

CIN- L67120WB1982PLC035476

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING OF PRONTO INDUSTRIAL SERVICES LIMITED (CIN-L67120WB1982PLC035476) WILL BE HELD ON THURSDAY, SEPTEMBER 26, 2019 AT 11:30 A.M. AT THE REGISTERED OFFICE, "CENTRE POINT", 21 HEMANT BASU SARANI, ROOM NO. 306, 3RD FLOOR, KOLKATA - 700 001 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, 2019 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 Sushil Kumar Agrawal (DIN: 00649521), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

3. Authority to Give Loans and Make Investments In Other Bodies Corporate.

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


"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investments and to provide loan, give securities, guarantees in excess of the 60% of the aggregate paid-up share capital and free reserves and securities premium account or 100% of the aggregate of free reserves and securities premium account of the Company as per the limits prescribed under Section 186 in any other bodies corporate as the Board of Directors may decide from time to time as beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores) at any time together with the existing loan and investments. The Company also hereby ratifies all loans and investments made in excess of limits as prescribed under section 186 of the Companies Act, 2013 and approve that loans and investments as made by the Company as per provisions of Companies Act, 2013.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate the terms, conditions, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities to any of the bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

4. To re-appoint Mr. Raj Kumar Sharma as Whole-Time Director of the Company

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

PRONTO INDUSTRIAL SERVICES LIMITED


Director

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Shri Raj Kumar Sharma (DIN 00291392) as a Whole Time Director of the Company for a period of 5 years, with effect from 28th July 2019 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

RESOLVED FURTHER THAT the remuneration payable to Shri Raj Kumar Sharma, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Raj Kumar Sharma, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Shri Raj Kumar Sharma, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

5. To re-appoint Mr. Vivek Sureka as an Independent Director of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Vivek Sureka (DIN: 06944411), who was appointed as an Independent Director and who holds the office of Independent Director up to August 08, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. August 09, 2019."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard.

By Order of the Board of Directors
PRONTO INDUSTRIAL SERVICES LIMITED
PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory
DIRECTOR
(Raj Kumar Sharma)

Place :-Kolkata

Date :- 14th August, 2019

Registered Office:

"Centre Point"

21, Hemant Basu Sarani,

Room No. 306, 3rd Floor.

Kolkata – 700 001

CIN – L67120WB1982PLC035476

Tel: 033-30288500/30288501

Email: investors.pronto@gmail.com

Website: www.pisl.in

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.** The instrument appointing Proxy(ies) 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.
2. 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.
3. 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.
- 4. The Register of Members and Transfer Books of the Company will be closed from Friday, September 20, 2019 to Thursday, September 26, 2019, both days inclusive.**
5. Members who hold shares in single name and physical form are advised to make nomination in respect of their share holding in the Company.
6. 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.
7. 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.
8. 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 Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.



9. 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.

10. No gifts or coupons shall be distributed at the meeting.

11. In terms of the provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address for receiving the Balance Sheet etc., they will be sent the physical copies through any recognized mode of delivery as specified under Section 20 of the Companies Act, 2013.

Further, in compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall supply:

- (i) Soft copies of full annual reports containing its Balance Sheet, Statement of Profit & Loss and Board's Report to all those shareholder(s) who have registered their e-mail address(es) for the purpose;
- (ii) Hard copy of statement containing the salient features of all the documents as prescribed in Section 136 of the Companies Act, 2013 to those shareholder(s) who have not so registered;
- (iii) Hard copies of full annual reports to those shareholders who request for the same.

As a result, Members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with the details of name, address, Folio No., shares held:

- i) To the Registrar and Share Transfer Agent shares held in physical form and;**
- ii) In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.

12. Voting through electronic means:

I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the Annual General Meeting (AGM) using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members.

The e-voting period begins on **23rd September, 2019 from 9.00 A.M. and ends on 25th September, 2019 till 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/entitlement date of 19th September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Instructions for E-Voting are as under:

- a. Log on to the e-voting website: **www.evotingindia.com** during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "**Pronto Industrial Services Limited**" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly 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.
- j. 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "**Pronto Industrial Services Limited**" for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**
- t.
 - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - 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 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.

II. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 19th September, 2019, may contact the company for Login ID and other e-voting related details.



V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 19th September, 2019.**

VI. Ms. Bhagwati Sharma, Practising Company Secretary, of 1, Crooked Lane, 2nd Floor, Room No-212, Kolkata-700069 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding TWO(2) days from the conclusion of AGM 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 favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to **CDSL and The Calcutta Stock Exchange Limited** on or after 26th September, 2019.

13. **Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.**
14. 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.

A handwritten signature in black ink is written over a circular stamp. The stamp is partially obscured by the signature and contains some illegible text and a central emblem.

EXPLANATORY STATEMENT

ITEM NO. 3: Authority to Give Loans and Make Investments In Other Bodies Corporate.

The provisions of the Companies Act, 2013 had authorised the Board of Directors of the Company to make loans to bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of any body corporate, upto 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members in excess of the limits for:-

- (a) making loans to any person or other bodies corporate;
- (b) giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- (c) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 30,00,00,000 (Rupees Thirty Crores), under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends passing the Special Resolution set out resolution no. 3 of the accompanying Notice, be passed by the members at their Meeting. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the aforesaid resolution.

ITEM NO. 4: To re-appoint Mr. Raj Kumar Sharma as Whole-Time Director of the Company


At the Annual General Meeting of the Company held on 30th September, 2014, the Members of the Company had approved the appointment and terms of remuneration of Shri Raj Kumar Sharma (DIN 00291392), Whole Time Director of the Company for a period of 5 years w.e.f. 28th July, 2014.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure, the Board of Directors of the Company, has recommended reappointment of Shri Raj Kumar Sharma as a Whole Time Director for a period of 5 years w.e.f. 28th July, 2019, subject to approval of the members of the Company.

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 76 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: -

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

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 11 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.

Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Shri Raj Kumar Sharma in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).

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 4.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the Members by way of Special Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations with the Stock Exchanges

Item No. 5: Re-appointment of Mr. Vivek Sureka as an Independent Director of the Company

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mr. Vivek Sureka (DIN: 06944411) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) years. He shall hold office as an independent Director of the Company up to August 08, 2019 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

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The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Vivek Sureka as an Independent Director for Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from August 09, 2019 up to August 08, 2024. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given his background, rich experience of diversified sectors and contributions made by him during his tenure, the continued association of Mr. Vivek Sureka would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board has recommended reappointment of Mr. Vivek Sureka as an Independent Director of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from August 09, 2019.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Vivek Sureka is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and has also given declarations that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, Mr. Vivek Sureka meets the criteria of Independence and qualifies for appointment as an Independent Director.

Mr. Vivek Sureka is interested in the resolution set out respectively at Item No. 5 of the Notice with regard to his respective re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the Members by way of Special Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations with the Stock Exchanges

By Order of the Board of Directors
PRONTO INDUSTRIAL SERVICES LIMITED
PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorized Signatory
DIRECTOR
(Raj Kumar Sharma)

Place :-Kolkata

Date :- 14th August, 2019

Registered Office:

"Centre Point"

21, Hemant Basu Sarani,

Room No. 306, 3rd Floor,

Kolkata – 700 001

CIN – L67120WB1982PLC035476

Tel: 033-30288500/30288501

Email: investors.pronto@gmail.com

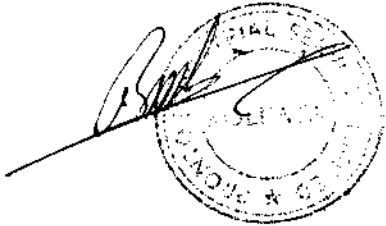
Website: www.pisl.in

Details required under Section 102 of the Companies Act, 2013 in respect of Mr. Raj Kumar Sharma and Mr. Vivek Sureka, Directors of the Company, who are seeking appointment(s) / re-appointment(s) at the ensuing AGM, have already been provided under the heading Explanatory Statement annexed to this Notice. The other information(s) in compliance with the Regulation 36(3) of the Listing Regulations and SS-2 issued by the ICSI have been provided in table below:

