

PRONTO INDUSTRIAL SERVICES LIMITED

CIN : L67120WB1982PLC035476

"CENTRE POINT",
21, HEMANT BASU SARANI,
3RD FLOOR, ROOM NO. 306,
KOLKATA - 700001, (W.B.)

PRONTO INDUSTRIAL SERVICES LIMITED

NOTICE

☎ : 033-30288500, 30288501
✉ : investors.pronto@gmail.com
Website Address : www.pisl.in

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF PRONTO INDUSTRIAL SERVICES LIMITED (CIN - L67120WB1982PLC035476) WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 9:00 A.M., AT THE REGISTERED OFFICE, "CENTRE POINT", 21, HEMANT BASU SARANI, 3RD FLOOR, ROOM NO.306, KOLKATA-700001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mrs. Vandana Agrawal (DIN: 00899904), who retires by rotation and is eligible for re-appointment.
3. Appointment of Auditors

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 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, **M/s R K Tapadia & Co.**, Chartered Accountants (ICAI Firm Registration No. 318166E) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty-Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration, out-of pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. APPOINTMENT OF MR. ASHOKE KUMAR ROY AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass with or without modification, if any, 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 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Ashoke Kumar Roy (DIN: 06617858), who was



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appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 28th July 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company

and whose term of office expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years with effect from 28th July 2014 up to 27th July, 2019, and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. APPOINTMENT OF MR. BISHNATH MAHATO AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass with or without modification, if any, 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 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Bishnath Mahato (DIN: 06937632), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 9th August 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years with effect from 9th August, 2014 up to 8th August, 2019, and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."



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6. APPOINTMENT OF MR. VIVEK SUREKA AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass with or without modification, if any, 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 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Vivek Sureka (DIN: 06944411), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 9th August, 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and 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 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years with effect from 9th August, 2014 up to 8th August, 2019, and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. APPOINTMENT OF MR. RAJ KUMAR SHARMA AS WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required, Mr. Raj Kumar Sharma (DIN: 01680745) who was appointed as an Additional and Whole-time Director of the Company by the Board of Directors with effect from 28th July 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director and Whole-time Director of the Company, designated as "Director – Operation", for a period of five years with effect from 28th July 2014 to 27th July, 2019, whose period of office shall be liable to



determination by retirement of directors by rotation, on the terms and conditions including remuneration set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty and power to the Board of Directors (hereinafter referred to as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

8. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of section 5 read with Section 14 of the Companies Act, 2013, the regulations contained in the existing Articles of Association of the Company be and are hereby replaced with the new set of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification."

"RESOLVE FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such fillings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors

Kolkata, August 18th, 2014

PRONTO INDUSTRIAL SERVICES LIMITED
Pronto Industrial Services Limited


DIRECTOR

Sushil Kumar Agrawal

Registered Office:

"CENTRE POINT", 21, Hemant Basu Sarani,
3rd Floor, Room No.306, Kolkata-700001

Tel: 033-30288500

Email: investors.pronto@gmail.com

Website: www.pisl.in

CIN - L67120WB1982PLC035476



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NOTES:

- a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 8 set out are annexed hereto.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- c. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote in their behalf at the Meeting.
- d. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- e. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 24, 2014 to Tuesday, September 30, 2014, both days inclusive.
- f. Members who hold shares in single name and physical form are advised to make nomination in respect of their share holding in the Company.
- g. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Transfer Agents, for consolidation into a single folio.
- h. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning your correct reference folio number in case of holdings in physical form.
- i. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the



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Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.

- j. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
- k. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.
- l. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 14, 2014.
- m. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of Annual Report to the Meeting.

EXPLANATORY STATEMENTS

The following Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 8 of the accompanying Notice dated August 19TH, 2014:

Item No. 4

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Mr. Ashoke Kumar Roy (DIN: 06617858) has been appointed as an Additional Independent Director by the Board with effect from July 28, 2014. Pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ashoke Kumar Roy will hold office up to the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Ashoke Kumar Roy for the office of



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Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Ashoke Kumar Roy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolutions seeks the approval of members for the appointment of Mr. Ashoke Kumar Roy as an Independent Directors of the Company up to July 27, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Ashoke Kumar Roy, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is Independent of the Management. A copy of the draft letter for the appointment of Mr. Ashoke Kumar Roy as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. No director, key managerial personnel or their relatives, except Mr. Ashoke Kumar Roy, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 4, for the approval of the members.

