Office situated at 3<sup>RD</sup> FLOOR, H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007 on 30<sup>th</sup> SEPTEMBER, 2015 at 10:00 A.M. to transact the following business:

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of MR. JAYESH PATEL (DIN: 00401109), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To ratify appointment of the 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** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30<sup>th</sup> September, 2014, the appointment of , **M/S. H K SHAH & CO.**, Chartered Accountants (Firm Registration No. 109583W), as Statutory Auditors of the Company to hold office till consecutive period of four (4) financial years, be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."



## PRATIKSHA CHEMICALS LIMITED

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### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, read with Schedule IV to the Act, as amended from time to time and subject to approval of the members of the Company, MRS. LALITHAMMA RAMAKRISHNAN ACHARYA (DIN: 06983383), a Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be appointed as an Independent Director of the Company with effect from her initial appointment for a consecutive period of Five (5) financial years and not liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions and rules framed thereunder, approval of the members of the Company be and is hereby accorded to pay the Managerial Remuneration to MR. JAYESH PATEL, Technical Director of the Company (DIN: 00401109) of Rs. 65,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL w.e.f. 1<sup>st</sup> April, 2015."

**"RESOLVED FURTHER THAT** in the event of any loss or inadequacy of the profits of the Company in any financial year, during the term of office of MR. JAYESH PATEL, the remuneration as mentioned in the above stated resolution shall be paid to MR. JAYESH PATEL as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013."



## **PRATIKSHA CHEMICALS LIMITED**

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

**"RESOLVED THAT** pursuant to the provisions of Section 197 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions and rules framed thereunder, approval of the members of the Company be and is hereby accorded to pay the Managerial Remuneration to MR. HARISH BHATT, Whole Time Director of the Company (DIN: 00400765) of Rs. 42,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. HARISH BHATT w.e.f. 1<sup>st</sup> April, 2015."

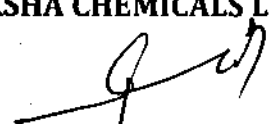
**"RESOLVED FURTHER THAT** in the event of any loss or inadequacy of the profits of the Company in any financial year, during the term of office of MR. HARISH BHATT, the remuneration as mentioned in the above stated resolution shall be paid to MR. HARISH BHATT as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013."

**PLACE: AHMEDABAD**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
\_\_\_\_\_  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



## PRATIKSHA CHEMICALS LIMITED

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### NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **FRIDAY, 14<sup>TH</sup> AUGUST, 2015**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
4. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23<sup>rd</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015** (both days inclusive) in connection with AGM.
6. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.



## PRATIKSHA CHEMICALS LIMITED

7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
8. Information as required under clause 49 (VIII) (E) (1) of the Listing Agreement regarding appointment / reappointment of Directors are annexed hereto.
9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Listing Agreement, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and (ii) Voting through electronic means shall commence from **9:00 A.M. on 27<sup>TH</sup> SEPTEMBER, 2015 and end at 5:00 P.M. on 29<sup>TH</sup> SEPTEMBER, 2015**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote in the Annual General Meeting.
10. The Member who transfers his / her shares before the Cut-off date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.



## PRATIKSHA CHEMICALS LIMITED

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11. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **23<sup>RD</sup> SEPTEMBER, 2015**, may request to the Company on registered mail ID of the company i.e. **exports@dharaPratiksha.com** to obtain the User ID & Password.
12. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 30<sup>TH</sup> SEPTEMBER, 2015** and communicated to the BSE Limited where the shares of the Company are listed.



# **PRATIKSHA CHEMICALS LIMITED**

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## **EXPLANATORY STATEMENT**

*(Pursuant to section 102 of the Companies Act, 2013)*

*As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4, 5 & 6 of the accompanying Notice:*

### **Item No. 4:**

To comply with the provisions of Clause 49 of the Listing Agreement and Section 149 of the Companies Act, 2013, the Board has recommended the appointment of MRS. LALITHAMMA RAMAKRISHNAN ACHARYA (DIN: 06983383) as Independent Director W.e.f. September 30, 2014 to September 29, 2019. Mrs. Lalithamma Acharya has given a declaration to the Board that she meets the criteria of independence as provided in Section 149 (6) of the Act. In opinion of the Board, Mrs. Lalithamma Acharya fulfills the conditions specified in the Act and the rules framed there under for appointment as Independent Director. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Lalithamma Acharya as Independent Director is now being placed before the Members for their approval. The terms and conditions of appointment of Mrs. Lalithamma Acharya shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Your Directors accordingly recommend for appointment of Mrs. Lalithamma Acharya as an Independent Director of the Company w.e.f. her initial appointment as set out in the enabling resolution at Item No. 4 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mrs. Lalithamma Acharya is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.



## **PRATIKSHA CHEMICALS LIMITED**

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### **Item No. 5:**

The recommendation was made to appreciate and to encourage the contributions devoted by the Directors by the way of paying the remuneration to them for the financial year 2015-16. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company.

The proposal was made to pay the Managerial Remuneration of Rs. 65,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL, Technical Director of the Company (DIN: 00401109) w.e.f. 1<sup>st</sup> April, 2015. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

Your Directors accordingly recommend for payment of Managerial Remuneration of Rs. 65,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL w.e.f. 1<sup>st</sup> April, 2015 as set out in the enabling resolution at Item No. 5 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Jayesh Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

### **Item No. 6:**

The recommendation was made to appreciate and to encourage the contributions devoted by the Directors by the way of paying the remuneration to them for the financial year 2015-16. However, due to inadequacy of profit the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company.



## **PRATIKSHA CHEMICALS LIMITED**

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The proposal was made to pay the Managerial Remuneration of Rs. 42,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. HARISH BHATT, Whole Time Director of the Company (DIN: 00400765) w.e.f. 1<sup>st</sup> April, 2015. Since the profit of the company is insufficient for paying the remuneration, the discussion was made to comply with the provisions of Schedule V of the Companies Act, 2013 for the same.

Your Directors accordingly recommend for payment of Managerial Remuneration of Rs. 42,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. HARISH BHATT w.e.f. 1<sup>st</sup> April, 2015 as set out in the enabling resolution at Item No. 6 for the approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Harish Bhatt is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

**PLACE: AHMEDABAD**

**DATE: 14/08/2015**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



## **PRATIKSHA CHEMICALS LIMITED**

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**Information pursuant to Clause 49 of the Listing Agreement with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:**

➤ **MRS. LALITHAMMA RAMAKRISHNAN ACHARYA, (DIN: 06983383): NON EXECUTIVE WOMAN DIRECTOR:**

MRS. LALITHAMMA RAMAKRISHNAN ACHARYA, (DIN: 06983383) holds the degree of graduate and has expertise in administrative work. MRS. LALITHAMMA ACHARYA is not being director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: NIL

➤ **MR. JAYESH PATEL (DIN: 00401109) – TECHNICAL DIRECTOR:**

MR. JAYESH PATEL (DIN: 00401109) is a Technical Director of the Company from 25 years and has experience of 20 to 25 years in the issues related to technology and has degree of Bachelor of Science. MR. JAYESH PATEL is not being director in any other company and chairman / member of Board Committees of other companies.

Shareholding in the Company: 60,000 Equity Shares.



# PRATIKSHA CHEMICALS LIMITED

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## THE INSTRUCTIONS FOR E-VOTING:

### **SECTION A - E-VOTING PROCESS:**

- (i) The voting period begins on 27<sup>TH</sup> SEPTEMBER, 2015 FROM 9:00 A.M. TO 29<sup>TH</sup> SEPTEMBER, 2015 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>RD</sup> SEPTEMBER, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

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

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



## PRATIKSHA CHEMICALS LIMITED

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. **"150810030"** for the relevant Company Name i.e. **PRATIKSHA CHEMICALS LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## PRATIKSHA CHEMICALS LIMITED

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

### SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- I The E-Voting period commences on **27<sup>TH</sup> SEPTEMBER, 2015 (09:00 A.M.) and ends on 29<sup>TH</sup> SEPTEMBER, 2015 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **Cut-off date i.e. 23<sup>RD</sup> SEPTEMBER, 2015** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. CS Anish Shah, Practising Company Secretary (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad – 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.



## PRATIKSHA CHEMICALS LIMITED

- iv. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 30<sup>TH</sup> SEPTEMBER, 2015** and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## PRATIKSHA CHEMICALS LIMITED

### **PRATIKSHA CHEMICALS LIMITED**

H K COMPLEX 3RD FLOOR,  
OPP. DHARNIDHAR DERASAR,  
VASNA,  
AHMEDABAD - 380007  
(T) 079-26632390, 26640071  
[www.pratikshachemicals.in](http://www.pratikshachemicals.in)  
Email: [exports@dharapratiksha.com](mailto:exports@dharapratiksha.com)  
CIN: L24110GJ1991PLC015507

Name of the Sole / First Named Member : \_\_\_\_\_  
Address of Sole / First Named Member : \_\_\_\_\_  
\_\_\_\_\_  
Registered Folio Number : \_\_\_\_\_  
DPID / Client ID : \_\_\_\_\_  
Number of shares held : \_\_\_\_\_

Dear Member,

### **SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY**

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015, and Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the 24<sup>TH</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> SEPTEMBER, 2015 at H K COMPLEX 3RD FLOOR, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007. The Company has engaged the services of Central Depository Services (I) Limited ("CDSL") to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:



## PRATIKSHA CHEMICALS LIMITED

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password / Sequence No.</b>

The remote e-voting facility will be available during the following voting period:

<b>COMMENCEMENT OF REMOTE E-VOTING</b>	<b>END OF REMOTE E-VOTING</b>
27 <sup>th</sup> September, 2015 (9:00 A.M.)	29 <sup>th</sup> September, 2015 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 30<sup>TH</sup> SEPTEMBER, 2015.

***MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.***



# PRATIKSHA CHEMICALS LIMITED

## DIRECTORS' REPORT

To,  
The Members,  
**PRATIKSHA CHEMICALS LIMITED**  
AHMEDABAD

Your Directors have pleasure in presenting herewith their 24<sup>th</sup> Annual Report on the business and operation of the Company together with the Audited Statements of Accounts of the Company for the year ended on 31st March, 2015.

### 1. **PERFORMANCE OF THE COMPANY (STANDALONE):**

The Directors' Report is to be prepared based on the stand alone financial statements of the company:

PARTICULARS	(Rs. In Lacs)	
	2014-15	2013-14
Income for the year	1028.08	651.20
Less: Expenditure for the year excluding Depreciation and Amortization Exp.	(989.01)	(614.18)
Less: Depreciation and Amortization Exp.	(36.79)	(35.60)
<b>Profit or Loss after Depreciation and Amortization Exp. But before Tax</b>	<b>2.28</b>	<b>1.42</b>
Less: Current Tax	(0.42)	NIL
<b>Profit or Loss After Tax</b>	<b>1.86</b>	<b>1.42</b>

During the current year your Company has achieved a reasonable level of growth in terms of turnover as well as profit. We are hoping that the phenomenal growth shall be achieved during the next coming years.

### 2. **DIVIDEND:**

With a view to enlarge the business operations of the Company, the Directors did not recommend dividend for the Current Year.

### 3. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Pursuant to the provisions Section 152 (6) of the Companies Act, 2013, MR. JAYESH PATEL (DIN: 00401109), Technical Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.



## **PRATIKSHA CHEMICALS LIMITED**

Pursuant to the provisions Section 149 & 152 of the Companies Act, 2013, MRS. LALITHAMMA RAMAKRISHNAN ACHARYA (DIN: 06983383), a Director of the Company, be appointed as Independent Director for term of Five years with effect from her initial appointment i.e. 30<sup>th</sup> September, 2014.

Pursuant to the provisions Section 149 & 152 of the Companies Act, 2013, MR. SOMABHAI PATEL & MR. UPENDRA ADHVARYU have been appointed as an Independent Directors for term of Five years with effect from 30<sup>th</sup> September, 2014. Further, MRS. LALITHAMMA RAMAKRISHNAN ACHARYA has been appointed as Woman Director with effect from 30<sup>th</sup> September, 2014.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement which is hereby enclosed as 'Annexure: I'.

Also, MR. HARISH BHATT has been appointed Chief Financial Officer with effect from 14<sup>th</sup> August, 2014.

The terms of Managerial Remuneration paid of MR. HARISH BHATT & MR. JAYESH PATEL are revised as per as per the Schedule V as provided in the newly enacted Companies Act, 2013.

#### **4. MEETINGS:**

During the year, Four Board Meetings and Five Audit Committee Meetings were duly convened and held. The following are the dates on which the said Board Meetings held:

May 30, 2014, August 14, 2014, November 14, 2014 & February 13, 2015.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **5. COMMITTEES:**

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statues.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Share Transfer Committee



## PRATIKSHA CHEMICALS LIMITED

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

### 6. **EXTRACTS OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2015 forms part of this Directors' Report as 'Annexure: II'.