Particulars	Item No-4	Item No-5
Name of the Director	Mr. Raj Kumar Sharma	Mr. Vivek Sharma
DIN	00291392	06944411
Date of Birth and Age	04.01.1943 (76 Years approximately)	05.01.1985 (34 years approximately)
Date of first appointment on the Board	28.07.2014	09.08.2014
Qualifications	Degree of Bachelor of Commerce and LLB	Degree of Bachelor of Commerce
Experience and Expertise	Mr. Raj Kumar Sharma, aged about 76 years, is a Graduate 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.	Mr. Vivek Sureka, aged about 34 years, is a Graduate from University of Calcutta and holds degree of Bachelor of Commerce. He possesses vast experience in the field of taxation, accounting, banking, finance and corporate law matters.
Number of Meetings of the Board attended during the year	Six (4). For details please refer to Corporate Governance Report forming part of Annual Report. Apart from the regular Board Meetings, he has also attended separate meeting of Independent Directors.	Six (4). For details please refer to Corporate Governance Report forming part of Annual Report. Apart from the regular Board Meetings, he has also attended separate meeting of Independent Directors.
List of Directorship / Membership / Chairmanship of Committees of other Board.	1. LOTUS HOMES LTD	NIL
Shareholding in Pronto Industrial Services Limited	NIL	0.004%
Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship with other directors, manager and other Key Managerial Personnel of the company
Remuneration Details (including sitting fees & commission)	Please refer to the 'Report on Corporate Governance', which is a part of this Annual Report.	Please refer to the 'Report on Corporate Governance', which is a part of this Annual Report.



ROUTE MAP OF THE VENUE OF AGM:



DIRECTORS' REPORT

To,

The Members

Your Directors have pleasure in submitting their 37th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2019.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder:

(Rs in lacs)		
PARTICULARS	F.Y. 2018-19	F.Y. 2017-18
Net Sales / Income from Business Operations	16.76	17.41
Other Income	-	-
Total Income	16.76	17.41
Total Expenditure	10.76	5.71
Profit Before Tax	6.00	11.70
Less: Tax Expenses		
Current Tax	(1.56)	(3.01)
Income Tax From Earlier Years	0.78	-
Profit/(Loss) After Tax	5.22	8.69
Basic & Diluted Earnings per Equity Share	2.18	3.62

2. OPERATIONAL REVIEW

Gross revenues for this financial year comes to Rs. 16,76,242.00 as against Rs. 17,40,774.50 in the previous year. The net Profit of the Company for the year under review was placed at Rs. 5,22,411.00 as against profit of Rs. 8,68,703.75 in the previous year.

3. DIVIDEND

No Dividend was declared for the current financial year due to conservation of Profits incurred by the Company.

The provisions of Section 125(2) of the Companies Act, 2013 relating to transfer of Unclaimed Dividend to Investor Education and Protection Fund, do not apply as there was no dividend declared and paid by the Company.

4. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

5. DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. SHARE CAPITAL:

The paid up equity share capital of the Company as on March 31, 2019 was Rs. 24,00,000.

The Company also have Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 10 each carrying a dividend rate of 15% p.a. the paid up Preference Share Capital of the Company stood at Rs. 50,00,00.00 as on March 31, 2019.

During FY 2018-19, the Authorised Share Capital of the Company was Rs. 75,00,000.00.

7. EXTRACTS OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 in prescribed Form – MGT 9 is furnished in **Annexure A** and is attached to this Report.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

However, the Board has adopted the Policy in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Regulations) to ensure that all Related Party Transactions with Related Parties shall be subject to a policy and approval or ratification in accordance with Applicable Law. This Policy contains the policies and procedures governing the review, determination of materiality, approval and reporting of such Related Party Transactions. The Policy on Related Party Transactions is uploaded in the Company's website i.e. www.pisl.in under the link <http://www.pisl.in/images/pdf-reports/other-corporate-announcements/Policy-On-Related-Party-Transactions.pdf>

9. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

Management and Business Risk Evaluation is an ongoing process within the Organization. Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Board has framed a Risk Management Policy for the Company. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis. At present the Company has not identified any element of risk which may threaten the business or existence of the Company.

10. CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "model code of conduct". The Code has been posted on the Company's website www.pisl.in. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

11. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during

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the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in **Annexure B** and is attached to this report.

13. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company held **4** Board meetings during the financial year. Detailed information is given in the Corporate Governance Report.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to provisions of Section 152(6) of the Companies Act, 2013 and Articles of Association of the Company **Mr Sushil Kumar Agrawal (DIN : 00649521)**, will retire by rotation at the ensuing AGM of the Company and being eligible, offers herself for re-appointment.

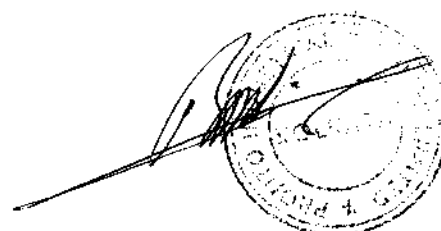
Pursuant to provisions of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, **Mr. Vivek Sureka (DIN: 06944411)** were appointed as Independent Directors at the AGM held on 30th September, 2014. He has submitted a declaration that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as Independent Director during the year.

Pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed there under, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, **Mr. Vivek Sureka (DIN: 06944411)**, who was appointed as an Independent Director and who holds the office of Independent Director up to August 8, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. August 9, 2019."

Pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of **Mr. Raj Kumar Sharma (DIN 00291392)** as a Whole Time Director of the Company for a period of 5 years, with effect from 28th July 2019 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

15. PARTICULARS OF MANAGERIAL REMUNERATION

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

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I. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Directors	Ratio to median remuneration
Mr.Sushil Kumar Agrawal	-
Mrs. Vandana Agrawal	-
Mr. Vivek Sureka	0.06
Mr. Raj Kumar Sharma	1.80

II. There was no increase in remuneration of directors in the financial year so the percentage increase in remuneration cannot be expressed. Moreover some appointments were made during the financial year and hence information is for part of the year, the same is not comparable.

III. Percentage increase in the median remuneration of employees in the financial year:
Nil

IV. Number of permanent employees on the rolls of Company: 3

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There was no increase in remuneration during the financial year.

VI. The key parameters for any variable component of remuneration availed by the directors: N.A.

VII. Affirmation that the remuneration is as per the remuneration policy of the company:
The Company affirms remuneration is as per the remuneration policy of the Company.

VIII. There is no employee whose remuneration exceeds the limits prescribed 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.

16. REMUNERATION OF DIRECTORS

The details regarding remuneration to Directors are shown separately in the Corporate Governance Report which forms part of the Annual Report.

17. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

In terms of the Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 49(II)(B)(7)(b) of the erstwhile Listing Agreements, the Company has adopted a familiarization programme for the Independent Directors. The details of the said program are available on the website of the Company i.e. www.pisl.in under the link: http://www.pisl.in/images/pdf-reports/other-corporate-announcements/pronto_familiarisation_programme_for_independent_directors.pdf

18. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee comprises of the following three independent directors:-

(a) Mr. Vivek Sureka - Chairman

(b) Mr. Sushil Kumar Agrawal



(c) Mrs. Vandana Agrawal

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees of the Company. The policy on vigil mechanism is attached with this report as **Annexure C** and is also available on the website of the company i.e. www.pisl.in under the link: <http://www.pisl.in/images/pdf-reports/other-corporate-announcements/Whistle-Blower-Policy.pdf>

19. BOARD EVALUATION

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors at its meeting held on 14th February, 2019 has carried out an annual performance evaluation of its own performance, the individual directors' performance including that of independent directors.

The parameters based on which the evaluation process is being carried out is fixed by the Board in terms of the provisions of Companies Act, 2013.

In a separate meeting of independent Directors held on 7th March, 2019, 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.

20. DIRECTORS' RESPONSIBILITY STATEMENT

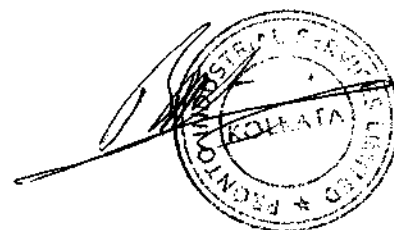
In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its Responsibility Statement:-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures;
- (b) The directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had 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;
- (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 operating efficiently. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- (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.

21. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

22. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT



No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

23. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to our Company. There was no foreign exchange inflow or Outflow during the year under review.

25. STATUTORY AUDITORS

Pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. A. Balasaria & Co., Chartered Accountants (ICAI Registration no. 319300E), Kolkata be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sarp & Associates, Chartered Accountants (ICAI Registration No. 007375C)."

M/s. A. Balasaria & Co., Chartered Accountants (ICAI Registration no. 319300E), Kolkata, be and are hereby appointed as Statutory Auditors of the Company from the Extraordinary General Meeting held on March 19, 2019 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them."

26. SECRETARIAL AUDIT

Ms. Bhagwati Sharma, Practising Company Secretary (ICSI Membership No. ACS 29504) has been appointed as Secretarial Auditors of the Company for financial year ended 31st March, 2019.

The Secretarial Audit Report received from the Secretarial auditors is annexed to this report marked as **Annexure – D** and forms part of this report.

27. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

Certain observations made in the Secretarial Audit Report with regard to few lapses under the Companies Act, 2013 relating to maintenance of statutory registers and appointment of KMP are mainly due to non availability of competent company secretary. However, the company would ensure in future that all the provisions are complied to the fullest extent.

28. LISTING OF SHARES

The Equity Shares of the Company are listed on the Calcutta Stock Exchange Limited, Kolkata.

Pursuant to the notification of the regulations, your Company has entered into new Listing Agreement with the aforesaid Stock Exchange as mandated under the said Regulations

29. CORPORATE GOVERNANCE

The Company is committed to maintain transparency in its operations & hence it complies with the Corporate Governance requirements.

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The Corporate Governance Report as per Schedule V(C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and requisite Certificate of Compliance from Statutory Auditor regarding compliance of conditions of Corporate Governance are annexed and forms part of the Annual report.

30. MANAGEMENT DISCUSSION AND ANALYSIS



The Management Discussion and Analysis Report of the Company comprising of management perception, risks and concerns, internal control systems are annexed and forms part of the Annual report.

30. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review.

Your Directors thank the shareholders for their support and confidence reposed on your Company also appreciates the dedicated services rendered by the employees at all levels.

For and on behalf of the Board of Directors



Raj Kumar Sharma
Whole-time Director
DIN: 00291392

Date: 29th May, 2019

Place: Kolkata

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended 31st March, 2019

[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	L67120WB1982PLC035476
2	Registration Date	24.11.1982
3	Name of the Company	PRONTO INDUSTRIAL SERVICES LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	"Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No. 306, Kolkata-700001 Contact No: 033-30288500/30288501 Email ID: investors.pronto@gmail.com
6	Whether listed company	Listed
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ABS CONSULTANT PVT. LTD. 99, Stephen House, 6th Floor, 4, B.B.D. Bag(East), Kolkata - 700 001 Contact No: 033-22301043, 22430153 Fax No.: 033-22430153 Email: absconsultant@vsnl.net

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)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Interest income	N.A.	100.00

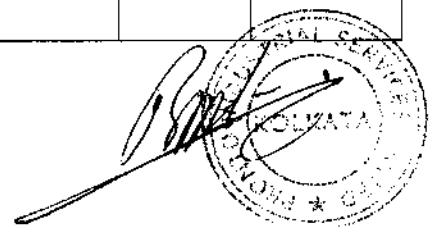
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
NOT APPLICABLE			

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Dem at	Physi- cal	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
A. Promoters									



ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	205450	205450	85.60	Nil	205450	205450	85.60	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	Nil	205450	205450	85.60	Nil	205450	205450	85.60	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	Nil	240000	240000	100.00	Nil	240000	240000	100.00	Nil

Shareholding of Promoter -

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Sushil Kumar Agrawal	11500	4.79	0.000	11500	4.79	0.000	Nil
2	Vandana Agrawal	11500	4.79	0.000	11500	4.79	0.000	Nil
3	Saurabh Management Pvt. Ltd	11550	4.81	0.000	11550	4.81	0.000	Nil
	TOTAL	34550	14.40	0.000	34550	14.40	0.000	Nil

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text 'PROMOTER & DIRECTOR' around the perimeter and 'SUSHIL KUMAR AGRAWAL' in the center.

Change in Promoters' Shareholding

Sl. No.	Name of Promoter	Particulars	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
NO CHANGE DURING THE YEAR						

Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	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.	Savile Distributors Private Limited				
	At the beginning of the year	11900	4.96	11900	4.96
	Change during the year	-	-	-	-
	At the end of the year	11900	4.96	11900	4.96
2.	Kailash Pati Vincom Pvt. Ltd.				
	At the beginning of the year	11800	4.92	11800	4.92
	Change during the year	-	-	-	-
	At the end of the year	11800	4.92	11800	4.92
3.	Circular Vintrade Pvt. Ltd.				
	At the beginning of the year	11700	4.88	11700	4.88
	Change during the year	-	-	-	-
	At the end of the year	11700	4.88	11700	4.88
4.	Sneha Vinmay Pvt. Ltd.				
	At the beginning of the year	11700	4.88	11700	4.88
	Change during the year	-	-	-	-
	At the end of the year	11700	4.88	11700	4.88
5.	Fortune Goods Pvt. Ltd.				
	At the beginning of the year	11500	4.79	11500	4.79
	Change during the year	-	-	-	-
	At the end of the year	11500	4.79	11500	4.79
6.	Campus Tradelink Pvt. Ltd.				
	At the beginning of the year	11400	4.75	11400	4.75
	Change during the year	-	-	-	-
	At the end of the year	11400	4.75	11400	4.75
7.	Rajesh Upadhyaya				
	At the beginning of the year	11400	4.75	11400	4.75
	Change during the year	-	-	-	-
	At the end of the year	11400	4.75	11400	4.75
8.	Nitesh Kumar				
	At the beginning of the year	10000	4.71	10000	4.71
	Change during the year	-	-	-	-

A handwritten signature is written over a circular stamp. The stamp contains the text 'SPECIAL 471' at the top and 'KOLKATA' at the bottom, with a central emblem.

	At the end of the year	10000	4.71	10000	4.71
9.	Kamdhenu Vincom Pvt. Ltd.				
	At the beginning of the year	8860	3.69	8860	3.69
	Change during the year	-	-	-	-
	At the end of the year	8860	3.69	8860	3.69
10.	Chandan Ghosh				
	At the beginning of the year	8500	3.54	8500	3.54
	Change during the year	-	-	-	-
	At the end of the year	8500	3.54	8500	3.54

Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	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.	Sushil Kumar Agrawal				
	At the beginning of the year	11500	4.79	11500	4.79
	Change during the year	-	-	-	-
	At the end of the year	11500	4.79	11500	4.79
2.	Vandana Agrawal				
	At the beginning of the year	11500	4.79	11500	4.79
	Change during the year	-	-	-	-
	At the end of the year	11500	4.79	11500	4.79

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment: NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

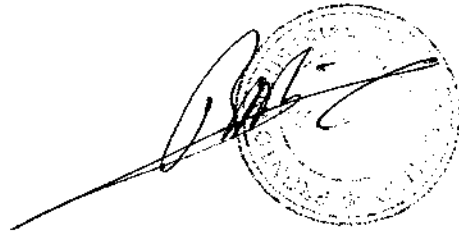
Sl. No.	Particulars of Remuneration	Total Amount (Rs. In lacs)
	Name of Whole-time Director: Mr. Raj Kumar Sharma	
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1.80
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
2.	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
3.	Stock Option	-
4.	Sweat Equity	-
5.	Commission - as % of profit	-
6.	Others	-
	Total	1.80
Ceiling as per the Act: 10% of the profits calculated under section 198 of the Companies Act, 2013.		

B. Remuneration to other directors

(Rs. in lacs)

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
		Mr. Vivek Sureka	
	Fee for attending board committee meetings	0.06	0.06
	Commission	-	-
	Others	-	-
	Total (1)	0.06	0.06
2	Other Non-Executive Directors - Nil		
	Ceiling as per the Act	1% of the profits calculated under section 198 of the Companies Act, 2013.	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None



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POLICY FOR REMUNERATION TO DIRECTORS/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:

The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

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;
- 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

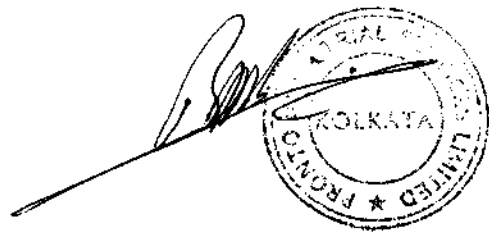
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the Company.