Item No. 5 & 6

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Mr. Bishnath Mahato (DIN: 06937632) and Mr. Vivek Sureka (DIN: 06944411) have been appointed as an Additional Independent Directors by the Board with effect from August 9, 2014. Pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Bishnath Mahato and Mr. Vivek Sureka will hold office up to the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Bishnath Mahato and Mr. Vivek Sureka for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Bishnath Mahato and Mr. Vivek Sureka (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolutions



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seeks the approval of members for the appointment of Mr. Bishnath Mahato and Mr. Vivek Sureka as an Independent Directors of the Company up to August 8, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Bishnath Mahato and Mr. Vivek Sureka, the Independent Directors proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and they are Independent of the Management. A copy of the draft letters for the appointment of Mr. Bishnath Mahato and Mr. Vivek Sureka as an Independent Directors setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. No director, key managerial personnel or their relatives, except Mr. Bishnath Mahato and Mr. Vivek Sureka, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 5 & 6, for the approval of the members.

Item No. 7

Mr. Raj Kumar Sharma, was appointed as an Additional and Whole-time Director by the Board at its meeting held on 28th July, 2014, in accordance with section 161 of the Companies Act, 2013 to hold office up to the date of ensuing AGM. Notice have been received in writing from a Member pursuant to Section 60 of the Companies Act, 2013 together with necessary deposit of Rs. 1,00,000/- proposing Mr. Raj Kumar Sharma as a Director of the Company. Board of Directors now propose to appoint Mr. Raj Kumar Sharma as Whole-time Director of the company, designated as "Director – Operation", with effect from 28th July, 2014, in accordance with Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of five years up to 27th July, 2019, whose period of office shall be liable to determination by retirement of directors by rotation.

Mr. Raj Kumar Sharma Graduated from University of Calcutta and holds degree of Bachelor of Commerce and LLB. He worked as a legal advisor for different organizations over past several years. The Board considers that the appointment of Mr. Raj Kumar Sharma as a Whole-time Director of the Company would be of immense benefit to the Company and also considers his proposed remuneration is commensurate with his duties and responsibilities as a Whole-time Director of the Company.

In spite of the fact that he had attained the age of 71 years, he is quite active and healthy and is able to perform his duties as a Whole-time Director of the Company effectively and efficiently in the opinion of the Board. The Company will be benefited immensely by his enriched experience and expertise in the relevant field.

The material terms of appointment and remuneration are given below: -

1) Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):



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Salary: At the rate of Rs. 15,000/- (Rupees Fifteen Thousands only) per month.

Allowances: No allowance shall be paid.

Others: Use of car for Company's business, telephone and other communication facilities/ other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.

Commission: No commission shall be paid.

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole-time Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Raj Kumar Sharma remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Raj Kumar Sharma.

Sitting Fees: The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Mr. Raj Kumar Sharma shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof. The appointment can be terminated by Mr. Raj Kumar Sharma or the Company, by one party giving to the other 1(one) calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

Accordingly, as per the provisions of Sections 161, 196, 197, 203 and any other applicable provisions of the Companies Act, the Board of Directors recommends the Ordinary Resolutions set out at Item No. 7 of the accompanying Notice be passed by the members at their Meeting.

Except Mr. Raj Kumar Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No 7.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

Item No. 8

The Articles of Association (AoA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the



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Companies Act, 2013. The new Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The proposed new draft AOA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice. The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board of Directors

PRONTO INDUSTRIAL SERVICES LIMITED

PRONTO INDUSTRIAL SERVICES LIMITED



Director / Authorised Signatory

DIRECTOR

Sushil Kumar Agrawal

Kolkata, August 18th, 2014

Registered Office:

"CENTRE POINT", 21, Hemant Basu Sarani,
3rd Floor, Room No.306, Kolkata-700001
Tel: 033-30288500
Email: investors.pronto@gmail.com
Website: www.pisl.in
CIN - L67120WB1982PLC035476