### 7. **STATUTORY AUDITORS & AUDIT REPORT:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. H K SHAH & CO.**, Chartered Accountants, (Firm Registration No. 109583W), have been appointed as statutory auditors of the company at the Twenty Third Annual General Meeting held on September 30, 2014 to hold office from the conclusion of twenty eight Annual General Meeting (AGM) till the conclusion of the Twenty Seventh Annual General Meeting of the Company, subject to ratification by the shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The Auditors comments on your company's accounts for year ended March 31, 2015 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013.

There following qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report:

- 1. Adhering to significant accounting policy, the Company is accounting for Gratuity & Leave Encashment on cash basis. This is not according with Accounting Standard - 1 on "Disclosure of Accounting Policies" and Accounting Standard - 15 on "Employee Benefits" prescribed by the Institute of Chartered Accounting of India and contrary to provision contained in Section 128 (1) of the Companies Act, 2013. The extent of non-compliance in terms of value is not ascertainable.***



## **PRATIKSHA CHEMICALS LIMITED**

- 2. Accounting Standard - 2 for "Valuation of Inventories" has not been followed. The technical valuation claimed by the Company is not quantifiable hence; we are not in a position to quantify the effect on the Profit and Loss Account and Balance Sheet.*

The Board of Directors has undertaken to take the corrective steps for the above mentioned qualifications in current year.

### **8. INTERNAL AUDIT & CONTROLS:**

Pursuant to provisions of 138 of the Companies Act, 2013, and Rule 13 of Companies (Accounts) Rules, 2014, **M/S. LAVINGIYA & ASSOCIATES**, Chartered Accountants, Ahmedabad, has been appointed as an Internal Auditor of the Company for the Financial Year 2014-15. During the year, the Company continued to implement their suggestions and recommendations to improve and control the environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

### **9. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:**

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed **M/S. A. SHAH & ASSOCIATES**, Practising Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for F.Y. 2014-15. The Report of the Secretarial Auditor for the F.Y. 2014-15 is annexed to this report as 'Annexure: III' to the Directors' Report.

Secretarial Auditors have qualified their report to the Members of the Company & in this connection; the Board of Directors of the Company has discussed the same at arm's length and agreed to take the corrective steps on following Qualifications:

- 1. The Company is yet to comply with Clause 47 (a) of Listing Agreement.*
- 2. The Company is not in compliance with the provisions of Section 203 (1) (ii) of the Companies Act, 2013.*
- 3. The Managerial Remuneration paid to the Directors of the Company is subject to compliance of provisions of Schedule V to the Companies Act, 2013.*
- 4. The Company is in part compliance with Clause 41 (III) for the financial year 2014-15.*



## **PRATIKSHA CHEMICALS LIMITED**

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Secretarial Auditor Report (MR-3) is annexed herewith this Directors' Report, and as it is self explanatory and therefore do not call for any further comments.

### **10. NOMINATION AND REMUNERATION POLICY:**

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as 'Annexure: IV'.

### **11. BOARD EVALUATION:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreement.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.



## **PRATIKSHA CHEMICALS LIMITED**

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### **12. FIXED DEPOSITS:**

Your Company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

### **13. CORPORATE GOVERNANCE:**

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Clause 49 of the Listing Agreement is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from **M/S. H. K. SHAH & CO.**, Chartered Accountants, (Firm Registration No. 109583W), conforming compliance to the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is annexed to this Report.

### **14. FOREIGN EXCHANGE EARNINGS / OUTGO:**

The Company has earned the Foreign Exchange by the way of Export Sales to the tune of Rs. 3,81,06,450/- during the Financial Year 2014-15.

### **15. VIGIL MECHANISM:**

In pursuant to the provisions of section 177 (9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.pratikshachemicals.in](http://www.pratikshachemicals.in) under investors / policy documents / Vigil Mechanism Policy link.



## PRATIKSHA CHEMICALS LIMITED

### 16. ENERGY & TECHNOLOGY:

#### (a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	N.A.
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A.
(iii)	the capital investment on energy conservation equipment's	N.A.

#### (b) Technology absorption:

(i)	the efforts made towards technology absorption	N.A.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	N.A.

The efforts are being made for energy conservation to new and innovative means. Further, the Company did not have any imported technology during the financial year.

### 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions those were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.



## PRATIKSHA CHEMICALS LIMITED

All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is has been uploaded on the website of the Company at [www.pratikshachemicals.in](http://www.pratikshachemicals.in) under investors / policy documents / Related Party Transaction Policy.

The particulars of every contract or arrangements entered into by the Company with related parties referred to the sub-section (1) of section 188 of the Companies Act, 2013, are disclosed in Form No. AOC-2 'Annexure: V' the same forms part of this report, pursuant to Section 134 (3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

### **18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

In terms of provisions of Section 134 (3) (g) of the Companies Act 2013, the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as 'Annexure: VI' and forms part of this Report.

### **19. PARTICULARS OF EMPLOYEES REMUNERATION:**

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as 'Annexure: VII' to the Directors' Report.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 5 Lac Per month if employed for part of the year and Rs. 60 Lacs Per Annum if employed for the whole year.

### **20. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.



## **PRATIKSHA CHEMICALS LIMITED**

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### **21. HUMAN RESOURCES DEVELOPMENT:**

Your Company treats its "Human Resources" as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

### **22. CHANGE IN NATURE OF THE BUSINESS:**

There has been no change in the nature of business of the company during the year under review.

### **23. MANAGEMENT DISCUSSION AND ANALYSIS:**

As per Clause 49 of listing agreement with the Stock Exchanges, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

### **24. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:**

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

### **25. STATEMENT OF DIRECTORS' RESPONSIBILITY:**

Pursuant to requirement under 134 (3) (c) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31<sup>st</sup> March, 2015, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;



## **PRATIKSHA CHEMICALS LIMITED**

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- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **26. ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

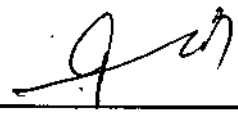
Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

**PLACE: AHMEDABAD**

**ON BEHALF OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



# **PRATIKSHA CHEMICALS LIMITED**

## **Annexure: I**

### **DECLARATION OF INDEPENDENCE**

1<sup>st</sup> April, 2015

TO,  
**PRATIKSHA CHEMICALS LIMITED**  
3<sup>RD</sup> FLOOR, H K COMPLEX,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

**Subject: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.**

Dear Sir,

I, **MR. UPENDRA ADHAVRYU**, hereby certify that I am a Non-Executive Independent Director of **PRATIKSHA CHEMICALS LIMITED**, resident of B/9, SNEHAL FLATS, N.N. NAGAR, PALDI, AHMEDABAD - 380007 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;



## PRATIKSHA CHEMICALS LIMITED

- b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
  - c) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - e) holds together with my relatives 2% or more of the total voting power of the company; or
  - f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### Declaration

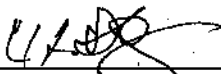
I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



**MR. UPENDRA ADHAVRYU**  
B/9, SNEHAL FLATS, N.N. NAGAR,  
PALDI, AHMEDABAD - 380007  
(DIN: 00483857)



# **PRATIKSHA CHEMICALS LIMITED**

## **DECLARATION OF INDEPENDENCE**

1<sup>st</sup> April, 2015

TO,  
**PRATIKSHA CHEMICALS LIMITED**  
3<sup>RD</sup> FLOOR, H K COMPLEX,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

**Subject: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.**

Dear Sir,

I, **MR. SOMABHAI PATEL**, hereby certify that I am a Non-Executive Independent Director of **PRATIKSHA CHEMICALS LIMITED**, resident of A/4/3, GODAVARINAGAR, VASNA, AHMEDABAD - 380007 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;



## PRATIKSHA CHEMICALS LIMITED

- c) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - e) holds together with my relatives 2% or more of the total voting power of the company; or
  - f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



**MR. SOMABHAI PATEL**  
A/4/3, GODAVARINAGAR, VASNA,  
AHMEDABAD - 380007  
(DIN: 01188702)



# **PRATIKSHA CHEMICALS LIMITED**

## **DECLARATION OF INDEPENDENCE**

1<sup>st</sup> April, 2015

TO,  
**PRATIKSHA CHEMICALS LIMITED**  
3<sup>RD</sup> FLOOR, H K COMPLEX,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

**Subject: Declaration of independence under clause 49 of the Listing Agreement and sub-section (6) of section 149 of the Companies Act, 2013.**

Dear Sir,

I, **MRS. LALITHAMMA ACHARYA**, hereby certify that I am a Non-Executive Independent Director of **PRATIKSHA CHEMICALS LIMITED**, resident of D-101, AMRAPALI APPT., OPP.- G.H.B.COMPLEX, ANKUR RD. NARANPURA, AHMEDABAD - 380013 and comply with all the criteria of independent director as envisaged in Clause 49 of the Listing Agreement and the Companies Act, 2013.

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company;
- I am not related to promoters / directors / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship / transactions with the company, its promoters, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover or total income or Rs. 50 Lacs or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
  - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
  - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;



## PRATIKSHA CHEMICALS LIMITED

- c) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
  - d) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
  - e) holds together with my relatives 2% or more of the total voting power of the company; or
  - f) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;
  - I am not less than 21 years of age.

### Declaration

I undertake that I shall seek prior approval of the Board if and when I have any such relationship / transactions, whether material or non-material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any imposed on the Company, its directors, if the same found wrong or incorrect in future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



**MRS. LALITHAMMA ACHARYA**

D-101, AMRAPALI APPT.,

OPP.- G.H.B.COMPLEX,

ANKUR RD. NARANPURA,

AHMEDABAD - 380013

(DIN: 06983383)



# PRATIKSHA CHEMICALS LIMITED

## Annexure: II

### FORM NO. MGT 9

#### EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31/03/2015

*[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Company (Management & Administration) Rules, 2014]*

#### I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24110GJ1991PLC015507
2.	Registration Date	24/04/1991
3.	Name of the Company	PRATIKSHA CHEMICALS LIMITED
4.	Category/Sub-category of the Company	Category : Company limited by shares Sub-category : Indian Non-Government Company
5.	Address of the Registered office & contact details	H K COMPLEX 3RD FLOOR, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007  <b>Contact No. :</b> 079-26632390, 26640071 <b>FAX -</b> 079-26612843 <b>Mail ID:</b> exports@धारप्रतिकशा.com
6.	Whether listed company	BSE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>M/S. SHAREPRO SERVICES (INDIA) PVT. LTD.</b>  13 AB SAMHITA WAREHOUSING COMPLEX, 2ND FLOOR, SAKINAKA TELEPHONE EXCHANGE LANE, OFF ANDHERI-KURLA ROAD, SAKINAKA, ANDHERI (E), MUMBAI - 400 072  <b>Contact No.:</b> 91-22-6772 0300/400 <b>FAX:</b> 91-22-2859 1568 <b>Mail ID:</b> sharepro@ahareproservices.com



## PRATIKSHA CHEMICALS LIMITED

- II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated):

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Pigment Green 7	20114	100%

- III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

**A) Category-wise Share Holding:**

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)				No. of Shares held at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters/ Promoters Group</b>									
(1) Indian									
a) Individual/HUF	1568050	185500	1753550	31.48	1614000	160700	1774700	31.86	+ 0.38
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	240000	240000	4.31	-	240000	240000	4.31	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):</b>	<b>1568050</b>	<b>425500</b>	<b>1993550</b>	<b>35.79</b>	<b>1614000</b>	<b>400700</b>	<b>2014700</b>	<b>36.17</b>	<b>+ 0.38</b>
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-



# PRATIKSHA CHEMICALS LIMITED

b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total:(A) (2):</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>1568050</b>	<b>425500</b>	<b>1993550</b>	<b>35.79</b>	<b>1614000</b>	<b>400700</b>	<b>2014700</b>	<b>36.17</b>	<b>+ 0.38</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-



# PRATIKSHA CHEMICALS LIMITED

<b>2.Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	358855	97500	456355	8.19	359374	97500	456874	8.20	-0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	906941	663113	1570054	28.18	57206	615760	672966	12.08	- 16.10
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1143150	76247	1219397	21.89	1983649	90100	2073749	37.23	+ 15.34
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI	-	-	-	-	-	-	-	-	-
Clearing Members	401	-	401	0.01	22468	-	22468	0.40	+ 0.39
Non Resident Indian (Repat)	117183	137900	255083	4.58	117183	137900	255083	4.58	-
Non Resident Indian (Non-Repat)	75500	-	75500	1.36	74500	-	74500	1.34	- 0.02
<b>Sub-total (B)(2):-</b>	<b>2602030</b>	<b>974760</b>	<b>3576790</b>	<b>64.21</b>	<b>2614380</b>	<b>941260</b>	<b>3555640</b>	<b>63.83</b>	<b>- 0.38</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>2602030</b>	<b>974760</b>	<b>3576790</b>	<b>64.21</b>	<b>2614380</b>	<b>941260</b>	<b>3555640</b>	<b>63.83</b>	<b>- 0.38</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>									
<b>Grand Total (A+B+C)</b>	<b>4170080</b>	<b>1400260</b>	<b>5570340</b>	<b>100</b>	<b>4228380</b>	<b>1341960</b>	<b>5570340</b>	<b>100</b>	<b>-</b>