- 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 AMMENDMENT

- i. The NRC or the Board may review the Policy as and when it deems necessary.
- ii. The NRC may issue the guidelines, 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 as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.



A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "KOLKATA FRONTLINE LIMITED" around the perimeter and a star symbol at the bottom. The signature is a cursive scribble that extends to the left and slightly upwards.



Bhagwati Sharma (ACS)
Practising Company Secretary

1, Crooked Lane, 2nd Floor, Room # 212
Kolkata - 700 069, W.B., India
Mob. : +91 98317 53865, 96749 03865
E-mail : sharmabhagwati5@yahoo.co.in

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Pronto Industrial Services Ltd
"Centre Point", 21, Hemant Basu Sarani
Third Floor, Room No. 306,
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRONTO INDUSTRIAL SERVICES LIMITED** (hereinafter called "the Company") having CIN L67120WB1982PLC035476. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** 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:



I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2019**, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder and the applicable provisions of the Companies Act, 1956;
- 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. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **-Not applicable, since the company has not transacted any overseas transaction during the year.**
- 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. Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: **Not applicable, since the company has not raised share capital during the year.**
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: **[Not applicable, since the company has not issued any further capital under the regulations during the period under review].**
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014: **[Not applicable to the Company during the Audit Period].**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **[Not applicable to the Company during the Audit Period]**
 - g. 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:



- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- vi. The Reserve Bank of India Act, 1934.
- vii. Other than the fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, there is no such law that applies specifically to the company.

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

- i. Secretarial Standards (SS1 & SS2) issued by The Institute of Company Secretaries of India. (ICSI)
- ii. The Listing Agreements entered into by the Company with Stock Exchange (SE) and the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-The Stock Exchange has suspended trading in shares of the Company

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

1. *The Company is still to fully comply with the requirements of the Listing Agreement with the Calcutta Stock Exchange and various Rules and Regulations made under the Securities and Exchange Board of India Act, 1992 as may be applicable.*
2. *Few shares of the Company are in physical form.*
3. *The Company has not complied with the provisions of section 149 and 203 of the Companies Act' 2013.*

I further report that

The Board of Directors of the Company is constituted of non executive Directors and Independent Directors. There was no changes in the composition of the Board of Directors during the period

Adequate notice is 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.

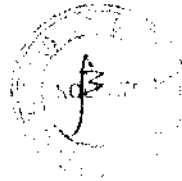


Majority Decision is carried through while dissenting member's views, if any, are captured and recorded as part of the minutes.

We further Report that there are adequate systems and process 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 that there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc referred to above.

Place: Kolkata
Date: 14th August, 2019



For BHAGWATI SHARMA
Company Secretaries
Bhagwati Sharma
(BHAGWATI SHARMA)
(Proprietor)
ACS No: 29504
CP No : 11002

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

Annexure- 'A' to MR-3

To

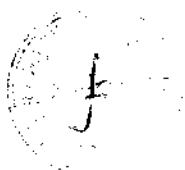
The Members
Pronto Industrial Services Ltd
"Centre Point", 21, Hemant Basu Sarani
Third Floor, Room No. 306,
Kolkata- 700001

Our report of even date is to be read along 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 on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices 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: Kolkata

Date: 14th Aug, 2019



For BHAGWATI SHARMA
Company Secretaries
Bhagwati Sharma
(BHAGWATI SHARMA)
(Proprietor)
ACS No: 29504
CP No : 11002

WHISTLE BLOWER POLICY

PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURE

A Protected Disclosure should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Board of Directors of Pronto Industrial Services Limited. Emails can be sent to the email id of the Whistle Officer.

The contact details of the Whistle Officer are as under:

DESIGNATION	Compliance Officer
ADDRESS	"Centre Point", 21, Hemant Basu Sarani, 3 rd Floor, Room No. 306, Kolkata - 700001
CONTACT NO.	033-30288500,30288501
E-MAIL	investors.pronto@gmail.com

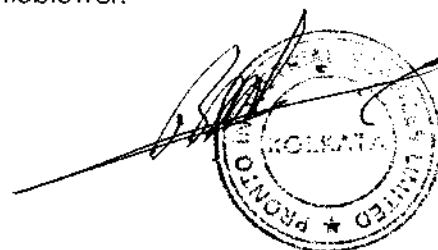
If a protected disclosure is received by any executive of the Company other than Whistle Officer, the same should be forwarded to the Whistle Officer for further appropriate action.

While there is no specific format for submitting a Protected Disclosure, the following details MUST be mentioned :

- Name, address, employee ID and contact details of the Whistleblower.
- Brief description of the malpractice/violation, giving the names of those alleged to have committed or about to commit a malpractice/violation. Specific details such as time and place of occurrence are also important.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

In case of letters, the Protecting disclosure should be sealed in an envelope marked "Protected Disclosure" and addressed to the Whistle Officer, depending on position of the person against whom the protected disclosure is made.

- The Whistle Officer shall acknowledge receipt of the Protected Disclosure as soon as practical (preferably within 07 days of receipt of a Protected Disclosure), where the Whistleblower has provided his/her contact details.
- The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute a malpractice/violation with the assistance of such Investigators comprising of Senior Level Officers of Personnel & Admin., Internal Audit and a representative of the Division/ Department where the alleged malpractice/violation has occurred, as he/she deems necessary. If the Whistle Officer determines that the allegations do not constitute a malpractice/violation, he/she will record this finding with reasons and communicate the same to the Whistleblower.



- If the Whistle Officer determines that the allegations constitute a malpractice/violation, he/she will proceed to investigate the Protected Disclosure with the assistance of such Investigators comprising of Senior Level Officers of Personnel & Admin., Internal Audit and a representative of the Division/ Department where the breach has occurred, as he/she deems necessary. If the alleged malpractice/violation is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- The decision to conduct an investigation taken by the Whistle Officer is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- The investigation may involve study of documents and interviews with various individuals. Any person who is required to provide documents, access the systems and other information by the Whistle Officer for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose .
- If the malpractice/violation constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Executive Directors of Pronto Industrial Services Limited and take appropriate action including reporting the matter to the police.
- The Investigators shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Protected Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.
- Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower informed of the same. Though, no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved malpractice/violation.

RETALIATORY ACTION

If you face any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, please inform the Whistle Officer in writing immediately. He /She will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.

ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with Protected Disclosures are considered confidential information and access will be restricted to the Whistleblower and Whistle Officer. Protected Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.



RETENTION OF DOCUMENTS

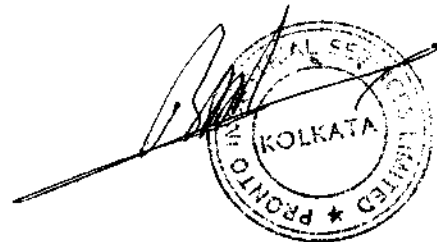
All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 3 years.

REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Officer and the corrective actions taken will be sent to the Chief Executive Officer and the Managing Director of the Company.

BOARD'S POWER

The Board of Directors of Pronto Industrial Services Limited is entitled to amend, suspend or rescind this policy at any time. Whilst best efforts have been made to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.





AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
PRONTO INDUSTRIAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. **PRONTO INDUSTRIAL SERVICES LIMITED** ('the Company') for the year ended on March 31, 2019, as stipulated in Regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

We have been requested by the management of the Company to provide a certificate on compliance of corporate governance under the relevant provisions of the Listing Regulations. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review 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 opinion on the financial statements of the Company.