PRONTO INDUSTRIAL SERVICES LIMITED

"CENTRE POINT", 21, HEMANT BASU SARANI, 3rd FLOOR, ROOM NO. 306, KOLKATA-700001

CIN L67120WB1982PLC035476

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

D.P. ID	
Client ID	

L.F. No.	
No. of Shares held	

I / We hereby record my / our presence at the 32nd Annual General Meeting of the Company being held on Tuesday, the 30th day of September, 2014 at 11.00 a.m. at "CENTRE POINT", 21, HEMANT BASU SARANI, 3rd FLOOR, ROOM NO. 306, KOLKATA-700001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of Proxyholder _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

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

CIN **CIN L67120WB1982PLC035476**
Name of the Company **PRONTO INDUSTRIAL SERVICES LIMITED**
Registered office **CENTRE POINT, 21, HEMANT BASU SARANI, 3rd FLOOR, ROOM NO. 306, KOLKATA-700001**

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

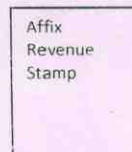
I/We, being the member(s) of _____ shares of the above named Company, hereby appoint |

- (1) Name Address
E-mail ID Signature..... or failing him;
- (2) Name Address
E-mail ID Signature..... or failing him;
- (3) Name Address
E-mail ID Signature..... or failing him;

As my / our proxy to addend and vote (on a poll) for me / us and on my/ our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 11.00 A.M. at "CENTRE POINT", 21, Hemant Basu Sarani, 3rd Floor, Room No 306, Kolkata-700001 and any adjournment thereof.

Signed this _____ day of _____, 2014

Signature of Shareholder: _____



PRONTO INDUSTRIAL SERVICES LIMITED

[CIN: L67120WB1982PLC035476]

"CENTRE POINT", 21, Hemant Basu Sarani, 3rd Floor, Room No.306, Kolkata-700001Website: www.pisl.in; Tel: 033-30288500, E mail: investors.pronto@gmail.com**POSTAL BALLOT FORM**

S. No.	Particulars	Details
(1)	Name of Shareholder(s) (Including Joint-holders, if any) (IN BLOCK LETTERS)	
(2)	Registered Folio No. DP ID No./Client ID No.	
(3)	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated August 19, 2014 of the Company by Conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description	Type of Resolution	No. of Shares held	For	Against
1.	To receive, consider and adopt the Audited Statements for the year ended 31st March, 2014.	Ordinary			
2.	To appoint Director in place of Mrs. Vandana Agrawal, who retires by rotation.	Ordinary			
3.	To Re-appointment of M/s R K Tapadia & Co. as Auditors of the Company.	Ordinary			
4.	To Appoint Mr. Ashoke Kumar Roy as an Independent Director.	Ordinary			
5.	To Appoint Mr. Bishnath Mahato as an Independent Director.	Ordinary			
6.	To Appoint Mr. Vivek Sureka as an Independent Director.	Ordinary			
7.	To Appoint Mr. Raj Kumar Sharma as Whole-time Director of The Company.	Special			
8.	To Adopt New Set of Articles of Association as per new Companies Act.	Special			

Place:

Date:

(Signature of Member)

Note: Last Date for receipt of postal ballot forms by the Scrutinizer is Friday, September 26, 2014.

INSTRUCTIONS

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutiniser Mr. Deepak Swain, Practising Company Secretary, (Membership No. 9131) at the Registered Office of the Company on or before Friday, September 26, 2014.
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company /Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 14th August, 2014 and as per the register of members of the Company.
6. A member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutiniser to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutiniser on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutiniser's report, shall be placed on the Company website www.pisl.in within two working days of the passing of the resolutions at the AGM of the Company, and communicated to Stock Exchanges, where the shares of the Company are listed.

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21, H. B. SARANI, 3RD FLOOR, ROOM NO. 306, KOLKATA- 700001

E-mail- investors.pronto@gmail.com. CIN-L67120WB1982PLC035476

DIRECTORS' REPORT

TO,
THE MEMBERS,

The directors of the company are pleased to place the auditors' report along with audited statement of accounts of the company for the year ended 31st March 2014.