# PRATIKSHA CHEMICALS LIMITED

## B) Shareholding of Promoter:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2014 i.e. on the basis of SHP of March 31, 2014)			Shareholding at the end of the year (as on March 31, 2015 i.e. on the basis of SHP of March 31, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	HARSHADBHAI K PATEL	689232	12.37	-	714032	12.82	-	+0.45
2	HARISHBHAI BHATT	692690	12.44	-	692690	12.44	-	-
3	H B BUILDERS PVT LTD	240000	4.31	-	240000	4.31	-	-
4	RATNAKALABEN H PATEL	68610	1.23	-	68610	1.23	-	-
5	JAYESH KANTILAL PATEL	60000	1.08	-	78950	1.42	-	+0.34
6	CHANDRAPRABHA K. BHATT	49200	0.88	-	49200	0.88	-	-
7	SURBHI HARISHBHAI BHATT	38298	0.69	-	38298	0.69	-	-
8	PURNIMA UPENDRA ADHAVARY	45800	0.82	-	48000	0.86	-	+0.04
9	MUKESH C SHAH	21820	0.39	-	37120	0.67	-	+ 0.28
10	SHAILESH DAVE	11000	0.20	-	11000	0.20	-	-
11	FARESH M SHAH	13300	0.24	-	22700	0.41	-	+ 0.17
12	JAYESH B CHAUHAN	13300	0.24	-	13300	0.24	-	-
13	JAYSHREE A PATEL	500	0.01	-	500	0.01	-	-
14	PRAKASH JAIN	300	0.01	-	300	0.01	-	-



## PRATIKSHA CHEMICALS LIMITED

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

Sr. No.	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	HARSHADBHAI K PATEL	1/4/2014	At the beginning of the year	689232	12.37	689232	12.37
		Sept.-Dec., 2014	Increase due to Acquisition	24800	0.45	714032	12.82
		31/3/2015	At the end of the year	---	---	714032	12.82
2.	JAYESH KANTILAL PATEL	1/4/2014	At the beginning of the year	60000	1.08	60000	1.08
		March-June, 2014	Increase due to Acquisition	18950	0.34	78950	1.42
		31/3/2015	At the end of the year	---	---	78950	1.42
3.	PURNIMA UPENDRA ADHAVARY	1/4/2014	At the beginning of the year	45800	0.82	45800	0.82
		June-Sept., 2014	Increase due to Acquisition	2200	0.04	48000	0.86
		31/3/2015	At the end of the year	---	---	48000	0.86
4.	MUKESH SHAH C	1/4/2014	At the beginning of the year	21820	0.39	21820	0.39
		March-June, 2014	Increase due to Acquisition	15300	0.28	37120	0.67
		31/3/2015	At the end of the year	---	---	37120	0.67
5.	PARESH SHAH M	1/4/2014	At the beginning of the year	13300	0.24	13300	0.24
		March-June, 2014	Increase due to Acquisition	9400	0.17	22700	0.41
		31/3/2015	At the end of the year	---	---	22700	0.41

**NOTE: There is 'No Change' in the shareholding of the Promoters other than mentioned above.**



## PRATIKSHA CHEMICALS LIMITED

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

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ATITH B SHAH	1/4/2014	At the beginning of the year	403850	7.25	403850	7.25
		31/3/2015	At the end of the year	---	--	403850	7.25
2.	APPURVA B. SHAH	1/4/2014	At the beginning of the year	403850	7.25	403850	7.25
		31/3/2015	At the end of the year	---	---	403850	7.25
3.	DHANLAXMI LEASE FINANCE LTD.	1/4/2014	At the beginning of the year	175200	3.15	175200	3.15
		31/3/2015	At the end of the year	---	---	175200	3.15
4.	LABDHI SHARES AND STOCKS HOLDINGS PVT. LTD.	1/4/2014	At the beginning of the year	112000	2.01	112000	2.01
		31/3/2015	At the end of the year	---	---	112000	2.01
5.	SURENDRA RAOJIBHAI PATEL	1/4/2014	At the beginning of the year	100000	1.80	100000	1.80
		31/3/2015	At the end of the year	---	---	100000	1.80
6.	PADMAVATI STOCKS PVT. LTD.	1/4/2014	At the beginning of the year	90000	1.62	90000	1.62
		31/3/2015	At the end of the year	---	---	90000	1.62
7.	BEENA RAJENDRA MULANI	1/4/2014	At the beginning of the year	68200	1.22	68200	1.22
		31/3/2015	At the end of the year	---	---	68200	1.22
8.	THAKKAR KRISHNA K	1/4/2014	At the beginning of the year	66700	1.20	66700	1.20
		31/3/2015	At the end of the year	---	---	66700	1.20



## PRATIKSHA CHEMICALS LIMITED

9.	VANITABEN PATEL	1/4/2014	At the beginning of the year	57548	1.03	57548	1.03
		31/3/2015	At the end of the year	---	---	57548	1.03
10.	MADHUVAN SECURITIES PVT. LTD.	1/4/2014	At the beginning of the year	50000	0.90	50000	0.90
		31/3/2015	At the end of the year	---	---	50000	0.90

### E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	JAYESH KANTILAL PATEL (TECHNICAL DIRECTOR)	1/4/2014	At the beginning of the year	60000	1.08	60000	1.08
		March-June, 2014	Increase due to Acquisition	18950	0.34	78950	1.42
		31/3/2015	At the end of the year	-	-	78950	1.42
2.	HARISHBHAI KRISHNKANT BHATT (WTD & CFO)	1/4/2014	At the beginning of the year	692690	12.44	692690	12.44
		31/3/2015	At the end of the year	-	-	692690	12.44
3.	SOMABHAI ZAVERBHAI PATEL (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-
4.	UPENDRA LAJJASHANKAR ADHVARYU (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-
5.	ACHARYA RAMAKRISHNAN LALITHAMMA (DIRECTOR)	1/4/2014	At the beginning of the year	-	-	-	-
		31/3/2015	At the end of the year	-	-	-	-



## PRATIKSHA CHEMICALS LIMITED

**F) INDEBTEDNESS:** Indebtedness of the Company including interest outstanding / accrued but not due for payment.

Particulars	Secured Loans excluding deposits (Cash Credit)	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year:</b>				
i) Principal Amount	1,86,07,529	1,32,38,176	0	3,18,45,705
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>1,86,07,529</b>	<b>1,32,38,176</b>	<b>0</b>	<b>3,18,45,705</b>
<b>Change in Indebtedness during the financial year:</b>				
* Addition	11,75,26,819	79,50,000	0	12,54,76,819
* (Reduction)	(11,85,01,195)	(95,36,537)	0	(12,80,37,732)
<b>Net Change</b>	<b>(9,74,376)</b>	<b>(15,86,537)</b>	<b>0</b>	<b>(25,60,913)</b>
<b>Indebtedness at the end of the financial year:</b>				
i) Principal Amount	1,76,33,153	1,16,51,639	0	2,92,84,792
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>1,76,33,153</b>	<b>1,16,51,639</b>	<b>0</b>	<b>2,92,84,792</b>



## PRATIKSHA CHEMICALS LIMITED

### IX. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

#### A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Harishbhai Bhatt (WTD)	Mr. Jayesh Patel (Technical Director)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs. 5,04,000/-	Rs. 7,80,000/-	Rs. 13,20,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission - as % of profit - others, specify...	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.
	Total (A)	Rs. 5,04,000/-	Rs. 7,80,000/-	Rs. 13,20,000/-
	Ceiling as per the Act			Rs. 18,600/-



# PRATIKSHA CHEMICALS LIMITED

## B. REMUNERATION TO OTHER DIRECTORS:

### 1. Independent Directors:

Sr. No.	Particulars of Remuneration	Name of Director			Total Amt
		Mr. Somabhai Patel	Mr. Upendra Adhvaryu	Mrs. Lalithamma Acharya	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-	-	-
2	- Commission	-	-	-	-
3	- Others, please specify	-	-	-	-
4	<b>TOTAL (B1)</b>	-	-	-	-

### 2. Other Non-Executive Directors:

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		N.A.	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2	- Commission	-	-
3	- Others, please specify	-	-
4	<b>TOTAL (B2)</b>	-	-
5	<b>TOTAL B = B(1) + B(2)</b>		-
6	<b>TOTAL MANAGERIAL REMUNERATION</b>		-
7	<b>OVERALL CEILING AS PER ACT</b>		<b>Rs. 1,860/-</b>



## PRATIKSHA CHEMICALS LIMITED

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	Total
		Mr. Harishbhai Bhatt - CFO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.
2	Stock Option	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.
4	Commission	N.A.	N.A.
	- as % of profit	N.A.	N.A.
	Others, please specify	N.A.	N.A.
5	Others, please specify	N.A.	N.A.
	Total	N.A.	N.A.



## PRATIKSHA CHEMICALS LIMITED

### XII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

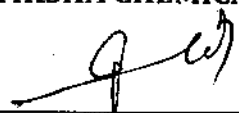
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.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

PLACE: AHMEDABAD

DATE: 14/08/2015

ON BEHALF OF THE BOARD OF DIRECTORS,

FOR, PRATIKSHA CHEMICALS LIMITED

  
MR. JAYESH PATEL  
TECHNICAL DIRECTOR  
(DIN: 00401109)



# **PRATIKSHA CHEMICALS LIMITED**

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## **Annexure: III**

**MR-3**

### **SECRETARIAL AUDIT REPORT**

*[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**FOR THE FINANCIAL YEAR ENDED AS ON 31<sup>ST</sup> MARCH, 2015**

To,  
The Members,  
**PRATIKSHA CHEMICALS LIMITED**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S. PRATIKSHA CHEMICALS LIMITED** (Hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **M/S. PRATIKSHA CHEMICALS LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>ST</sup> MARCH, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S. PRATIKSHA CHEMICALS LIMITED** for the financial year ended on 31<sup>ST</sup> MARCH, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;



## **PRATIKSHA CHEMICALS LIMITED**

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other specifically applicable laws to the Company:
  - A) The Factories Act, 1948
  - B) The Payment of Wages Act, 1936
  - C) The Minimum Wages Act, 1948
  - D) The Employees Provident Funds and Miscellaneous Provisions Act, 1952
  - E) The Payment of Bonus Act, 1965



## PRATIKSHA CHEMICALS LIMITED

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- F) The Payment of Gratuity Act, 1972
- G) Water (Prevention and Control of Pollution) Act, 1974
- H) Water (Prevention and Control of Pollution) Cess, 1974
- I) Air (Prevention and Control of Pollution) Act, 1981
- J) The Environment (Protection) Act, 1986

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India – Not examined as Secretarial Standards were not applicable in financial year 2014-15.
- II. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange(s):

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1. *The Company is yet to comply with Clause 47 (a) of Listing Agreement.*
- 2. *The Company is not in compliance with Pursuant to Section 203 (1) (ii) of Companies Act, 2013.*
- 3. *The Managerial Remuneration paid to the Directors of the Company is subject to compliance of provisions of Schedule V to the Companies Act, 2013.*
- 4. *The Company is in part compliance with Clause 41 (III) for the financial year 2014-15.*

**We further report that** The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



## **PRATIKSHA CHEMICALS LIMITED**

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the company there has been no material discrepancy in the business and no specific change in the nature of the Business.

**PLACE: AHMEDABAD**

**FOR, A. SHAH & ASSOCIATES**

**DATE: 14/08/2015**

**PRACTISING COMPANY SECRETARIES**

*Sd/-*

**MR. ANISH SHAH  
PROPRIETOR  
FCS No: 4713  
C P No.: 6560**

***Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.***



# **PRATIKSHA CHEMICALS LIMITED**

## **Annexure: A**

To,  
The Members,  
**PRATIKSHA CHEMICALS LIMITED**  
H K COMPLEX 3RD FLOOR,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**PLACE: AHMEDABAD**  
**DATE: 14/08/2015**

**FOR, A. SHAH & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

*sdf*

**MR. ANISH SHAH**  
**PROPRIETOR**  
**FCS No: 4713**  
**C P No.: 6560**



# **PRATIKSHA CHEMICALS LIMITED**

## **Annexure: IV**

### **NOMINATION AND REMUNERATION POLICY**

#### **INTRODUCTION:**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, key managerial personnel and employees of the company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the stock exchanges (As amended from time to time), this policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

#### **CONSTITUTION OF COMMITTEE:**

The Board of Directors of the Company (the Board) constituted the committee to be known as the Nomination and Remuneration Committee consisting of three non-executive directors out of which not less than one-half are independent directors. The Chairman of the Committee is an Independent Director. However, the chairperson of the company (whether executive or nonexecutive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

#### **OBJECTIVE:**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement and Guidelines of Reserve Bank of India. The objective of this policy is to lay down a framework in relation to remuneration of directors, KMP, senior management personnel and other employees. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- 1.3. Formulation of criteria for evaluation of Independent Director and the Board.
- 1.4. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.5. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.



## **PRATIKSHA CHEMICALS LIMITED**

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1.6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.8. To develop a succession plan for the Board and to regularly review the plan.