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

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



For, A. BALASARIA & CO
(Chartered Accountants)
Firm Regn No. 319300E

ANIRUDH KUMAR BALASARIA
Proprietor
M. No.054788
UDIN No.19054788AAAAJU1352

Place: Kolkata
Dated: 23rd Day of September, 2019

CORPORATE GOVERNANCE REPORT

Schedule V(C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ushered a formal code of corporate governance to be executed by the Company with the stock exchange. The detailed report on corporate governance as per the format prescribed by SEBI and incorporated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Corporate Governance at Pronto Industrial Services Limited takes care of overall well-being, sustainability and transparency of the system and takes into account the stakeholders' interest in every business decision. Corporate Governance is a combination of voluntary practices and compliances of laws and regulations leading to effective control and management of the Organization and its valuable resources through effective and transparent business conduct, integrating communication, integrity and accountability towards its stakeholders. The Company is committed to pursue growth by adhering to the highest national standards of Corporate Governance. The Company's philosophy on Corporate Governance is based on the following principles:

- Lay solid foundations for management.
- Promote ethical and responsible decision-making.
- Structure the Board to add value.
- Encourage enhanced performance.
- Safeguard integrity in financial reporting.
- Respect the right of the shareholders.
- Recognise the legitimate interest of shareholders.
- Remunerate fairly and responsibly.
- Recognise and manage business risks.
- Make timely and balanced disclosures.
- Legal and statutory compliances in its true spirit.

Your Company is following transparent and fair practices of good Corporate Governance and its constant endeavor is to continually improve upon those practices. The Company recognizes communication as key element in the overall Corporate Governance framework and therefore, emphasizes on keeping abreast its stakeholders including investors, lenders, vendors and customers on continuous basis by effective and relevant communication through Annual Reports, quarterly results, corporate announcements and reflecting the same on the Company's official website i.e. www.pisl.in

2. BOARD OF DIRECTORS

Your Company has an optimum combination of Executive and Non- Executive Independent Directors on the Board which includes one Woman Director. As on date, the Board consists



of Four (4) members, the Chairman of the Board is an Executive Director and half of the strength of the Board consists of Non-Executive Independent Directors. All Non-Executive Independent Directors bring a wide range of expertise and experience to the Board. The Board believes that the current size of the Board is appropriate based on the Company's present requirements. There is no Nominee Director in the Company.

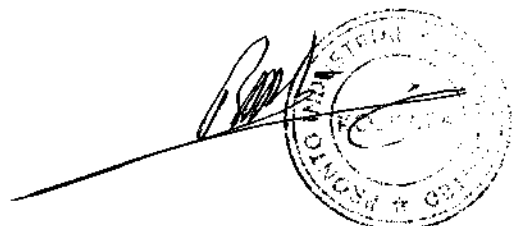
A. Board's definition of Independent Director

Independent Director means a non-executive director, other than a nominee director of the listed entity:

- (i) who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;
- (ii) who is or was not a promoter of the listed entity or its holding, subsidiary or associate company;
- (iii) who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;
- (iv) who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (v) none of whose relatives has or had pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- (vi) who, neither himself, nor whose relative(s) —

- (A) holds or has held the position of a key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- (B) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - (1) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or
 - (2) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (C) holds together with his relatives two per cent or more of the total voting power of the listed entity; or
- (D) is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;
- (E) is a material supplier, service provider or customer or a lessor or lessee of the listed entity;
- (vii) who is not less than 21 years of age.

The Board of Directors of the Company has decided that the materiality/significance shall be ascertained on the following basis:



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- The concept of 'materiality' is relevant from the total revenue inflow and/or outflow from and/or to a particular individual/body, directly or indirectly, during a particular financial year.

- The term 'material' needs to be defined in percentage. One percent (1 per cent) or more of total turnover of the Company, as per latest audited annual financial statement.

It has been confirmed by all the Independent Directors of the Company that as on the date, they fulfill the criteria of being "Independent Director" as stipulated in Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The following Table gives Composition of the Board, Attendance record of the Directors at the Board Meetings and at the last Annual General Meeting (AGM); Number of their outside Directorships and their Memberships/Chairmanships in Board Committees.

Name of the Director	Category	No. of other Directorship held ¹	No. of other Board Committees of which Member/Chairman ¹		Board Meetings during the year 2018-19		Attendance at the last AGM
			Member	Chairman	Held	Attended	
Raj Kumar Sharma DIN : 00291392	Executive Director	2	Nil	Nil	4	4	Yes
Sushil Kumar Agrawal DIN : 00649521	Non-Executive Director	2	Nil	Nil	4	4	Yes
Vandana Agrawal DIN : 00899904	Non-Executive Director	Nil	Nil	Nil	4	4	Yes
Vivek Sureka DIN : 06944411	Non-Executive Independent Director	Nil	Nil	Nil	4	4	Yes

Notes:

1. This number excludes the directorships/ committee memberships held in private limited companies, foreign companies, companies registered under section 8 of the Companies Act, 2013 and that of the company.

In terms of Regulation 25(1) of the Regulations, none of the Independent Director of the Company holds the position of the Independent Director in more than 7 (Seven) listed Companies, including Independent Directorship in Pronto Industrial Services Limited and any such Director serving as a whole time Director in a listed Company is not serving as an Independent Director in more than 3 (Three) listed Companies including Pronto Industrial Services Limited.



No Non-Executive Director is related to any other Director inter-se and has any material pecuniary relationships/ transactions vis-à-vis the Company (other than the sitting fees for attending the Board/Committee meetings).

In terms of Regulation 25(7) of the Regulations, the Company has adopted a familiarization programme for the Directors that covers familiarizing the Directors about the nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities, and other relevant details. The details of familiarization programme are available on the official website of the Company i.e. www.pisl.in under the link i.e. <http://www.pisl.in/assets/img/pdf/other-corporate-announcement/FAMILARISATION-PROGRAMME-FOR-IDs.pdf>

B. Board Meetings

During the financial year 2018-19, four Board Meetings were held on the following dates:

30th May 2018; 14th August 2018; 14th November 2018; 14th February 2019.

C. Information supplied to the Board

The Board has complete access to all information with the Company. The information is provided to the Board on regular basis and the agenda papers for the meetings are circulated in advance of each meeting. The information supplied to the Board includes the following, extent to the applicability during the year as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- Annual Operating Plans and Budgets and any updates.
- Capital budgets and any updates.
- Quarterly, Half Yearly and Yearly Results of the Company.
- Minutes of the Meetings of Audit Committee and other Committees of the Board.
- The information on recruitment of Senior Officers just below the Board level.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company along with the declaration made by all the respective departmental heads and by the Chairman and Managing Director regarding compliance with all applicable laws.

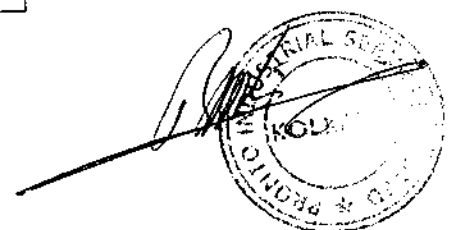
3. BOARD COMMITTEES

A. Audit Committee

I. Constitution and Composition

The "Audit Committee" comprises of the following three (3) Non-Executive and Independent Directors, who have financial/accounting acumen to specifically look into internal controls and audit procedures. All the members are financially literate and have accounting and financial management expertise. The following table gives the composition of the Audit Committee and the attendance record of members of the Committee:

Sl. No.	Name of Member	Designation	No. of Meetings Attended
---------	----------------	-------------	--------------------------



1.	Mr. Vivek Sureka	Chairman	4
2.	Mrs. Vandana Agrawal	Member	4
3.	Mr. Sushil Kumar Agrawal	Member	1

In addition to the Members of the Audit Committee, the Statutory Auditors attended the meetings of the Committee as invitees. Members held discussions with Statutory Auditors during the meetings of the Committee. The Audit Committee reviewed the quarterly, half-yearly and year to date un-audited and annual audited financials of the Company before submission to the Board of Directors for its consideration and approval. The Committee also reviewed the internal control systems of the company.

II. Audit Committee Meetings

During the year, Four (4) meetings of the Audit Committee were held on the following dates:

30th May 2018; 14th August 2018; 14th November 2019; 14th February 2019.

III. Powers of Audit Committee

The Audit Committee has been empowered with the adequate powers as mandated in Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

IV. Role of Audit Committee

The role of the Audit Committee includes the following:

1. 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.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required being included in the Director's Responsibility Statement to be included in the Board's Report.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.

- d. Significant adjustments made in the financial statements arising out of audit findings.
- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any Related Party Transactions.
- g. Qualifications in the Draft Audit Report.