- 1) **Financial Review:** The Company has earned a profit of Rs. 692811.61/- before tax during the year as compared to a profit of Rs. 52678.66/- before tax earned during the previous year. The directors are hopeful to achieve better results in coming years.
- 2) **Auditors:** M/s. R. K. TAPADIA & CO., *Chartered Accountants*, is appointed as the auditors of the company who will retire at ensuring Annual General Meeting, being eligible offers for reappointment.
- 3) **Director's responsibility statement:** Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:
 - i) That in the preparation of the accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
 - ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review;
 - iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - iv) That the Directors have prepared the annual accounts for the financial year ended 31st March 2014 on a going concern basis.
- 4) **Dividend:** The Company has not declared any dividend during the year.
- 5) **Employees:** None of the employees were in the category of limits specified U/S 217(2A) of the company's act 1956.
- 6) **Energy Conservation, Technology Observation, Foreign Exchange earnings and outgo:** Not Applicable.

Place: Kolkata


Date: 18.08.2014

For and on behalf of the Board

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory



R. K. TAPADIA & CO.

CHARTERED ACCOUNTANTS

1/1 SEVAK BAIDYA STREET
NEW INDRAPURI' 4TH FLOOR
KOLKATA-700029

Independent Auditor's Report

To the Members of
PRONTO INDUSTRIAL SERVICES LIMITED

Report on the Financial Statements

I have audited the accompanying financial statements of **PRONTO INDUSTRIAL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

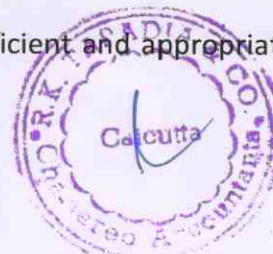
The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.



Opinion

In my opinion and to the best of my information and according to the explanations given to me, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014; and
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, I give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, I report that:
 - a) I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit;
 - b) in my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss & Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In my opinion, the Balance Sheet, Statement of Profit and Loss & Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For, R.K. TAPADIA & CO.
(Chartered Accountants)
Firm Regn No. 318166E



(Ramesh Kumar Tapadia)
Proprietor
M. No. 053927



Place: Kolkata
Dated: 18.08.2014

The Annexure referred to in above paragraph of the My Report of even date to the members of PRONTO INDUSTRIAL SERVICES LIMITED on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as I considered appropriate and according to the information and explanation given to me during the course of my audit, I report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, the Company has not disposed off a substantial part of its fixed asset during the year and therefore does not affect the going concern assumption.
2. The Company is having no inventory hence provisions of para 4 (ii) are not applicable.
3. (a) According to the information and explanations given to me and on the basis of my examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) According to the information and explanations given to me and on the basis of my examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In my opinion and according to the information and explanations given to me, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business. During the course of my audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by me and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

b) As per information & explanations given to me and in my opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.



6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. According to the information and explanations provided by the management, the Company is not engaged in production, processing, manufacturing or mining activities. Hence the provision of Section 209(1)(d) does not apply to the Company. Hence in my opinion, no comment is required on maintenance of cost record.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to me there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to me, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by my audit and in the immediately preceding financial year.
11. Based on my audit procedures and on the information and explanations given by the management, I am of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to me, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to me, the Company is not trading in Shares, Mutual funds & other Investments.
15. According to the information and explanations given to me, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

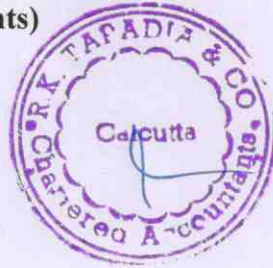


16. Based on my audit procedures and on the information given by the management, I report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to me and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, I report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to me by the management, I report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to me, I report that no fraud on or by the Company has been noticed or reported during the year, nor have I been informed of such case by the management.