1.9. To assist the Board in fulfilling responsibilities. 1.10 To Implement and monitor policies and processes regarding principles of corporate governance.

### **APPLICABILITY:**

a) Directors (Executive and Non Executive)

b) Key Managerial Personnel

c) Senior Management Personnel

### **DEFINITION:**

**"Act"** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

**"Board"** means Board of Directors of the Company.

**"Directors"** mean Directors of the Company.

**"Key Managerial Personnel"** means

i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;

ii. Chief Financial Officer;

iii. Company Secretary; and

iv. Such other officer as may be prescribed.

**"Senior Management"** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

### **POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT:**

#### **Appointment Criteria and Qualifications**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.



## **PRATIKSHA CHEMICALS LIMITED**

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b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **1. Term / Tenure:**

a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### **1. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

a) Removal Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.



## **PRATIKSHA CHEMICALS LIMITED**

b) Retirement the Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

### **POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL:**

#### **1. Remuneration to Managing/Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

The Remuneration / Compensation / Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

#### **2. Remuneration to Non- Executive / Independent Director:**

No remuneration / compensation / commission are given to the Non-Executive Independent Director of the company.

### **DUTIES IN RELATION TO NOMINATION MATTERS:**

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation
- Determining the appropriate size, diversity and composition of the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;



## **PRATIKSHA CHEMICALS LIMITED**

- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

### **DUTIES IN RELATION TO REMUNERATION MATTERS:**

The duties of the Committee in relation to remuneration matters include:

- Considering and determining the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- Approving the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. Delegating any of its powers to one or more of its members or the Secretary of the Committee. Considering any other matters as may be requested by the Board.

### **REVIEW AND AMENDMENTS:**

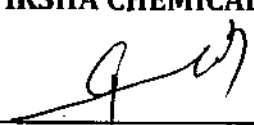
- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guideline, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NRC or by the Board and as when required and also by the Compliance Officer where there is any statutory change necessitating the change in the policy.

**PLACE: AHMEDABAD**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



# PRATIKSHA CHEMICALS LIMITED

## Annexure: V

### FORM NO. AOC -2

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Particulars	Details
1	Name(s) of the related party  Nature of relationship	: 1. M/s. Harishbhai Bhatt (HUF), 2. M/s. H. K PATEL (HUF), : 3. Mrs. Ratnakalaben H. Patel & 4. Ms. Surbhiben H. Bhatt  All above named parties are Relatives of MR. HARISHBHAI BHATT, Whole Time Director of the company.
2	Nature of contracts/ arrangements/ transaction	: Payment of Office Rent
3	Duration of the contracts/ arrangements/ transaction	: 11 Months & 29 Days
4	Salient terms of the contracts or arrangements or transaction including the value, if any	: Rs. 2,500/- per month
5	Date of approval by the Board	: 30/05/2014
6	Amount paid as advances, if any	: N.A.

## PRATIKSHA CHEMICALS LIMITED

### 2. Details of contracts or arrangements or transactions:

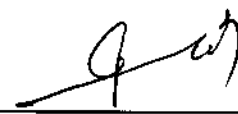
Sr. No.	Particulars	Details
1	Name(s) of the related party	: MRS. NEEMABEN PATEL
	Nature of relationship	: MR. JAYESH PATEL, Technical Director of the company.
2	Nature of contracts/ arrangements/ transaction	: Payment of Remuneration as an Administrative Executive
3	Duration of the contracts/ arrangements/ transaction	: w.e.f. 1 <sup>st</sup> April, 2014
4	Salient terms of the contracts or arrangements or transaction including the value, if any	: Rs. 16,000/- per month
5	Date of approval by the Board	: 30/05/2014
6	Amount paid as advances, if any	: N.A.

PLACE: AHMEDABAD

BY THE ORDER OF THE BOARD OF DIRECTORS,

DATE: 14/08/2015

FOR, PRATIKSHA CHEMICALS LIMITED

  
MR. JAYESH PATEL  
TECHNICAL DIRECTOR  
(DIN: 00401109)



# PRATIKSHA CHEMICALS LIMITED

## Annexure: VI

*(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014)*

### ➤ Details of Loans:

Sr. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if required)	Rate of Interest	Security
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

### ➤ Details of Investments:

Sr. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

### ➤ Details of Guarantee / Security Provided:

Sr. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/ guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

PLACE: AHMEDABAD

DATE: 14/08/2015

BY THE ORDER OF THE BOARD OF DIRECTORS,

FOR, PRATIKSHA CHEMICALS LIMITED

  
MR. JAYESH PATEL  
TECHNICAL DIRECTOR  
(DIN: 00401109)



## PRATIKSHA CHEMICALS LIMITED

### Annexure: VII

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

- (i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for Financial year 2014-15 (Amount in Rs.)	% Increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mr. Harishbhai Bhatt (Whole Time Director)	Rs. 5,04,000/-	-	3.54:1	2.21:1
2	Mr. Jayesh Patel (Technical Director)	Rs. 7,80,000/-	8.33%	5.47:1	-
3	Mr. Upendra Adhavryu (Non executive Independent Director)	N.A.	N.A.	N.A.	-
4	Mr. Somabhai Patel (Non Executive Independent Director)	N.A.	N.A.	N.A.	-
5	Mrs. Lalithamma Ramakrishnan Acharya (Non Executive Director)	N.A.	N.A.	N.A.	-
6	Mr. Harishbhai Bhatt (Chief Financial Officer)	N.A.	N.A.	N.A.	-



## PRATIKSHA CHEMICALS LIMITED

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- (ii) The median remuneration of employees of the Company during the financial year 2014-15 was **Rs. 1,42,560 /-**.
- (iii) In the Financial year 2014-15, there was an increase of **8%** in the median remuneration of employees;
- (iv) There were **11** permanent employees on the rolls of Company as on March 31, 2015;
- (v) Relationship between average increase in remuneration and company performance: The Profit before Tax for the financial year ended March 31, 2015 increased by **31%** whereas the increase in median remuneration was **8%**.
- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:
  - a) Variations in the market capitalization of the Company: The market capitalization as on March 31, 2015 was **Rs. 1,39,25,850/-** (**Rs. 1,26,44,671.8/-** as on March 27, 2014).
  - b) Price Earnings ratio of the Company was **73.53** as at March 31, 2015 and was **90.80** as at March 27, 2014.
  - c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year: The Company had come out with Initial Public Offer (IPO) in **1995** at **Rs. 10/-** each. The closing price of the Company's equity shares on the BSE as on March 31, 2015 was **Rs. 2.5/-**, representing a **75% decrease** over the IPO price on the BSE, adjusted for bonuses to date excluding the dividend accrued thereon.
- (vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2014-15 was **8%** whereas the increase in the managerial remuneration for the same financial year was **8.33%**.
- (viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.



## **PRATIKSHA CHEMICALS LIMITED**

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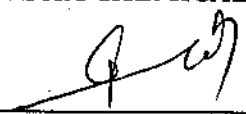
- (ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (x) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**PLACE: AHMEDABAD**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
\_\_\_\_\_  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



# PRATIKSHA CHEMICALS LIMITED

## **REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE**

### **COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:**

Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

### **I. BOARD OF DIRECTORS:**

#### **A. BOARD OF DIRECTORS:**

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31<sup>st</sup> March, 2015 are given below:

Name of Director	Category	No. of Board Meeting	Attended	Last AGM Attendance
Mr. Harishbhai Bhatt	Whole Time Director	4	3	YES
Mr. Jayesh Patel	Technical Director	4	4	YES
Mr. Upendra Adhavryu	Non executive Independent Director	4	4	YES
Mr. Somabhai Patel	Non Executive Independent Director	4	4	YES
* Mrs. Lalithamma Ramakrishnan Acharya	Non Executive Independent Director	4	2	NO

\* Appointed w.e.f. 30<sup>th</sup> September, 2014.



## PRATIKSHA CHEMICALS LIMITED

Four Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

May 30, 2014, August 14, 2014, November 14, 2014 and February 13, 2015.

The necessary quorum was present for all the meetings.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors. The number of Directorships held by them in other companies as on 31<sup>st</sup> March, 2015 is given below:

Name of Director	Other Directorship (No. of Company)
Mr. Harishbhai Bhatt	2
Mr. Jayesh Patel	NIL
Mr. Upendra Adhavryu	NIL
Mr. Somabhai Patel	NIL
Mrs. Lalithamma Acharya	NIL

### **B. INDEPENDENT DIRECTOR:**

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Clause 49 of the Listing Agreement, all the independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

### **C. PERFORMANCE EVALUATION:**

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 13<sup>th</sup> February, 2015 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

# PRATIKSHA CHEMICALS LIMITED

## **D. CODE OF CONDUCT:**

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at [www.pratikshachemicals.in](http://www.pratikshachemicals.in).

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Financial Officer (CFO) has been obtained.

A Declaration signed by Mr. Harishbhai Bhatt, Whole Time Director of the company according compliance of sub-Clause (II) (E) of Clause 49 of the listing Agreement is attached herewith forming part of his Annual Report.

## **II. AUDIT COMMITTEE:**

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Clause 49 (III) (A) of the Listing Agreement relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report



## PRATIKSHA CHEMICALS LIMITED

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Clause 49 (VII) of the Listing Agreement.

Additionally, the Audit Committee shall mandatorily review the following information:



## PRATIKSHA CHEMICALS LIMITED

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 5 times during the year 2014-15 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. Somabhai Patel	Non Executive-Independent	Chairman	5 / 5
Mr. Upendra Adhvaryu	Non Executive - Independent	Member	5 / 5
Mr. Jayesh Patel	Technical Director	Member	5 / 5

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in para III (E) of Clause 49 of the Listing Agreement.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 30, 2014.

### III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on August 14, 2014 has reconstituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors out of which 2 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Clause 49 (IV) (A) of the Listing Agreement relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.



## PRATIKSHA CHEMICALS LIMITED

- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director.
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
  - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met 2 times during the year 2014-15 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended /held
Mr. Somabhai Patel	Non Executive-Independent	Chairman	2/2
Mr. Upendra Adhvaryu	Non Executive-Independent	Member	2/2
Mrs. Acharya Lalithamma	Non Executive-Independent	Member	1/2

No sitting fees are paid to any Director.

The committee had met on 15<sup>th</sup> April, 2014 to increase the remuneration to be paid to Mr. Jayesh Patel, Technical Director of the Company.

Remuneration paid during the year by the Company was -

Name of the Director	Designation	Incremental Amount (Rs.)
MR. JAYESH PATEL	Technical Director	Rs. 5,000/- Per Month



## **PRATIKSHA CHEMICALS LIMITED**

### **IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

In compliance with Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board in its meeting held on May 30, 2014 has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Somabhai Patel - Chairman
2. Mr. Upendra Adhvaryu - Member

The role of the Committee is to hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.

The Committee met Four times during the year 2014-15 and the attendance of members at the meetings was as follows:

<b>Name of Member</b>	<b>Capacity</b>	<b>Status</b>	<b>No. of Meetings attended / held</b>
Mr. Somabhai Patel	Non Executive-Independent	Chairman	4 / 4
Mr. Upendra Adhvaryu	Non Executive-Independent	Member	4 / 4

All investors complains directly received by the company are recorded on the same date of receipt and resolved immediately.

### **V. SHAREHOLDERS' TRANSFER COMMITTEE:**

The composition of Shareholders Transfer Committee was as follows:

- (i) Mr. Upendra Adhvaryu - Chairman
- (ii) Mr. Somabhai Patel - Member

The Share received for transfer is approved on 15<sup>th</sup> and 30<sup>th</sup> of the each month and are given effect by the Registrar and Share Transfer Agent.

M/S. SHAREPRO SERVICES INDIA PVT LTD was appointed as common Agent for electronic as well as physical share transfer work.



## PRATIKSHA CHEMICALS LIMITED

### VI. GENERAL BODY MEETING:

- a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2013-2014	30/09/2014	10:00 A.M.	3 <sup>RD</sup> FLOOR, H K COMPLEX, OPP. DHARNIDHAR DERASAR, VASNA, AHMEDABAD - 380007.
2012-2013	30/09/2013	10:00 A.M.	
2011-2012	28/09/2012	4:00 P.M.	

### Special Resolution in Last 3 AGMs:

In AGM held on **September 30, 2014**, **Two Special Resolutions** were passed as under:

- (i) To borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores)."
- (ii) To give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.



## **PRATIKSHA CHEMICALS LIMITED**

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In AGM held on **September 30, 2013**, no **Special Resolution** was passed.

In AGM held on **September 28, 2012**, **Special Resolution** was passed as under:

- (i) To appoint Mrs. Neema Patel, relative of Mr. J K Patel Technical director of the company, as officer of the company to look after administrative functions of the company w.e.f. 01/04/2012 and to pay the monthly remuneration of Rs. 15000/-.

### **VII. DISCLOSURES:**

#### **a) Management Discussion and Analysis:**

Annual Report has a detailed chapter on Management Discussions and Analysis.

#### **b) Related Party Transaction:**

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website [www.pratikshachemicals.in](http://www.pratikshachemicals.in).