(5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

(6) 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval or any subsequent modification of transactions of the listed entity with related parties;

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the listed entity, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(13) 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;

(14) discussion with internal auditors of any significant findings and follow up there on;

(15) 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;

(16) 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;

(17) 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;

(18) to review the functioning of the whistle blower mechanism;

(19) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

B. SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE

In terms of the provisions of the Companies Act, 2013 and Regulation 20 of the Regulations (Clause 49 of the erstwhile Listing Agreements), the "Shareholders' / Investors' Grievances Committee" constitutes of following 3 (Three) Directors as members.

The "Shareholders' / Investors' Grievance Committee" has been empowered to look into the Shareholders' / Investors' grievances i.e. Non receipt of Annual Reports, Dividend payments, other miscellaneous complaints and redressal of the same. The said Committee is also

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authorised to effect transfers/transmissions of Equity Shares/Debentures and other securities and also to issue Duplicate Share Certificates and other securities and matters related or incidental thereto.

The "Shareholders'/Investors' Grievance Committee" has been empowered to look into the Shareholders'/Investors' grievances i.e. Non receipt of Annual Reports, Dividend payments, other miscellaneous complaints and redressal of the same. The said Committee is also authorised to effect transfers/transmissions of Equity Shares/Debentures and other securities and also to issue Duplicate Share Certificates and other securities and matters related or incidental thereto.

The following table gives the composition of the Shareholders'/Investors' Grievance Committee and the attendance record of Members of the Committee:

Sl. No.	Name of Member	Designation	No. of Meetings Attended
1.	Mr. Vivek Sureka	Chairman	1
2.	Mr. Sushil Kumar Agrawal	Member	1
3.	Mrs. Vandana Agrawal	Member	1

The Shareholder/Investor Grievance Committee, as a subcommittee of the Board, *inter alia*, reviews shareholders/ investors grievances. The committee met 1 time on 14th February, 2019 during the financial year 2018-19.

Status of Investor Complaints:

Number of complaints received during financial year 2018-19 - Nil

Number of complaints resolved to the satisfaction of stakeholders during financial year 2018-19 - N.A.

Number of pending complaints as on 31st March, 2019 - Nil

C. NOMINATION AND REMUNERATION COMMITTEE

I. Constitution and Composition

In accordance with provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee of the Board constitutes of three Independent Directors and gives the composition of the Nomination and Remuneration Committee and the attendance record of members of the Committee as shown in the table below:

Sl. No.	Name of Member	Designation	No. of Meetings Attended
1.	Mr. Vivek Sureka	Chairman	1

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2.	Mr. Sushil Kumar Agrawal	Member	1
3.	Mrs. Vandana Agrawal	Member	1

II. The committee did not meet during the year 2018-19.

III. Role of Nomination and Remuneration Committee

The role of the Nomination and Remuneration Committee in terms of the Regulations includes the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. devising a policy on Board diversity;
4. identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal;
5. deciding whether to extend or continue the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of Independent Directors. Pursuant to Schedule V to the Companies Act, 2013, in case of no profits or inadequate profits, the Nomination and Remuneration Committee has been empowered to consider, approve and recommend the remuneration of Whole Time Director/Managing Director.

IV. Performance Evaluation

In terms of Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors in its meeting held on 14th February, 2019 evaluated the performance of Independent Directors in terms of criteria of performance evaluation as laid down by Nomination and Remuneration Committee which covers the area relevant to their role as Independent Director in the Company.

During the Financial Year 2018-19, a separate meeting of the Independent Directors of the Company was held on 7th March, 2019 in terms of Regulation 25 of the Regulations.

The Independent Directors in their separate meeting:

- i. reviewed the performance of non-independent Directors and the Board as a whole;
- ii. reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. DIRECTORS

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Mr. Sushil Kumar Agrawal is liable to retire by rotation at the forth coming Annual General Meeting and being eligible offered herself for re-appointment.

Remuneration of Directors

(a) Disclosures on remuneration and shareholding of directors:-

NAME OF MEMBER	FIXED COMPONENT (Rs. in lacs)		PERFORMANCE LINKED INCENTIVES	SHARES HELD
1. Raj Kumar Sharma (Executive Whole-time Director)	Salary	1.80	NIL	NIL
	Allowances	Nil		
	Commission	Nil		
	Other Benefits	Nil		
	TOTAL	1.80		

(b) Terms of Service Contract

Sl. No.	Particulars	Tenure of Appointment
1.	Raj Kumar Sharma	from 28 th July 2019 to 27 th July, 2024
2.	Sushil Kumar Agrawal	Not Applicable
3.	Vandana Agrawal	Not Applicable
4.	Vivek Sureka	from 9 th August, 2019 to 8 th August, 2024

(c) **Stock Option Details:** The Company does not have any Stock Option Scheme.

(d) **Criteria of making payments to Non-Executive Directors:-** Non-Executive Directors of the Company are paid sitting fees for attending board meetings and committee meetings as held from time to time. Except this no monetary/other benefits are given to non-executive directors of the Company.

(e) Shareholding of Non-Executive Directors

SL. NO.	NAME OF MEMBERS	SHARES HELD	% OF HOLDING
1.	Sushil Kumar Agrawal	11500	4.79
2.	Vandana Agrawal	11500	4.79
3.	Vivek Sureka	Nil	Nil

6. GENERAL BODY MEETING

Annual General Meetings

The Details of Last Three Annual General Meeting are as follows:

Financial Year	Date	Time	Locations	Details of Special Resolutions passed and postal ballot conducted during the year.
2017-18	20.09.2017	11:30 A.M.	Registered office	Special Resolution for Authority to Give Loans and Make Investments In Other Bodies Corporate was passed at the AGM and no postal ballot was conducted during the F.Y 2017-18.
2016-17	20.09.2017	11:30 A.M.	Registered	No Special resolution passed at the

			office	AGM and no postal ballot was conducted during the F.Y 2016-17
2015-16	28.09.2016	10:30 A.M.	Registered office	No Special resolution passed at the AGM and no postal ballot was conducted during the F.Y 2015-16.

Extra-ordinary General Meetings

On March 19, 2019 Extra-ordinary General Meetings was held to appoint M/s. A. Balasaria & Co., Chartered Accountants (ICAI Registration no. 319300E), Kolkata as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Sarp & Associates, Chartered Accountants (ICAI Registration No. 007375C)."

Postal Ballot

There are no special resolutions passed during 2018-19 through postal ballot and no special resolution is proposed to be conducted through postal ballot.

7. MEANS OF COMMUNICATION

The Company publishes the Quarterly, Half Yearly and Annual Financial Results in Business Standard in English and Kalantar in Vernacular language and also posts the results in the Company's website i.e. www.pisl.in

8. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

The forthcoming AGM of the Company shall be held at 11:30 A. M. on Thursday, the 26th Day of September, 2019 at registered office of the company at "Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No. 306, Kolkata- 700 001.

Financial Year:

Financial year of the Company commences on April 1 and ends on March 31. The four Quarters of the Company ends on June 30; September 30; December 31 and March 31 respectively.

Date of Book Closure

20th September, 2019 to 26th September, 2019 (Both Days inclusive)

Listed on Stock Exchanges

The Shares of the Company are listed on Calcutta Stock Exchange Limited, Scrip Code: 10026207

Registrar & Transfer Agent

ABS CONSULTANT PVT. LTD. is the Registrar and Transfer agent for handling the share registry work relating to shares held in physical form. The Share Transfers were duly registered and returned in the normal course within stipulated period, if the documents were clear in all respects. The Shareholders are therefore advised to send all their correspondences directly to the Registrar and Transfer Agent of the Company at the below mentioned address:

ABS CONSULTANT PVT. LTD.

99, STEPHENS HOUSE, 6TH FLOOR,
4, B.B.D BAG(EAST),
KOLKATA-700 001
Tel No: 033-22301043 / 224301 53
Fax: 033-22430153
Email: absconsultant@vsnl.net

However, for the convenience of Shareholders, correspondences relating to Shares received by the Company are forwarded to the Registrar and Transfer Agent for action thereon.