For, R.K. TAPADIA & CO.
(Chartered Accountants)
Firm Regn No. 318166E



(Ramesh Kumar Tapadia)
Proprietor
M. No. 053927



Place: Kolkata
Dated: 18.08.2014

PRONTO INDUSTRIAL SERVICES LIMITED


21, H. B. SARANI, 3RD FLOOR, ROOM NO. 306, KOLKATA- 700001

BALANCE SHEET AS ON 31ST MARCH, 2014

PARTICULARS	Note No.	Figures As At 31/03/2014 (Rs.)	Figures As At 31/03/2013 (Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	2,400,000.00	2,400,000.00
(b) Reserves & Surplus	3	713,321.44	152,519.83
		3,113,321.44	2,552,519.83
(2) Non-Current Liabilities			
		-	-
		-	-
(3) Current Liabilities			
(a) Other Current Liabilities	4	1,100.00	1,511,027.00
(b) Short Term Provisions		632,010.00	516,280.00
		633,110.00	2,027,307.00
TOTAL (1 TO 3)		3,746,431.44	4,579,826.83
II. ASSETS			
(1) Fixed Assets			
Computer	5	20,077.00	-
(2) Non Current Assets			
(a) Long Term Loans & Advances	6	1,850,000.00	2,800,000.00
(3) Current Assets			
(a) Cash & Cash Equivalents	7	1,559,703.44	1,463,175.83
(b) Other Current Assets	8	316,651.00	316,651.00
TOTAL (1 TO 2)		3,746,431.44	4,579,826.83
Significant Accounting Policies	1		
Notes to Financial Statements	2-12	-	-



As per Report of even date
For R. K. TAPADIA & CO.
Chartered Accountants


RAMESH KUMAR TAPADIA
Proprietor
M. No. 053927

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory
Directors

Place : Kolkata

Dated : 18.08.2014

PRONTO INDUSTRIAL SERVICES LIMITED

21, H. B. SARANI, 3RD FLOOR, ROOM NO. 306, KOLKATA- 700001

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

PARTICULARS	Note No.	Figures for the Year Ended 31/03/2014 (Rs)	Figures for the Year Ended 31/03/2013 (Rs)
I) Revenue from Operations		-	-
II) Other Income	9A	1,359,615.12	209,672.00
III) TOTAL REVENUE (I + II)		1,359,615.12	209,672.00
IV) <u>EXPENSES</u>			
Employee Benefit Expenses	9B	589,500.00	112,000.00
Other Expenses	9C	77,303.51	44,993.34
TOTAL EXPENSES		666,803.51	156,993.34
V) Profit Before Tax (III - IV)		692,811.61	52,678.66
VI) <u>Tax Expenses</u>			
Current Tax		(132,010.00)	(16,280.00)
VII) Profit/ (Loss) After Tax (V + VI)		560,801.61	36,398.66
VIII) Basic & Diluted Earnings Per Equity Share	12	2.34	0.15
Significant Accounting Policies	1		
Notes to Financial Statements	2-12		

As per Report of even date
For R. K. TAPADIA & CO.
Chartered Accountants



R. K. Tapadia
RAMESH KUMAR TAPADIA
Proprietor
M. No. 053927

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
Director / Authorised Signatory
Directors

Place : Kolkata

Dated : 18.08.2014

PRONTO INDUSTRIAL SERVICES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

	Amounts(in Rs.)	Amounts(in Rs.)
A Cash Flow from Operating Activities:		
Net Profit/(loss) before tax and extra ordinary items		692,811.61
Add Adjustments for non cash items:		
Depreciation	7,165.00	7,165.00
		699,976.61
Working Capital Adjustment;		
Add Decrease in Current Assets & Increase In Current Liabilities:		
Current Liabilities	-	-
		699,976.61
Less Increase in Current Assets & Decrease In Current Liabilities:		
Other Current Assets	1,509,927.00	1,509,927.00
Cash Flow from Operating Activities:		(809,950.39)
Less: Taxes Paid		16,280.00
Net Cash Flow from Operating Activities:		(826,230.39)
B Cash Flow from Investing Activities:		
Purchase of Fixed Assets	(27,242.00)	(27,242.00)
Net Cash Flow from Investing Activities		(27,242.00)
C Cash Flow From Financing Activities;		
Decrease in Loans & Advances	950,000.00	950,000.00
Net Cash Flow from Financing Activities		950,000.00
Net Cash Flow From All Activities		96,527.61
Add Opening Cash & Cash equivalents:		1,463,175.83
Closing Cash & Cash equivalentants:		1,559,703.44



As per Report of even date
For R. K. TAPADIA & CO.
 Chartered Accountants

R. K. Tapadia

RAMESH KUMAR TAPADIA

Proprietor

M. No. 053927

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
 Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
 Director / Authorised Signatory
 Directors

Place : Kolkata

Dated : 18.08.2014

PRONTO INDUSTRIAL SERVICES LIMITED
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO FINANCIAL STATEMENTS

(Annexed to and forming part of Balance Sheet as at 31st March, 2013, Profit & Loss Statement and Cash Flow Statement for the year ended on that date)