#### **c) Accounting treatment:**

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

#### **d) Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.**



## **PRATIKSHA CHEMICALS LIMITED**

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**e) Whistle Blower Policy (Vigil Mechanism):**

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The details of Whistle Blower Policy have been disclosed on the company's website [www.pratikshachemicals.in](http://www.pratikshachemicals.in).

**VIII. MEANS OF COMMUNICATION:**

**a. Financial Results:**

The Results of the Company were displayed on web site [www.pratikshachemicals.in](http://www.pratikshachemicals.in) and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

**b. News, Release, Presentations etc.:**

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company [www.pratikshachemicals.in](http://www.pratikshachemicals.in).

**c. Website:**

Company's website [www.pratikshachemicals.in](http://www.pratikshachemicals.in) contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company [www.pratikshachemicals.in](http://www.pratikshachemicals.in) in a downloadable form.

**IX. GENERAL SHAREHOLDER INFORMATION:**

**Annual General Meeting, Book Closure & Dividend Payment:**

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.



## PRATIKSHA CHEMICALS LIMITED

### Financial Calendar:

Financial Year: 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015.

### Financial Results:

Annual Results : by 30<sup>th</sup> May, 2014  
First Quarter Results : by 14<sup>th</sup> August, 2014  
Half Year Results : by 14<sup>th</sup> November, 2014  
Third Quarter Results : by 13<sup>th</sup> February, 2015

### Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE).

Name of Stock Exchange	Stock Code
BSE Limited	531257

The Company has already paid the listing fees for the year 2015-16 to the Stock Exchange.

### Book Closure:

From Wednesday, 23<sup>rd</sup> September, 2015 to Wednesday, 30<sup>th</sup> September, 2015 (both days inclusive)

### Dividend:

The Directors did not recommend dividend for the Current Year.

### ➤ MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	HIGH (RS.)	LOW (RS.)
April, 2014	---	---
May, 2014	2.27	2.27
June, 2014	2.20	1.85
July, 2014	2.28	1.99
August, 2014	2.07	1.97
September, 2014	2.25	1.88
October, 2014	3.76	2.35
November, 2014	4.54	3.62
December, 2014	3.82	2.53
January, 2015	---	---
February, 2015	2.53	2.41
March, 2015	2.50	2.41



## PRATIKSHA CHEMICALS LIMITED

### ➤ REGISTRAR AND SHARE TRANSFER AGENT:

**M/S. SHAREPRO SERVICES (INDIA) PVT LTD**  
13 AB SAMHITA WAREHOUSING COMPLEX,  
2ND FLOOR, SAKINAKA TELEPHONE EXCHANGE LANE,  
OFF ANDHERI-KURLA ROAD, SAKINAKA,  
ANDHERI (E), MUMBAI - 400 072

**Contact No.:** 91-22-6772 0300/400

**FAX:** 91-22-2859 1568

**Mail ID:** sharepro@shareproservices.com

### ➤ SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the Listing Agreement of the Stock Exchanges. These certificates have been submitted to the Stock Exchanges.

### ➤ DISTRIBUTION PATTERN AS ON THE 31<sup>ST</sup> MARCH, 2015:

Particulars	No of Shares	Percentage
Promoters and Relatives	2014700	36.17
Banks/ FII/ FI	0	0
Public	2746715	49.31
Body Corporate	456874	8.20
NRI	329583	5.92
Clearing Member	22468	0.40
<b>Total</b>	<b>5570340</b>	<b>100.00</b>

### ➤ DEMATERIALIZATION OF SHARES AND LIQUIDITY:

**42,28,380 (75.91 %)** Equity Shares are in demat form as on March 31, 2015.

ISIN No.: (For Dematerialized Shares) : **INE530D01012**

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2015.



# **PRATIKSHA CHEMICALS LIMITED**

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➤ **Address for Correspondence**

: 3<sup>RD</sup> FLOOR, H K COMPLEX,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

**PLACE: AHMEDABAD**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**

  
\_\_\_\_\_  
**MR. JAYESH PATEL**  
**TECHNICAL DIRECTOR**  
**(DIN: 00401109)**



# **PRATIKSHA CHEMICALS LIMITED**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Overall Review:**

The overall performance during the financial year 2014-15 has been satisfactory.

### **2. Financial Review:**

Total turnover for the year ended 31<sup>st</sup> March, 2015 was Rs. 1027.88 lacs. This increase was mainly on account of improvement in manufacturing techniques and sales promotion drive. Better working capital management was also one of the emphasis on which proper weightage was laid upon.

### **3. Internal Control System and their adequacy:**

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.

### **4. Business Environment:**

The Performance of the company for the year under review was satisfactory.

### **5. Risk and Concern:**

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

### **6. Cautionary Statement:**

Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.



## **PRATIKSHA CHEMICALS LIMITED**

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The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

**PLACE: AHMEDABAD**

**BY THE ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**



---

**MR. JAYESH PATEL  
TECHNICAL DIRECTOR  
(DIN: 00401109)**



# **PRATIKSHA CHEMICALS LIMITED**

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## **CEO / CFO CERTIFICATION**

To,  
The Board of Directors,  
**PRATIKSHA CHEMICALS LIMITED**  
AHMEDABAD

I, MR. HARISH BHATT, Whole Time Director & CFO of the **PRATIKSHA CHEMICALS LIMITED** certify that:

1. I have reviewed the financial statements for the year and that to the best of my knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. I accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.



## PRATIKSHA CHEMICALS LIMITED

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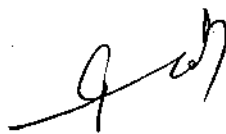
4. I indicate to the auditors and to the audit committee:

- a. Significant changes in internal control over financial reporting during the year.
- b. Significant changes in accounting policies during the year;
- c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.

However, during the year there were no such changes or instances.

**PLACE: AHMEDABAD**

**DATE: 14/08/2015**



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## **PRATIKSHA CHEMICALS LIMITED**

### **DECLARATION BY THE WHOLE TIME DIRECTOR ABOUT CORPORATE GOVERNANCE**

I, MR. HARISH BHATT, Whole Time Director of **PRATIKSHA CHEMICALS LIMITED** hereby confirm pursuant to clause 49(1)(d) of the listing agreement that:

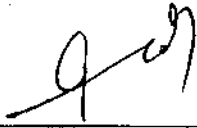
1. The Board of Directors of **PRATIKSHA CHEMICALS LIMITED** has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31<sup>st</sup> March 2015.

**PLACE: AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS,**

**DATE: 14/08/2015**

**FOR, PRATIKSHA CHEMICALS LIMITED**



CA K. M. Shah 99241 12785  
B.Com., D.T.P., F.C.A.

CA H. K. Shah 98257 22785  
B.Com., L.L.B., D.T.P., F.C.A.

CA G. K. Shah 98258 44995  
B.Com., F.C.A., D.I.S.A. (ICAI)



## H. K. Shah & Co. Chartered Accountants

CA J. G. Vaidya 99099 19785  
B.Com., F.C.A.

CA T. H. Patel 99099 19785  
B.Com., F.C.A., C.P.A.

CA M. G. Desai 9998612120  
M.Com., A.C.A., C.S.

### CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of  
**PRATIKSHA CHEMICALS LIMITED**

We have examined the compliance of the conditions of Corporate Governance by PRATIKSHA CHEMICALS LIMITED ('the Company') for the year ended March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the Company Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

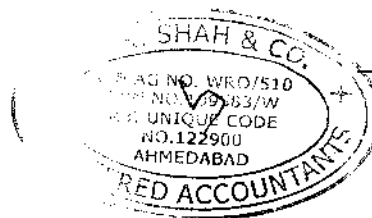
We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

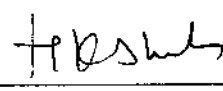
PLACE: AHMEDABAD

DATE: 14/08/2015

FOR, M/S. H K SHAH & CO.,

CHARTERED ACCOUNTANTS  
(FRN: 109583W)



  
**MR. H.K. SHAH**  
PARTNER  
(M. No.: 042758)

Mailing Address : 403/404, "SARAP" Building, 4th Floor, Opp. Navjivan Press, Nr. Income Tax, Off Ashram Road, Ahmedabad-380014  
Phone : 079-27544995 / 2785 (M) 9909919785

Head Office : Ahmedabad (Guj.) Branches in Gujarat : Gandhinagar, Vadodara, Vapi Branch in Maharashtra : Kandiwali (East) Mumbai

e-mail : hkshahandco@gmail.com, hkshahandco@hotmail.com  
PAN No. : AACFH 1917 R SERVICE Tax No. : AACFH 1917 R - ST001  
C&AG Regn. No. : WRO / 510. ICAI Regn. No. : 109583/W

**CA K. M. Shah 99241 12785**  
B.Com., D.T.P., F.C.A.

**CA H. K. Shah 98257 22785**  
B.Com., L.L.B., D.T.P., F.C.A.

**CA G. K. Shah 98258 44995**  
B.Com., F.C.A., D.I.S.A. (ICAI)



## **H. K. Shah & Co.**

### **Chartered Accountants**

**CA J. G. Vaidya 99099 19785**  
B.Com., F.C.A.

**CA T. H. Patel 99099 19785**  
B.Com., F.C.A., C.P.A.

**CA M. G. Desai 9998612120**  
M.Com., A.C.A., C.S.

#### **INDEPENDENT AUDITOR'S REPORT**

#### **TO THE MEMBERS OF PRATIKSHA CHEMICALS LIMITED**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of **PRATIKSHA CHEMICALS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss, the Cash Flow Statement, and a summary of the significant accounting policies and other explanatory information for the year then ended.

#### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

**Mailing Address : 403/404, "SARAP" Building, 4th Floor, Opp. Navjivan Press, Nr. Income Tax, Off Ashram Road, Ahmedabad-380014**  
**Phone : 079-27544995 / 2785 (M) 9909919785**

**Head Office : Ahmedabad (Guj.) Branches in Gujarat : Gandhinagar, Vadodara, Vapi Branch in Maharashtra : Kandiwali (East) Mumbai**

e-mail : [hkshahandco@gmail.com](mailto:hkshahandco@gmail.com), [hkshahandco@hotmail.com](mailto:hkshahandco@hotmail.com)

PAN No. : AACFH 1917 R SERVICE Tax No. : AACFH 1917 R - ST001

C&AG Regn. No. : WRO / 510. ICAI Regn. No. : 109583/W

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

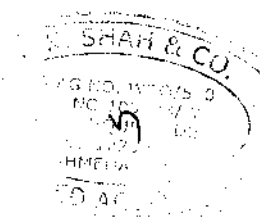
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

#### **Basis for Qualified Opinion**

- (i) *Adhering to significant accounting policy, the company is accounting for Gratuity & Leave encashment on cash basis. This is not in according with Accounting Standard – 1 on "Disclosure of Accounting Policies" and Accounting Standard – 15 on "Employee Benefits" prescribed by the Institute of Chartered Accounting of India and contrary to provision contained in Section 128(1) of The Companies Act, 2013. The extent of non-compliance in terms of value is not ascertainable.*
- (ii) *Accounting Standard - 2 for "Valuation of Inventories" has not been followed. The technical valuation claimed by company is not quantifiable hence; we are not in a position to quantify the effect on the profit and loss account and balance sheet.*

#### **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.



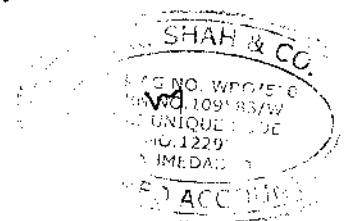
## Other Matter

- (i) Balances of Unsecured Loans, Other Liabilities, Creditors, Debtors, Loans and Advances are subject to confirmation by the parties concerned and reconciliation thereof in subsequent years.
- (ii) The remuneration paid to director exceed the prescribed limit under section 197, However the excess remuneration paid is recoverable or is held by them in trust of company until it is recovered by company.

Our opinion is not modified in respect of these matters.

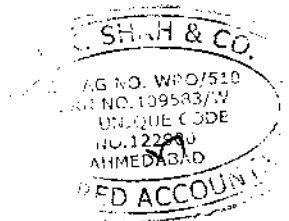
## Report on Other Legal and Regulatory Requirements

- a) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- b) As required by Section 143 (3) of the Act, we report that:
  - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (ii) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (iii) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account, except for the effects of the matter described in the Basis for Qualified Opinion paragraph above.
- c) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.



- e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For, H. K. Shah & Co.,**  
**Chartered Accountants**  
**RN: 109583/w**



*H. K. Shah*

**H. K. Shah**  
**Partner**  
**M. No. 042758**

**Place:** Ahmedabad  
**Date:** 30/05/2015

**ANNEXURE TO THE AUDITORS' REPORT**  
**(Referred to Para (1) our Report of even date)**

The Annexure referred to in our report to the members of **Pratiksha Chemicals Limited** ("the Company") for the year ended 31<sup>st</sup> March, 2015, we report that:

(i) In respect of Fixed Assets

- a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) According to information and explanation furnished to us, these assets are physically verified at reasonable intervals by the management. According to information and explanation furnished to us, no material discrepancies were noticed on such verification by the management.