Share Transfer System:

Presently, the share transfers in physical form are processed and the share certificates returned within a period of 15 days from the date of receipt of the document, subject to the documents being clear in all respects. The Board has delegated the authority for approving the transfers to the RTA subject to approval by Shareholders'/Investors' Grievance Committee. Shareholders Grievances and other miscellaneous correspondence on change of address, mandates etc., received from members are generally processed by RTA of the company within 15 days. The Shareholders'/Investors' Grievance Committee considers the transfer proposal as and when required depending upon the requirements.

Shareholding pattern of the Company as per category of shareholders as on March 31, 2017:

Category	No. of Shares	Percentage (%)
Promoter & Promoter Group	34550	14.40 %
Public Shareholding	205450	85.60 %
Others	Nil	Nil

Share Dematerialisation System:

The requests for dematerialisation of shares are processed by Registrar & Transfer Agent (RTA) expeditiously and the confirmation in respect of dematerialisation is entered by RTA in the depository system of the respective depositories, by way of electronic entries for dematerialization of shares generally on weekly basis. In case of rejections the documents are returned under objection to the Depository Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

Dematerialization of Shares and Liquidity:

The Company's all Equity Shares are in the physical mode and are not traded in Stock Exchange.

Demat / Physical Form as on March 31, 2019	No. of Shares	Percentage
Physical	2,17,000	90.42
Demat	23,000	9.58

Outstanding ADRs/GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity: Not Applicable

Addresses for Correspondence:



For Share transfer/demat/remat of shares or any other query relating to shares: -

ABS Consultant Pvt. Ltd., 99, Stephens House, 6th Floor, 4, B.B.D. BAG(East),
Kolkata-700 001, Tel. No: 033-22430153, 22301043, Fax No. : 033-22430153,
Email: absconsultantl@vsnl.net

For Investors Assistance:-

Mr. Raj Kumar Sharma, Compliance Officer, Pronto Industrial Services Limited, "Centre Point", 21, Hemant Basu Sarani, 3rd Floor, Room No. 306, Kolkata - 700001, Phone: 033-30288500/ 30288501, Email: investors.pronto@gmail.com.

M. E-mail for investors:

The Company has designated investors.pronto@gmail.com as email address especially for investors' grievances. SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Nomination facility:

The Shareholders holding Shares in physical form may, if they so want, send their nominations in prescribed Form SH-13 of the Companies (Share Capital and Debentures) Rules 2014, to the Company's RTA. The said form can be obtained from the Company's RTA.

Updation of Shareholders information:

The Shareholders of the Company are requested to intimate their latest Residential Address along with the details of their Shareholding in "Updation of Shareholder's Information Form" (which can be obtained from the Registered Office of the Company. The duly filled form for Updation of information may either be sent to the Company at its Registered Office or be hand-delivered at the Annual General Meeting of the Company.

9. OTHER DISCLOSURES

Basis of Related Party Transactions:

During the year 2018-19, there were no material individual transactions with related parties, which are not in normal course of business or are not on an Arm's Length basis. The statements in summary form of transactions with Related Parties in the ordinary course of business, if any, are placed periodically before the Audit Committee for its consideration and review. All disclosures related to financial and commercial transactions where Directors are interested are provided to the Board and the interested Directors neither participated in the discussion nor did they vote on such matters. The details of the Related Party Transactions, if any, during the year are given in the Notes forming part of financial statements.

Further, the Company has formulated a policy on materiality of Related Party Transactions in accordance with the Regulation 23 of the Regulations (Clause 49 of the erstwhile Listing Agreements) and the same is available on the website of the Company i.e. [www.pisl.in](http://www.pisl.in/assets/img/pdf/other-corporate-announcement/PRONTO-POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf) under the link <http://www.pisl.in/assets/img/pdf/other-corporate-announcement/PRONTO-POLICY-ON-RELATED-PARTY-TRANSACTIONS.pdf>

Risk Management Framework:

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In pursuance to the Companies Act, 2013 and Regulation 17(9) of the Regulations, the Board of Directors of the Company has in place mechanisms to inform Board Members about the risk assessment and minimization procedures and periodical review to ensure that executive management controls risk by means of a properly defined framework. A note on Risk Management is given in the Management Discussion and Analysis section forming part of the Directors Report.

Compliance by the Company:

There were no instances of any non-compliance by the Company or any penalties imposed on the Company by Stock Exchanges or SEBI or any other Statutory Authority, on any matter related to the Capital Markets, during the last three years.

Whistle Blower Policy/Vigil Mechanism:

The Whistle Blower policy/Vigil Mechanism of the Company has been formulated as per Regulation 22 of the Regulations and Section 177 of the Companies Act, 2013. The mechanism under the Policy has been appropriately communicated within the organization. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects the employees who wish to raise a concern about serious irregularities, unethical behaviour, actual or suspected fraud within the Company by reporting the same to the Audit Committee.

During the year, no unethical behavior has been reported. Further, the Company has not denied any personnel access to the Audit Committee and it will provide protection to Whistle Blower, if any, from adverse personnel action.

The Whistle Blower Policy of the Company is available on the website i.e. www.pisl.in under the link <http://www.pisl.in/assets/img/pdf/other-corporate-announcement/PRONTO-WHISTLE-BLOWER-POLICY.pdf>

Policy on criteria for Determining Materiality of Events:

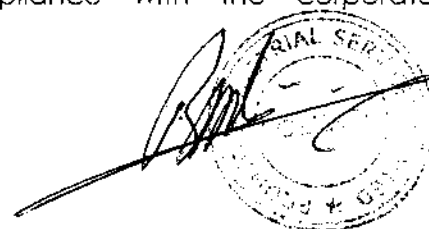
The Policy on criteria for determining Materiality of Events has been framed in accordance with Regulation 30 of the Regulations which defines the criteria for determining the materiality of events or information related to the Company provides that such information should be adequately disseminated in pursuance with the Regulations and further provides for the overall governance framework for such determination of materiality. The said policy is available on the website of the Company i.e. www.pisl.in under the link <http://www.pisl.in/assets/img/pdf/other-corporate-announcement/PRONTO POLICY ON MATERIALITY OF EVENTS.pdf>

Code of Conduct and Corporate Ethics:

Pronto Industrial Services Limited believes that Good Corporate Governance is the key to the Conduct of Company's Business in a transparent, reliable and vibrant manner. It is of paramount importance for any Company to create an atmosphere of faith, integrity, accountability, responsibility and financial stability by adhering to commitment, ethical business conduct, a high degree of transparency thereby unlocking the individual intellectual capabilities and enabling its Board of Directors to conduct its duties under a moral authority, which ultimately leads to enhance legitimate needs and value of the stakeholders. A copy of "Model Code of Conduct" formulated in terms of Regulation 17 of the Regulations has been posted at Company's official website i.e. www.pisl.in

Disclosure of compliances:


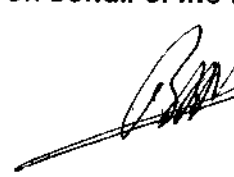
As per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, The compliance with the corporate



governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Your Company "Pronto Industrial Services Limited" is not having paid up equity share capital exceeding rupees ten crore and net worth exceeding rupees twenty five crore, as on the last day of the previous financial year 2017-18, as well as on the last day of the financial year 2018-19, but following a good corporate governance practice your Company is reporting the relevant disclosures.

For and on Behalf of the Board of Directors



Raj Kumar Sharma
Director
DIN: 00291392

Place: Kolkata

Date: 29th May, 2019

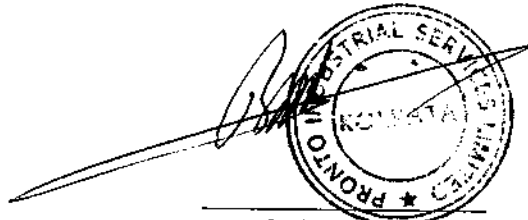
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COMPLIANCE WITH CODE OF CONDUCT

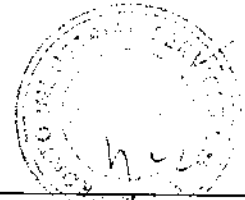
The Company has adopted "Code of Business Conduct and Ethics". This code deals with the Good Governance and ethical Practices, which the Company, the Board members and the Senior Management of the Company are expected to follow.

It is hereby affirmed that during the year 2018-19, all the Directors and Senior Managerial personnel have complied with the Code of Conduct and have given a confirmation in this regard.