1. SIGNIFICANT ACCOUNTING POLICIES :

a. BASIS OF PREPARATION:

The financial statements have been prepared and presented under the historical cost convention on the accrual basis of accounting and comply with the Accounting Standards prescribed by Companies (Accounting Standards) Rules, 2006 as amended, other pronouncements of the Institute of Chartered Accountants of India ('ICAI').

b. USE OF ESTIMATES:

The preparation of the financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India and requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in future periods.

c. FIXED ASSETS & DEPRECIATION :

The Fixed Assets are valued at cost less Depreciation.

d. INVESTMENTS:

Long Term / Non Current Investments are valued at cost. Provision is made to recognize a decline, other than temporary, in the opinion of the management.

e. REVENUE RECOGNITION:

Income is recognised in the Profit and Loss Account as it accrues except in the case of Non Performing Assets, where it is recognised, upon realisation.

f. EARNINGS PER SHARE :

The earnings in ascertaining the company's EPS comprises the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

j. PROVISIONS AND CONTINGENT LIABILITIES:

Provisions are recognized in the accounts in respect of present probable obligations, the amount of which can be reliably estimated. Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent Liabilities are not provided for in the accounts but are shown separately in the Notes to the accounts.

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory



NOTES TO FINANCIAL STATEMENTS

2) SHARE CAPITAL

Particulars	As at 31.03.2014		As at 31.03.2013	
	Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
(a) Authorized Share Capital Equity Shares of Rs. 10/- each	250,000	2,500,000.00	250,000	2,500,000.00
	250,000	2,500,000.00	250,000	2,500,000.00
(b) Issued, Subscribed & Fully Paid-up Capital Equity Shares of Rs. 10/- each	240,000	2,400,000.00	240,000	2,400,000.00
	240,000	2,400,000.00	240,000	2,400,000.00

(c) Reconciliation of Equity shares outstanding at the beginning and at the end of the financial year	As at 31.03.2014		As at 31.03.2013	
	Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
Balance at the beginning of the financial year	240,000	2,400,000.00	240,000	2,400,000.00
Allotment during the financial year	-	-	-	-
Balance at the end of the financial year	240,000	2,400,000.00	240,000	2,400,000.00

(d) Shareholders holding more than 5% of Equity Share Capital	As at 31.03.2014		As at 31.03.2013	
	(Nos)	(%)	(Nos)	(%)
(i) Rahul Udyog Viniyog Ltd.	23,200	9.67	23,200	9.67
(ii) Sneh Constructions Ltd	23,800	9.92	23,800	9.92
(iii) Yash Pal Jain	15,000	6.25	15,000	6.25
(iv) Kiran Jhunjunwala	52,050	21.69	52,050	21.69
(v) Sharad Jhunjunwala	46,200	19.25	46,200	19.25
(vi) Happy Valley Properties & Investment Pvt Ltd	23,300	9.71	23,300	9.71
(vii) Ashok Jhunjunwala (HUF)	23,500	9.79	23,500	9.79
	207,050	86.27	207,050	86.27

(e) The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 10/-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.



PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorised Signatory

3) RESERVES AND SURPLUS

Particulars	Figures as at 31.03.2014 (Rs)	Figures as at 31.03.2013 (Rs)
(a) <u>Securities Premium Account</u>		
Balance as per last account	-	-
Add: Premium Received on Issue of shares	-	-
(a)	-	-
(b) <u>Special Reserve Fund (In terms of Section 45 IC of the RBI Act, 1934)</u>		
Balance as per last account	7,280.00	-
Add: Transfer from Profit and Loss Statement	112,160.32	7,280.00
(b)	119,440.32	7,280.00
(c) <u>Surplus in Profit & Loss Statement</u>		
Balance as per last account	145,239.83	116,121.17
Add: Transfer from Profit & Loss Statement	560,801.61	36,398.66
Less: Proposed Dividend	-	-
Tax on Proposed Dividend	-	-
Transfer to Statutory Reserve Fund	(112,160.32)	(7,280.00)
(c)	593,881.12	145,239.83
Total (a to c)	713,321.44	152,519.83

4) OTHER CURRENT LIABILITIES

Particulars	Figures as at 31.03.2014 (Rs)	Figures as at 31.03.2013 (Rs)
(a) Audit Fees Payable	1,100.00	1,100.00
(b) Others	-	1,509,927.00
	1,100.00	1,511,027.00