(ii) In Respect of Inventory

- (a) The physical verification of inventory has been conducted at reasonable intervals by the Management as informed to us;
- (b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business;
- (c) The company has maintaining proper records of inventory. According to information and explanation furnished to us, no material discrepancies were noticed on such physical verification.

(iii) According to information and explanation furnished to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus the requirement of clauses (iii) of the paragraph 3 of the order is not applicable to the company.

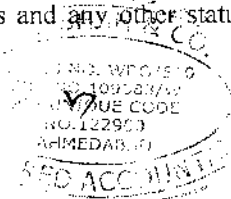
(iv) According to the information and explanation furnished to us, in our opinion, there is an adequate Internal Control System commensurate with the size of the Company and the nature of its business, with regard to purchases of inventory and fixed assets and for sale of goods and services. During the course of audit, we have not observed any continuing failure to correct any major weaknesses in the internal controls system.

(v) According to information and explanation furnished to us, the company has not accepted any deposits, during the year as per the directives issued by the Reserve Bank of India and within the meaning of the provisions of section 73 to 76 and other relevant provisions of the Companies Act and the rules framed there under, where applicable. Thus the clause (v) of paragraph 3 of the order is not applicable to the company.

(vi) According to the information and explanation furnished to us, no order has been made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act. Thus the clause (vi) of paragraph 3 of the order is not applicable to the company.

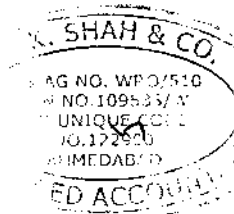
(vii) In respect of statutory dues.

- a) According to the information and explanations furnished to us, and on the basis of our examination, company is generally regular depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities.



- b) According to the information and explanations furnished to us, there is no dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise, value added tax, cess which has not been deposit on account of any dispute.
- c) According to the information and explanations furnished to us, there is no amount to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under that has to be transferred to such fund within time. Thus the sub clause (c) of clause (vi) of paragraph 3 of the order is not applicable to the company.
- (viii) The Company has been registered for a period not less than five years, its accumulated losses as at 31<sup>st</sup> March, 2015 are not less than 50% of its net worth. The company has not incurred cash losses during the year under audit and in the immediately preceding financial year.
- (ix) According to the information and explanations furnished to us, the company has not defaulted in repayment of dues to any bank or financial institution or debenture holders.
- (x) According to the information and explanations furnished to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Thus the requirements of clause (x) of paragraph 3 of the order are not applicable to the company.
- (xi) According to the information and explanations furnished to us, the Company has not obtained any term loan during the year under audit. Hence the requirement of clause (xi) of paragraph 3 of the order is not applicable to the Company.
- (xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period under audit.

**For, H. K. Shah & Co.,  
Chartered Accountants  
FRN: 109583/W**



*H. K. Shah*  
**H. K. Shah  
Partner  
M. No.: 042758**

**Place:** Ahmedabad  
**Date:** 30/05/2015

**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE A: CORPORATE INFORMATION**

Pratiksha Chemicals Limited was incorporated in the year 1991 as Pratiksha Chemicals Pvt. Ltd. and started the commercial production of Phthalocyanine Pigment Green 7. In the year 1994, Pratiksha Chemicals Pvt. Ltd (CIN L24110GJ1991PLC015507) was changed to a limited company and was christened as Pratiksha Chemicals Limited. Currently company is engaged in the manufacturing business of Pigment Green 7 and Copper Phthalocyanine Green Crude.

**NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

(a) **Basis of preparation of financial statements:**

These financial statements have been prepared on the accrual basis of accounting, under the historical cost convention, and in accordance with the Companies Act, 2013 and the applicable accounting standards issued by The Institute of Chartered Accountants of India.

(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 reported period. Differences between the actual result and estimates are recognised in the period in which the results are known/determined.

(c) **Fixed Assets:**

- (i) Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.
- (ii) Capital Work in Progress is stated at cost.

(d) **Impairment of Assets**

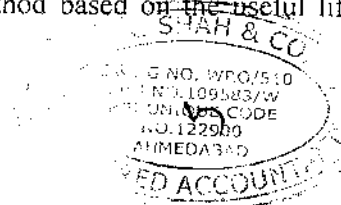
An asset is treated as impaired when its carrying cost exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

(e) **Borrowing Costs:**

Borrowing Costs that are directly attributable to acquisition of qualifying assets are capitalized for the period until the asset is ready for intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognized as an expense in the period in which they are incurred. No borrowing costs are eligible for capitalization during the year.

(f) **Depreciation:**

Depreciation on assets is provided on Straight line method based on the useful life of asset specified in the schedule II to the Companies Act 2013.



**PRATIKSHA CHEMICALS LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**(g) Investments:**

Investments are valued at cost. Provision for diminution in the value of Long Term investment is made only if, such decline is not temporary in nature in the opinion of the management.

**(h) Inventories:**

- (i) Stock in trade comprising of raw materials (including goods in transit), packing material, stock in process and finished goods are valued at the lower of cost and net realizable value after making such provisions as required on account of damage, unserviceable and obsolete stocks
- (ii) Stocks of stores, spares and consumable are valued at cost.
- (iii) Value of raw material and packing material does not include excise duty, counter veiling duty paid to the extent of which CENVAT credit is available.
- (iv) Excise duty on goods manufactured by the company and remaining in inventory is included as a part of valuation of finished goods.

**(i) Retirement Benefits:**

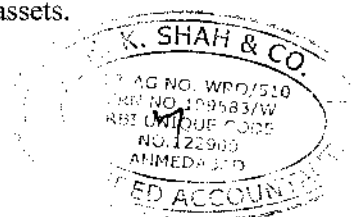
- (i) Contributions to provident fund are made at predetermined rates to Government Authority and charged to profit and loss account.
- (ii) The Company is accounting for gratuity and leave encashment on cash basis.

**(j) Revenue Recognition:**

- (i) Sales are recognized when the seller has transferred to the buyer, the property in the goods, for a price, or all significant risks and rewards of ownership have been transferred to the buyer without the seller retaining any effective control over the goods. Sales are stated at contractual realizable values, net of excise duty, sales tax and trade discounts.
- (ii) Commission income is recognized as per contracts/receipt of credit note.
- (iii) Job work Income is recognized when the goods are transferred to buyer and where no uncertainty exists regarding realization of revenue.

**(k) Foreign Currency Transactions:**

- (i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.
- (ii) In respect of monetary items denominated in foreign currencies, exchange differences arising out of settlement or on conversion at the closing rate are recognized in the Profit and Loss Account, other than exchange differences on acquisition of fixed assets, which are adjusted in the carrying amount of fixed assets.



**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**(l) Stores and Spares:**

Items of stores and spares are charged to the revenue at the stage of purchase and stocks of such items as at the end of the year is accounted at cost.

**(m) Research and Development Expenditure:**

Revenue Expenditure in respect of Research and Development is charged to the Profit and Loss Account and Capital Expenditure is added to the cost of Fixed Assets in the year in which it is incurred.

**(n) Taxation:**

Tax expenses comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to tax authorities using the provisions of the Income Tax Act, 1961.

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and is likely to reverse in one or more subsequent periods. Deferred tax assets are recognized only to that extent that there is a reasonable certainty that sufficient future taxable income will be available to realize these assets. Deferred tax asset and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

**(o) Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**(p) Amortization of Deferred Revenue Expenditure:**

The Company is amortizing 1/5<sup>th</sup> of Deferred Revenue Expenditure every year (if any).

For and on behalf of the board

*Sdf*

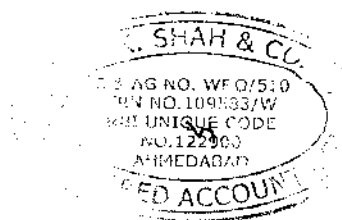
Harish Bhatt  
Director  
DIN:-00400765  
Place: Ahmedabad  
Date: 30/05/2015

*J. Patel*

Jayesh Patel  
Director  
DIN:-00401109  
Place: Ahmedabad  
Date: 30/05/2015

As per our attached report of even date.

For, H. K. Shah & Co.,  
Chartered Accountants  
FRN: 109583/W



*H. K. Shah*

CA H. K. Shah  
(Partner)  
M. No.: 042758  
Place: Ahmedabad  
Date: 30/05/2015

**PRATIKSHA CHEMICALS LIMITED**  
**BALANCE SHEET AS AT MARCH 31, 2015**

Particulars	Note	As at 31.03.2015		As at 31.03.2014	
		Rupees	Rupees	Rupees	Rupees
<b>I EQUITY AND LIABILITIES</b>					
(1) Shareholders' Funds					
(a) Share Capital	1	55,703,400		55,703,400	
(b) Reserves & Surplus	2	(29,429,223)	26,274,177	(29,616,045)	26,087,355
(2) Share application money pending allotment		-	-	-	-
(3) Non-current liabilities					
(a) Long-term borrowings	3	11,651,638		13,238,176	
(b) Deferred tax liabilities (Net)		-		-	
(c) Other Long term liabilities		-		-	
(d) Long-term provisions		-	11,651,638	-	13,238,176
(4) Current liabilities					
(a) Short-term borrowings	4	17,633,152		18,607,529	
(b) Trade payables	5	23,311,115		31,154,595	
(c) Other current liabilities	6	142,432		6,837,524	
(d) Short-term provisions	7	74,720	41,161,419	104,427	56,704,075
			<b>79,087,233</b>		<b>96,029,606</b>
<b>II ASSETS</b>					
(1) Non-current assets					
(a) Fixed Assets					
(i) Tangible Assets	8	20,218,166		22,785,384	
(ii) Intangible Assets		-		-	
(iii) Capital work-in-progress		-		-	
(iv) Intangible Assets under Development		-		-	
(b) Non-current Investments		231,100		231,100	
(c) Deferred Tax Assets		1,049,466		1,049,466	
(d) Long-term loans and advances		-		-	
(e) Other non-current assets		-	21,498,732	-	24,065,950
(2) Current Assets					
(a) Current investments		-		-	
(b) Inventories	9	39,046,508		47,141,559	
(c) Trade receivables	10	12,135,117		13,088,828	
(d) Cash and cash equivalents	11	314,971		148,101	
(e) Short-term loans and advances	12	6,091,905		11,585,168	
(f) Other current assets		-	57,588,501	-	71,963,656
			<b>79,087,233</b>		<b>96,029,606</b>

Summary of Significant Accounting Policies

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As per our attached report of even date

H. K. Shah & Co

Chartered Accountants

Firm Registration No.: 109583/W

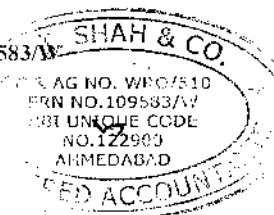
CA H. K. Shah

Partner

Membership No.: 042758

Place: Ahmedabad

Date: 30/05/2015



For and on behalf of the Board

x Sd/-

Harish Bhatt

Director

DIN:-00400765

Place: Ahmedabad

Date: 30/05/2015

x

Jayesh Patel

Director

DIN:-00401109

Place: Ahmedabad

Date: 30/05/2015

**PRATIKSHA CHEMICALS LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015**

Particulars	Note	For the period April 1, 2014 to March 31, 2015		For the period April 1, 2013 to March 31, 2014	
		Rupees	Rupees	Rupees	Rupees
<b>(I) REVENUE</b>					
Revenue from Operations	13	101,612,846		64,969,278	
Other Income	14	1,175,204	102,788,050	150,649	65,119,927
<b>Total Revenue</b>			<b>102,788,050</b>		<b>65,119,927</b>
<b>(II) EXPENSES</b>					
(a) Cost of Raw Material Consumed	15	71,755,596		53,098,990	
(b) Changes in inventories of Finished goods, Work-in-progress & Stock in trade	16	8,538,046		(6,270,127)	
(c) Employees Benefit Expenses	17	5,360,491		4,347,695	
(d) Financial Charges	18	2,205,455		2,099,360	
(e) Depreciation and Amortisation expense	8	3,678,867		3,559,406	
(f) Other Expenses	19	11,020,307	102,558,763	8,142,372	64,977,696
<b>Total Expenses</b>			<b>102,558,763</b>		<b>64,977,696</b>
<b>(III) Profit / (Loss) Before Exceptional items and Tax (I-II)</b>			<b>229,287</b>		<b>142,231</b>
Exceptional items			-		-
Prior Period Adjustments			-		-
<b>(IV) Profit/(Loss) before Taxes - PBT</b>			<b>229,287</b>		<b>142,231</b>
Tax expense:					
Current tax		42,465	-	-	-
Deferred tax		-	42,465	-	-
<b>(V) Profit/(Loss) for the period after tax</b>			<b>186,822</b>		<b>142,231</b>
Earnings per share					
- Basic / Diluted			0.03		0.03
- Nominal value of shares			10.00		10.00

As per our attached report of even date

H. K Shah & Co

Chartered Accountants

Firm Registration No : 109583/W

*H. K. Shah*

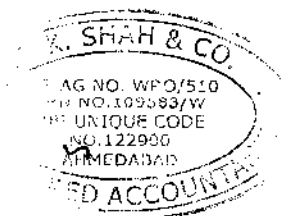
CA H. K. Shah

Partner

Membership No.: 042758

Place: Ahmedabad

Date: 30/05/2015



For and on behalf of the Board

*x Sdf*

Harish Bhatt

Director

DIN:-00400765

Place: Ahmedabad

Date: 30/05/2015

*x J. Patel*

Jayesh Patel

Director

DIN:-00401109

Place: Ahmedabad

Date: 30/05/2015

**PRATIKSHA CHEMICALS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

Particulars	For the year ended 31/03/2015 Amount (Rs.)	For the year ended 31/03/2014 Amount (Rs.)
<b>A. Cash flow from operating activities:</b>		
Net profit / Loss for the year	186,822	142,231
Adjustments for :		
Add: Depreciation	3,678,867	3,559,406
Less : Interest Income on Investment	(62,953)	(78,220)
<b>Operating profit before Working Capital changes</b>	<b>3,802,736</b>	<b>3,623,417</b>
<b>Add/(Less): Changes in Working Capital</b>		
Trade Receivables	953,711	1,994,532
Other Receivables	5,493,263	(10,026,213)
Inventories	8,095,051	(6,907,853)
Trade payables	(7,843,480)	6,044,172
Others Payables	(7,699,176)	9,797,573
<b>Total</b>	<b>(1,000,632)</b>	<b>902,212</b>
<b>Cash generated from operating activities</b>	<b>2,802,104</b>	<b>4,525,629</b>
Less: Tax Paid	-	-
<b>Net cash from operating activities (A)</b>	<b>2,802,104</b>	<b>4,525,629</b>
<b>B. Cash flow from investing activities:</b>		
Purchase of fixed assets	(1,111,649)	(39,600)
Interest on Investment	62,953	78,220
<b>Net cash used in investing activities (B)</b>	<b>(1,048,696)</b>	<b>38,620</b>
<b>C. Cash flow from financing activities:</b>		
Procurement/(Repayment) of long term borrowings		
Unsecured Loan	(1,586,538)	(5,000,000)
<b>Net cash flow from financial activities (C)</b>	<b>(1,586,538)</b>	<b>(5,000,000)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>166,870</b>	<b>(435,751)</b>
Add: Cash and cash equivalents at the bening of the year	148,101	583,852
<b>Cash and cash equivalents at the end of the year</b>	<b>314,971</b>	<b>148,101</b>

**Explanatory Notes to Cash Flow Statement**

- The Cash Flow Statement is prepared in accordance with the format prescribed by Securities and Exchange Board of India & as Accounting Standard 3 as Prescribed by the Institute of Chartered Accountants of India
- In Part A of the Cash Flow Statements, figures in brackets indicates deductions made from the net profit for deriving the cash flow from operating activities. In part B & part C, figures in brackets indicates cash flow.
- Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.

As per our attached report of even date

FOR: H. K. Shah & Co.

Chartered Accountants

FRN: 109583/W

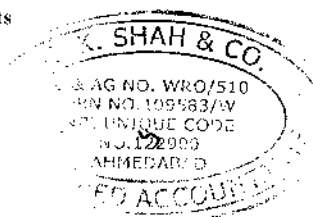
H. K. Shah

Partner

M. No.: 042758

Place: Ahmedabad

Date: 30/05/2015



For and on behalf of the Board

Harish Bhatt  
Director

DIN: 00400765

Place: Ahmedabad

Date: 30/05/2015

Jayesh Patel  
Director

DIN: 00401109

Place: Ahmedabad

Date: 30.05.2015

**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 01 - SHARE CAPITAL**

Particulars	As at 31.03.2015		As at 31.03.2014	
	Rupees	Rupees	Rupees	Rupees
<b>Authorised Shares</b>				
75,00,000 Equity Shares of Rs.10/- each		75,000,000		75,000,000
<b>Issued, Subscribed and Paid up shares</b>				
55,70,340 Equity Shares of Rs.10/- each fully paid up		55,703,400		55,703,400
		<b>55,703,400</b>		<b>55,703,400</b>

**a. Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31.03.2015		As at 31.03.2014	
	No of Shares	Rupees	No of Shares	Rupees
<b>Equity Shares:</b>				
At the beginning of the period	5,570,340	55,703,400	5,570,340	55,703,400
Issued during the year as fully paid	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>5,570,340</b>	<b>55,703,400</b>	<b>5,570,340</b>	<b>55,703,400</b>

**b. Terms / Rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

During the year ended 31st March 2015, no dividend is declared by Board of Directors. (Previous year - Nil)

**c. Details of Shareholders holding more than 5% shares in the company:**

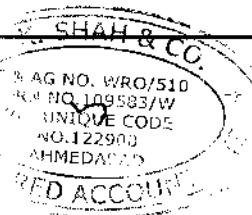
Particulars	As at 31.03.2015		As at 31.03.2014	
	No of Shares	%	No of Shares	%
<b>Equity Shares of Rs.10/- each fully paid</b>				
Shri Harshad K Patel	689232	12.37%	689232	12.37%
Shri Harish K bhatt	692690	12.44%	692690	12.44%
SBS Colores & Chemiques Pvt. Ltd.	807700	14.50%	807700	14.50%

**d. Shares reserved for issue under options: NIL**

**e. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date: NIL**

**f. Securities convertible into equity / preference shares issued along with the earliest date of conversion: NIL**

**g. Forfeited Shares : NIL**



**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 02 - RESERVES & SURPLUS**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
<b>Surplus / (deficit) in the Statement of Profit and Loss</b>		
Balance as per the last financial statement	(33,930,489)	(34,072,720)
Add: Profit for the period	186,822	142,231
<b>Closing Balance</b>	<b>(33,743,667)</b>	<b>(33,930,489)</b>
<b>Share Premium</b>	<b>4,314,444</b>	<b>4,314,444</b>
<b>Total of Reserves and Surplus</b>	<b>(29,429,223)</b>	<b>(29,616,045)</b>

**NOTE NO. 03 - LONG TERM BORROWINGS**

Particulars	As at 31.03.2015		As at 31.03.2014	
	Rupees	Rupees	Rupees	Rupees
<b>-Unsecured Loan</b>				
# From Directors	11,651,638	-	8,151,639	-
Intercompany Deposits	-	11,651,638	5,086,537	13,238,176
		<b>11,651,638</b>		<b>13,238,176</b>

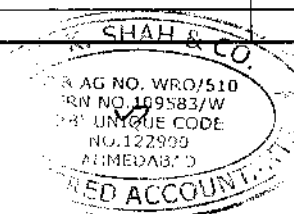
# Indian rupee unsecured loan from Directors, Shareholders and their relatives carries interest @ 9 % p.a.as on the reporting date. Repayment Schedule of Unsecured Loan is not specified. Further the loan received from directors is provided by them from their own funds.

**NOTE NO. 04 - SHORT TERM BORROWINGS**

Particulars	As at 31.03.2015		As at 31.03.2014	
	Rupees	Rupees	Rupees	Rupees
a) Secured Loans				
From Banks				
1. Cash Credit Account	17,633,152	17,633,152	18,607,529	18,607,529
(Secured by hypothecation of Raw Materials, Stock in process, Finished Goods, Book debts and further secured by personal guarantee of the directors of the company and corporate guarantee of Associate/ Group company)		<b>17,633,152</b>		<b>18,607,529</b>

**NOTE NO. 05 - TRADE PAYABLES**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
- Creditors for Goods	23,311,115	31,154,595
	<b>23,311,115</b>	<b>31,154,595</b>

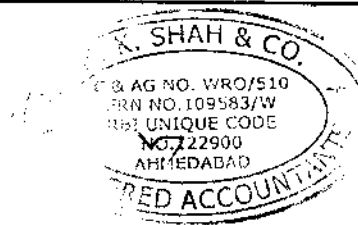


**PRATIKSHA CHEMICALS LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015****NOTE NO. 06 - OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2015		As at 31.03.2014	
	Rupees	Rupees	Rupees	Rupees
Interest accrued but not due on borrowings				
- Due to others	80,000		177,428	
- Statutory liabilities (including Duties and Taxes)	62,432	142,432	6,660,096	6,837,524
		142,432		6,837,524

**NOTE NO. 07 - SHORT TERM PROVISIONS**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
Provision for Expenses	74,720	104,427
	74,720	104,427



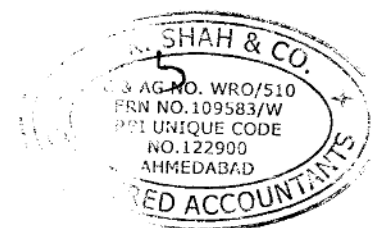
**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 08 - TANGIBLE ASSETS**

NOTE NO. 08 - TANGIBLE ASSETS

Sr. No.	Name of Assets	Gross Block				Depreciation				Net Block	
		As at 31.03.2014	Addition	Deletion	As at 31.03.2015	As at 31.03.2014	Addition	Deletion	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
1	Building	13,779,474	-	-	13,779,474	7,669,888	641,025	-	8,310,913	5,468,561	6,109,586
2	Furniture & Fixtures	80,334	-	-	80,334	80,334	-	-	80,334	0	0
3	Plant & Machinery	65,062,751	1,077,599	-	66,140,350	49,973,127	3,020,331	-	52,993,458	13,146,892	15,089,624
4	Land	1,530,268	-	-	1,530,268	-	-	-	0	1,530,268	1,530,268
5	Electrification	62,100	-	-	62,100	6,194	6,627	-	12,821	49,279	55,906
6	Office Equipment	474,020	-	-	474,020	474,020	-	-	474,020	0	0
7	Computer	0	34,050	-	34,050	-	10,884	-	10,884	23,166	0
	<b>TOTAL</b>	<b>80,988,947</b>	<b>1,111,649</b>	<b>-</b>	<b>82,100,596</b>	<b>58,203,563</b>	<b>3,678,867</b>	<b>-</b>	<b>61,882,430</b>	<b>20,218,166</b>	<b>22,785,384</b>
	Previous Year	80,949,347	39,600	-	80,949,347	52,165,959	3,559,406	-	58,203,562	22,785,384	2,635,191

**Note:-**The company has changed the method of providing depreciation on assets from WDV method, at a rate and manner prescribed in schedule XIVD to the company's act 1956, to Straight line method based on the useful life of asset specified in the schedule II to the Companies Act 2013. Had the company not changed the method of depreciation, than depreciation for the current year would have been lower by Rs 27,49,940 and profit would have been higher to that extend.



**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 09 - INVENTORIES**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
<b>Consumables</b>		
- Fuel	251,270	473,231
- Packing Material	191,618	183,043
- Raw material	2,194,676	1,538,295
<b>Work in Progress</b>		
- Work in Progress	35,318,944	43,270,490
<b>Finished goods</b>		
- Finished goods	1,090,000	1,676,500
	<b>39,046,508</b>	<b>47,141,559</b>

**NOTE NO. 10 - TRADE RECEIVABLES**

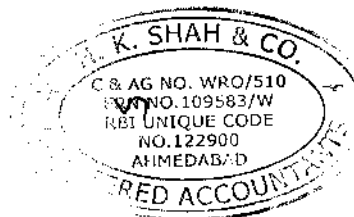
Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
<b>Sundry Debtors (Considered Goods)</b>		
- Exceeding Six Months	3,212,534	4,959,954
- Others	8,223,649	7,422,308
- Others Receivables	698,934	706,566
	<b>12,135,117</b>	<b>13,088,828</b>

**NOTE NO. 11 - CASH AND BANK BALANCES**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
<b>Cash and cash equivalents</b>		
Cash on hand	314,971	148,101
	<b>314,971</b>	<b>148,101</b>

**NOTE NO. 12 - SHORT TERM LOANS AND ADVANCES**

Particulars	As at 31.03.2015	As at 31.03.2014
	Rupees	Rupees
<b>Capital advances</b>		
<b>Security Deposit</b>		
Unsecured, Considered good	451,499	466,828
<b>Other Loans and Advances</b>		
Unsecured, Considered good	273,079	166,976
Balances with Revenue Authority	5,367,327	10,951,364
Others	-	-
	<b>6,091,905</b>	<b>11,585,168</b>



**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 13 - REVENUE FROM OPERATION**

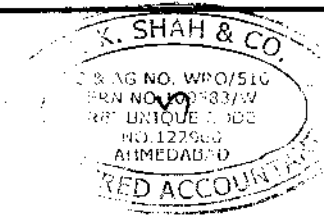
Particulars	2014-15	2013-14
	Rupees	Rupees
Gross Sales	108,632,301	70,190,719
Less: Excise Duty	(7,019,455)	(5,221,441)
<b>TOTAL</b>	<b>101,612,846</b>	<b>64,969,278</b>

**NOTE NO. 14 - OTHER INCOME**

Particulars	2014-15	2013-14
	Rupees	Rupees
(a) Interest Income		
FD interest	62,953	78,220
(b) Divident Income		360
(C) Other Income		
Other income	152,546	9,483
Refund Received from Govt. authorities	959,705	62,586
<b>TOTAL</b>	<b>1,175,204</b>	<b>150,649</b>