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
Director / Authorised Signatory



PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
Director / Authorised Signatory

NOTE-5
FIXED ASSETS
TANGIBLE ASSETS

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01/04/2013	Addition during the year	Sold during the year	TOTAL	Upto 31/03/2013	For the year	Sale/ Adjustment during the year	TOTAL	As at 31/03/2014	As at 31/03/2013
<u>Office Equipment</u> -Computers	-	27,242.00	-	27,242.00	-	7,165.00	-	7,165.00	20,077.00	-
TOTAL	-	27,242.00	-	27,242.00	-	7,165.00	-	7,165.00	20,077.00	-

Figure As at 31-03-2013

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]

Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]

Director / Authorised Signatory




6) LONG TERM LOANS & ADVANCES

Particulars	Figures as at 31.03.2014 (Rs)	Figures as at 31.03.2013 (Rs)
Advances	1,850,000.00	2,800,000.00
	1,850,000.00	2,800,000.00

Particulars	Figures as at 31.03.2014 (Rs)	Figures as at 31.03.2013 (Rs)
7) CASH AND CASH EQUIVALENTS		
Cash on Hand	819,215.00	1,447,937.00
Balance with Banks in Current Account	740,488.44	15,238.83
	1,559,703.44	1,463,175.83
8) OTHER CURRENT ASSETS		
Tax Deducted at Sources	316,651.00	316,651.00
	316,651.00	316,651.00

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory



PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory

9) **ADDITIONAL INFORMATION PURSUANT TO PART II OF SCHEDULE VI TO THE COMPANIES ACT 1956 :**

A OTHER INCOME

Particulars	Year Ended 31/03/2014 (Rs.)	Year Ended 31/03/2013 (Rs.)
Long Term Capital Gain on Sale of MF	1,284,238.32	-
Short Term Capital Gain(Other than u/s 111A)	75,376.80	-
Commodity Profit	-	209,672.00
	1,359,615.12	209,672.00

B EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31/03/2014 (Rs.)	Year Ended 31/03/2013 (Rs.)
Salary and Bonus	589,500.00	112,000.00
	589,500.00	112,000.00

C OTHER EXPENSES

Particulars	Year Ended 31/03/2014 (Rs.)	Year Ended 31/03/2013 (Rs.)
Advertisement	2,689.00	1,222.00
Accounting Charges	15,000.00	15,000.00
Demat Charges	1,107.00	107.00
Filing Fees	1,500.00	1,000.00
Bank Charges	3,904.51	730.34
General Expenses	7,512.00	6,782.00
Printing & Stationary	3,541.00	3,712.00
Registrar Expenses	31,996.00	3,542.00
Stock Exchange Fees	-	11,798.00
Depreciation	7,165.00	-
Interest on Tax Paid	1,789.00	-
<u>Auditor's Remuneration</u>		
- As Auditors	1,100.00	1,100.00
	77,303.51	44,993.34

10) In the opinion of the Board, all assets other than fixed assets and non-current investments, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

11) Based on the information available with the Company, there are no dues payable to parties covered under the "Micro, Small and Medium Enterprises Development Act, 2006". There is also no interest paid or payable to such enterprises.

12) EARNINGS PER SHARE:

Particulars	Year Ended 31/03/2014	Year Ended 31/03/2013
Net Profit/(Loss) attributable to Equity Shareholders (Rs.)	560,801.61	36,398.66
Weighted average number of Equity Shares in issue	240,000	240,000
Basic & Diluted Earning per share of Rs.10/- each (in Rs.)	2.34	0.15



PRONTO INDUSTRIAL SERVICES LIMITED
 Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED
 Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