**NOTE NO. 15 - COST OF RAW MATERIAL CONSUMPTION**

Particulars	2014-15	2013-14
	Rupees	Rupees
<u>Opening Stock</u>	2,194,569	1,556,843
<u>Add: Purchase</u>		
Purchase of Raw Material	72,198,591	53,736,716
	74,393,160	55,293,559
<u>Less: Closing Stock</u>	2,637,564	2,194,569
<b>TOTAL</b>	<b>71,755,596</b>	<b>53,098,990</b>



**PRATIKSHA CHEMICALS LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015****NOTE NO. 16 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE**

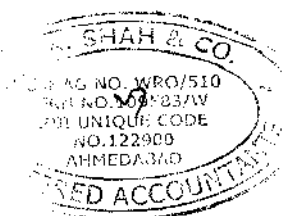
Particulars	2014-15	2013-14
	Rupees	Rupees
Opening Stock		
- Finished Goods	1,676,500	224,720
- WIP	43,270,490	38,452,143
Less: Closing stocks		
- Finished Goods	1,090,000	1,676,500
- WIP	35,318,944	43,270,490
<b>Increase / (Decrease) in stock</b>	<b>8,538,046</b>	<b>(6,270,127)</b>

**NOTE NO. 17 - Employees Benefit Expenses**

Particulars	2014-15	2013-14
	Rupees	Rupees
Labour Expenses	2,873,901	2,149,414
Salary Office	1,979,021	1,759,452
Bonus expenses	324,370	293,175
Staff welfare	183,199	145,654
<b>TOTAL</b>	<b>5,360,491</b>	<b>4,347,695</b>

**NOTE NO. 18 - FINANCIAL CHARGES**

Particulars	2014-15	2013-14
	Rupees	Rupees
Bank Interest	2,124,845	2,099,360
Processing Fees	80,610	-
<b>TOTAL</b>	<b>2,205,455</b>	<b>2,099,360</b>



**PRATIKSHA CHEMICALS LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

**NOTE NO. 19 - OTHER EXPENSES**

**(A) MANUFACTURING EXPENSES**

Particulars	2014-15	2013-14
	Rupees	Rupees
Factory Overtime Exps.	141,533	108,623
Power & Fuel	239,149	201,141
Factory Expense	505,419	271,012
Laboratory Expense	-	12,890
Insurance	56,658	73,618
Annual custody Fees	15,000	16,854
Production Expense	18,400	24,160
<b>TOTAL (A)</b>	<b>976,159</b>	<b>708,298</b>

**(B) ADMINISTRATIVE EXPENSES**

Particulars	2014-15	2013-14
	Rupees	Rupees
Advertisement exp.	30,750	50,567
Annual Issuer Fees	-	16,854
Auditor's Remuneration	65,000	80,000
Provident fund Expenses (Staff)	107,407	86,216
Director's Remuneration	1,284,000	1,199,760
Electricity Exp.	3,193,844	2,819,571
Freight Exps.	19,338	19,556
Gujarat Pollution Control Board Charges	21,800	21,056
Legal and Professional fees	309,904	244,347
Office Rent Exps	120,000	120,000
Pollution control Exp	541,704	504,117
Postage Exp	-	32,942
Repair and Maintenance Exps.	1,788,083	786,168
Listing Fees	143,090	-
ROC Fees Exp	-	20,000
Transportation Charges	1,763,860	977,167
Other Expenses	655,368	455,753
<b>TOTAL (B)</b>	<b>10,044,148</b>	<b>7,434,074</b>
<b>TOTAL (A+B)</b>	<b>11,020,307.10</b>	<b>8,142,372.00</b>

K. SHAH & CO.

& AG NO. WRO/510

ERN NO. 109583/W

RBI UNIQUE CODE

NO. 122900

AHMEDABAD

RED ACCOUNT

**PRATIKSHA CHEMICALS LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015****NOTE : 20 ADDITIONAL NOTES :**

1. Contingent Liabilities and Capital Commitments: Rs. NIL (P.Y. NIL)
2. The company operates within a solitary business segment i.e. manufacturing of pigments, the disclosure requirements of Accounting Standard – 17 “Segment Reporting”, issued by the Institute of Chartered Accountants of India is not applicable.
3. The company has not disclosed outstanding dues to Small Scale Industrial undertakings and details regarding the same, as company are not having any outstanding to SSI unit.

**4. RELATED PARTY DISCLOSURES:**

- (a) List of related parties with whom transactions have taken place during the year:

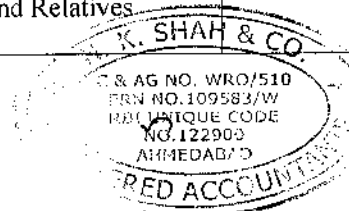
As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

Sr. No.	Name of related party	Relationship
1	Jayesh K. Patel	Key Management Personnel
2	Harish K. Bhatt	
3	Harshad K. Patel	
4	Asthu H. Patel	Relatives of key Management personnel
5	Dwijen H. Bhatt	
6	Ramakalaben H Patel	
7	Surbhi ben H Bhatt	
8	Harshad K Patel (HUF)	
9	Harish K Bhatt ( HUF)	
10	Dhara Organisers Pvt. Ltd.	Concerns in which Directors are interested
11	H. K. Builders	
12	J. K. Patel & Co.	

**b) TRANSACTIONS WITH RELATED PARTIES**

(In Rs)

Sr. No.	Nature of transaction	2014-15	2013-14
(i)	Intercompany Deposit/Loans		
	- Concerns in which Directors are interested	50,86,537	50,86,537
	- Key Management Personnel and Relatives	1,16,51,639	81,51,639
(ii)	Expenditure on other service		
	- Concerns in which Directors are interested	NIL	NIL
	- Key Management Personal and Relatives	NIL	NIL



**PRATIKSHA CHEMICALS LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

(iii)	Managerial Remuneration	12,84,000	1,199,760
(iv)	Outstanding Balances:		
	Due to company		
	Concerns in which Directors are interested	NIL	NIL
	Key Management Personal and Relatives	-	60,000
	Payable by company		
	- Concerns in which Directors are interested		5,086,537
	- Key Management Personnel and Relatives	1,16,51,639	8,151,639

**5. PARTICULARS OF EARNING PER SHARE:**

Particulars	2014-15	2013-14
Net Profit/(Loss) for the year (In Rs)	186,822	142,231
Number of equity shares	5,570,340	5,570,340
Nominal value of the share (In Rs)	10	10
Earning per Share	0.03	0.03
Diluted EPS	0.03	0.03

**6. Auditors' Remuneration is made up of :- (Excluding Service Tax)**

(In Rs)

Auditor Remuneration	2014-15	2013-14
For Statutory Audit	35,000	35,000
For Taxation Matters	10,000	10,000
For Other Services	20,000	35,000
Reimbursement of Expense	-	-
<b>Total</b>	<b>65,000</b>	<b>80,000</b>

**7. Director's Remuneration:**

(In Rs)

Particulars	2014-15 Amount (Rs.)	2013-14 Amount (Rs.)
Salary	12,84,000	1,199,760
<b>Total</b>	<b>12,84,000</b>	<b>1,199,760</b>

**K. SHAH & CO.**

REG NO. WRO/510  
FRN NO. 109583/W  
GST UNIQUE CODE  
NON-2900  
AHMEDABAD

**CERTIFIED ACCOUNTANT**

**PRATIKSHA CHEMICALS LIMITED****NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015**

8. Additional Information pursuant to the provision of paragraph 5 Point no. (viii) Of "General Instruction for Preparation of Statement of Profit And Loss" of "Schedule III" to Companies Act 2013.

(In Rs.)		
Particulars	2014-15	2013-14
A. Value of Imported Raw Materials, Spares parts and Components	NIL	NIL
B. Expenditure incurred in foreign currency	NIL	NIL
C. Amount Remitted in foreign currency during the year	NIL	NIL
D. Earning in Foreign Exchange-Export Sales	3,81,06,450	3,66,07,575

9. The company has reclassified / regrouped the previous year figures wherever it seems necessary.

As per our attached report of even date.

For and on behalf of the board

For, H. K. Shah & Co.,

Chartered Accountants

FRN: 109583/W

*Sd/-*

Harish Bhatt

Director

DIN:-00400765

Place: Ahmedabad

Date: 30/05/2015

*[Signature]*

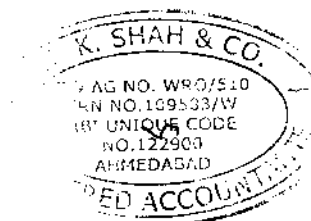
Jayesh Patel

Director

DIN:-00401109

Place: Ahmedabad

Date: 30/05/2015



*[Signature]*

CA H. K. Shah

(Partner)

M. No.: 042758

Place: Ahmedabad

Date: 30/05/2015

# PRATIKSHA CHEMICALS LIMITED

## PRATIKSHA CHEMICALS LIMITED

H K COMPLEX 3RD FLOOR, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007

### ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Name of the attending Member (In Block Letters): \_\_\_\_\_

Folio No/ DPID / Client ID : \_\_\_\_\_

Name of the Proxy : \_\_\_\_\_

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: \_\_\_\_\_

(In words) \_\_\_\_\_

I hereby record my presence at Annual General Meeting of the Company at H K COMPLEX 3RD FLOOR, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007 on Wednesday, 30<sup>th</sup> day of September, 2015 and at any adjournment thereof.

\_\_\_\_\_  
Signature of Shareholder / Proxy

### Form No. MGT-11

#### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

CIN: L24110GJ1991PLC015507

Name of the company: PRATIKSHA CHEMICALS LIMITED

Registered office: H K COMPLEX 3RD FLOOR, OPP DHARNIDHAR DERASAR,  
AHMEDABAD-380007

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address: .....

E-mail Id: .....

Signature: .....

2. Name: .....

Address: .....

E-mail Id: .....

Signature: .....



## PRATIKSHA CHEMICALS LIMITED

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 30<sup>th</sup> day of September, 2015 At 10:00 a.m. at H K COMPLEX 3RD FLOOR, OPP DHARNIDHAR DERASAR, AHMEDABAD-380007 and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
<b>Ordinary Business</b>			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015		
2.	Appointment of a director in place of MR. JAYESH PATEL (DIN: 00401109), who retires by rotation and being eligible, seeks re-appointment		
3.	Ratification of Appointment of M/S. H K SHAH & CO., Chartered Accountants (Firm Registration No. 109583W) as the Statutory Auditors of the Company		
<b>Special Business</b>			
4.	Appointment of MRS. LALITHAMMA ACHARYA, (DIN: 06983383) as an Independent Director w.e.f. from her initial Appointment.		
5.	Payment of Managerial Remuneration to MR. JAYESH PATEL, Technical Director of the Company (DIN: 00401109) of Rs. 65,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL w.e.f. 1 <sup>st</sup> April, 2015		
6.	Payment of Managerial Remuneration to MR. HARISH BHATT, Whole Time Director of the Company (DIN: 00400765) of Rs. 42,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. HARISH BHATT w.e.f. 1 <sup>st</sup> April, 2015		

Signed this.....day of ....., 2015.

\_\_\_\_\_  
Signature of Shareholder

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



# PRATIKSHA CHEMICALS LIMITED

Form No. MGT-12

## Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **PRATIKSHA CHEMICALS LIMITED**

Registered office: H K COMPLEX 3RD FLOOR, OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

### BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
---------	---------------------	--------------------------	----------------------------	-------------------------------

### Ordinary Business

1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015.			
2.	Appointment of a director in place of MR. JAYESH PATEL (DIN: 00401109), who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of Appointment of M/S. H K SHAH & CO., Chartered Accountants (Firm Registration No. 109583W) as the Statutory Auditors of the Company.			



## PRATIKSHA CHEMICALS LIMITED

Special Business				
4.	Appointment of MRS. LALITHAMMA ACHARYA, (DIN: 06983383) as an Independent Director w.e.f. from her initial Appointment.			
5.	Payment of Managerial Remuneration to MR. JAYESH PATEL, Technical Director of the Company (DIN: 00401109) of Rs. 65,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. JAYESH PATEL w.e.f. 1 <sup>st</sup> April, 2015			
6.	Payment of Managerial Remuneration to MR. HARISH BHATT, Whole Time Director of the Company (DIN: 00400765) of Rs. 42,000/- p.m. or as may be mutually agreed between Board of Directors of the Company and MR. HARISH BHATT w.e.f. 1 <sup>st</sup> April, 2015			

**PLACE: AHMEDABAD**

**DATE:**

\_\_\_\_\_  
Signature of the shareholder



# PRATIKSHA CHEMICALS LIMITED

## ROUTE MAP TO THE VENUE OF AGM:

### **PRATIKSHA CHEMICALS LIMITED**

H K COMPLEX 3RD FLOOR,  
OPP. DHARNIDHAR DERASAR, VASNA,  
AHMEDABAD - 380007