ASSESSMENT YEAR 2014-2015

ACCOUNTING YEAR 2013-2014

COMPUTATION OF TOTAL INCOME FOR THE YEAR ENDED 31.03.2014

	<u>AMOUNTS(RS.)</u>	<u>AMOUNTS(RS.)</u>
<u>INCOME FROM BUSINESS OR PROFESSION</u>		
Profit As Per Profit & Loss Account	692,811.61	
Add: Depreciation as Per Companies Act, 1956	7,165.00	
Add: Interest on Taxes	1,789.00	701,765.61
Less: Depreciation As Per Income Tax Act, 1961	16,345.00	
Less: Incomes to be considered separately	1,359,615.12	1,375,960.12
		(674,194.51)
<u>INCOME FROM CAPITAL GAINS</u>		
Long Term Capital Gain	1,284,238.32	
Exempt u/s 10(38)	1,284,238.32	
Short Term Capital Gain (Other than u/s 111A)	75,376.80	75,376.80
GROSS TOTAL INCOME		(598,817.71)
Total Income		-
Rounded off u/s. 288A		-
Tax Thereon		-
Add: Edu Cess @ 3%		-
Total		-
Rounded off u/s. 288B		-
Total Tax		-
Less: TDS		-
Less: Advance Tax Paid		-
Tax Payable		-
Add: Interest 234B		-
Interest 234C		-
Net Tax Refundable		-

CALCULATION OF BOOK PROFIT U/S 115JB

BOOK PROFIT	692,811.61
Gross Total Income	692,811.61
Rounded off u/s 288A	692,810.00
Tax on above	128,169.85
Add: Education Cess	3,845.10
TOTAL	132,014.95
Rounded Off u/s 288B	132,010.00



**Schedule to the
Balance Sheet of a non-deposit taking non-banking financial company**

(as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit
Accepting or Holding) Companies Purdential Norms (Reserve Bank)
Directions , 2007)

Particulars		
Liabilities side :		
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	NIL	NIL
(C) Term Loans	NIL	NIL
(d) Inter-corporate loans borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other loans (Specify Nature)	NIL	NIL
*Please See Note 1 Below		
Assets Side :		
	Amount Outstanding	
(2) Break-up of loans and Advances including bills receivables (other than those included in (4) below) :		
(a) Secured	NIL	
(b) Unsecured		1,850,000.00
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease	NIL	
(b) Operating Lease	NIL	
(ii) Stock on hire including hire charges under Sundry debtors :		
(a) Assets on Hire	NIL	
(b) Repossessed Assets	NIL	
(iii) Other loans counting towards AFC activities :		
(a) loans where assets have been repossessed	NIL	
(b) Loans other than (a) above.	NIL	



(4) Break-up of Investments			
Current Investments :			
1 Quoted :			
(I) Shares : (a) Equity		NIL	
(b) Preference		NIL	
(ii) Debentures and Bonds)		NIL	
(iii) Units of mutual funds		NIL	
(iv) Government Securities		NIL	
(V) Other (please Specify)		NIL	
2. Unquoted :			
(I) Shares : (a) Equity		NIL	
(b) Preference		NIL	
(ii) Debentures and Bonds		NIL	
(iii) Units of mutual funds		NIL	
(iv) Government Securities		NIL	
(v) Others (please Specify)		NIL	
Long Term investments :			
1 Quoted			
(I) Shares (a) Equity		NIL	
(b) Preference		NIL	
(ii) Debentures and Bonds		NIL	
(iii) Units of mutual funds		NIL	
(iv) Government Securities		NIL	
(v) Other (please Specify)		NIL	
2 Unquoted :			
(I) Shares : (a) Equity		Nil	
(b) Preference		NIL	
(ii) Debentures and Bonds		NIL	
(ii) Units of mutual funds		NIL	
(iv) Government Securities		NIL	
(v) Others (Please Specify)		NIL	
(5) Borrower group-wise classification of assets financed as in (2) and (3) above.			
Please see Note 2 below			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**		Nil	Nil
(a) Subsidiaries			
(b) Companies in the same group			
(c) Other related Parties			
2. Other than related Parties		1,850,000.00	1,850,000.00
Total		1,850,000.00	1,850,000.00



(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries		
(b) Companies in the Same group		
(c) Other related Parties		
2. Other than related Parties	Nil	Nil
Total	Nil	Nil

** As per accounting standard of ICAI (Please see Note 3)

(7) Other Information

Particulars	Amount
(i) Gross Non-Performing Assets	NIL
(a) Related Parties	
(b) Other than related parties	
(ii) Net Non-Performing Assets	NIL
(a) Related parties	
(b) Other than related parties	
(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions , 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve Bank) Directions , 2007
- All Accounting Standards and Guidance Notes Issued By ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above.