For Pronto Industrial Services Limited



Raj Kumar Sharma
Whole-time Director
DIN: 00291392



Sushil Kumar Agrawal
Director
DIN : 00649521

Place: Kolkata

Date: 29th May, 2019

CIN- L57120WB1982PLC035476

COMPLIANCE CERTIFICATE AS PER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)

CEO/CFO CERTIFICATE

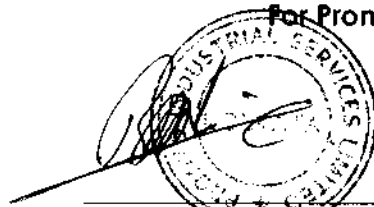
We have reviewed financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:

- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- 3) No transaction entered into by the Company during the above said period, which is fraudulent, illegal or violative of the Company's Code of Conduct.

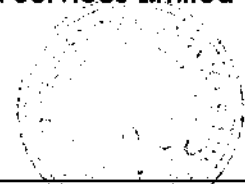
Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial statements and we have disclosed to the Auditors and the Audit Committee, wherever applicable:

- 1) Deficiencies in the design or operation of internal controls, if any, which came to our notice and the steps we have taken or propose to take to rectify these deficiencies;
- 2) Significant changes in internal control over financial reporting during the year 2018-19;
- 3) Significant changes in accounting policies during the year 2018-19 and that the same have been disclosed in the notes to the financial statements;
- 4) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Pronto Industrial Services Limited



Raj Kumar Sharma
Whole-time Director
DIN: 00291392



Sushil Kumar Agrawal
Director
DIN: 00649521

Place: Kolkata

Date: 29th May, 2019



Independent Auditor's Report to the Members of Pronto Industrial Services Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of "Pronto Industrial Services Limited" ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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:

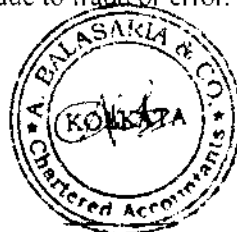
- i. in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2019;
- ii. in the case of the statement of profit and loss, of the Profit for the year ended on that date; and
- iii. In the case of the statement of the Cash Flow Statement for the year ended on that date

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of the Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibility of Management for the Standalone Financial Statements

1. 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 standalone 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.

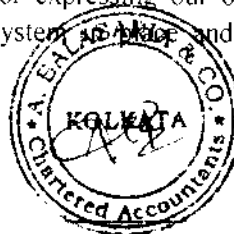




2. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
3. Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

1. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
2. 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 there under.
3. 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.
4. 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.
5. As part of an audit in accordance with the Standards of Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also :
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system over financial reporting and the operating effectiveness of such controls.





- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide with those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure – A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. 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.
 - b. 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
 - c. The Balance Sheet, the Statement of Profit and Loss and the cash Flow Statement for the year then ended, dealt with by this Report are in agreement with the books of account.





A. BALASARIA & CO.
CHARTERED ACCOUNTANTS

- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - B".
- 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:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, A. BALASARIA & CO
(Chartered Accountants)
Firm Regn No. 319300E



ANIRUDH KUMAR BALASARIA
Proprietor
M. No.054788

Place: Kolkata
Dated: 29th Day of May, 2019



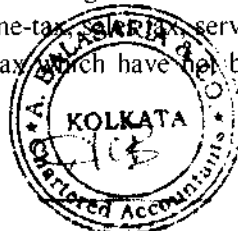
Annexure – A” to the Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date to the member of Pronto Industrial Services Limited for the year ended 31st March, 2019.

- i. The Company does not have any fixed or Immovable Assets Consequently the provision of clause 3(i)(b) to 3(i)(c) of the order are not applicable to the company and hence not commented upon..
- ii. (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.

(b) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. No discrepancies were noticed on physical verification of inventory.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, 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. Consequently, the provisions of clause 3 (iii) (a) and 3 (iii) (b) of the order are not applicable to the Company and hence, not commented upon.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified. Therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods & Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax, service tax, goods & service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of any dispute.





A. BALASARIA & CO.
CHARTERED ACCOUNTANTS

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures
- ix. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has not been paid or provided. Therefore, provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- xiii. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For, **A. BALASARIA & CO**
(Chartered Accountants)
Firm Regn No. 319300E

A. Balasaria



ANIRUDH KUMAR BALASARIA
Proprietor
M. No.054788
Place: Kolkata
Dated: 29th Day of May, 2019



“Annexure - B” to the Independent Auditor’s Report of even date on the Financial Statements of Pronto Industrial Services Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Pronto Industrial Services Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

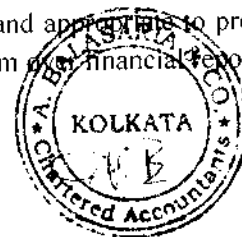
These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.





Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on , "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For, **A. BALASARIA & CO**
(Chartered Accountants)
Firm Regn No. 319300E

A. Balasaria



ANIRUDH KUMAR BALASARIA
Proprietor
M. No.054788

Place: Kolkata

Dated: 29th Day of May, 2019

PRONTO INDUSTRIAL SERVICES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

PARTICULARS	Note No.	Figures As At 31/03/2019 (Rs.)	Figures As At 31/03/2018 (Rs.)
<u>I. EQUITY AND LIABILITIES</u>			
(1) <u>Shareholders' Funds</u>			
(a) Share Capital	2	74,00,000.00	74,00,000.00
(b) Reserves & Surplus	3	92,88,649.85	87,66,238.85
		166,88,649.85	161,66,238.85
(2) <u>Non-Current Liabilities</u>			
		-	-
(3) <u>Current Liabilities</u>			
(a) Other Current Liabilities	4	30,01,500.00	25,41,500.00
(b) Short Term Provisions	5	6,56,030.00	8,32,050.00
		36,57,530.00	33,73,550.00
<u>TOTAL (1 TO 3)</u>		203,46,179.85	195,39,788.85
<u>II. ASSETS</u>			
(1) <u>Non Current Assets</u>			
(a) Long Term Loans & Advances	6	195,88,446.35	186,96,609.00
(b) Other Non Current Assets	7	1,00,000.00	1,00,000.00
(2) <u>Current Assets</u>			
(a) Cash & Cash Equivalents	8	34,720.85	1,22,908.35
(b) Other Current Assets	9	6,23,012.65	6,20,271.50
<u>TOTAL (1 TO 2)</u>		203,46,179.85	195,39,788.85
Significant Accounting Policies Notes to Financial Statements	1 2-14	-	-



As per Report of even date
For **A. BALASARIA & CO.**
Chartered Accountants

PRONTO INDUSTRIAL SERVICES LIMITED

A. Balasaria

[Signature]
Director / Authorised Signatory

ANIRUDH KUMAR BALASARIA **PRONTO INDUSTRIAL SERVICES LIMITED**

Proprietor

M. No. 054788

[Signature]
Director / Authorised Signatory

Place : Kolkata

Dated : 29th Day Of May 2019

Directors

PRONTO INDUSTRIAL SERVICES LIMITED
PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

PARTICULARS	Note No.	Figures for the Year Ended 31/03/2019 (Rs)	Figures for the Year Ended 31/03/2018 (Rs)
I) Revenue from Operations	10A	16,76,242.00	17,40,774.50
II) Other Income		-	-
III) TOTAL REVENUE (I + II)		16,76,242.00	17,40,774.50
IV) EXPENSES			
Employee Benefit Expenses	10B	8,20,000.00	3,72,000.00
Depreciation		-	-
Other Expenses	10C	2,56,133.00	1,98,800.75
TOTAL EXPENSES		10,76,133.00	5,70,800.75
V) Profit Before Tax (III - IV)		6,00,109.00	11,69,973.75
VI) Tax Expenses			
Current Tax		(1,56,030.00)	(3,01,270.00)
(Income Tax from Earlier Years)		78,332.00	-
VII) Profit/ (Loss) After Tax (V + VI)		5,22,411.00	8,68,703.75
VIII) Basic & Diluted Earnings Per Equity Share	13	2.18	3.62
Significant Accounting Policies	1		
Notes to Financial Statements	2-14		



As per Report of even date
For A. BALASARIA & CO.
Chartered Accountants

A. Balasaria

ANIRUDH KUMAR BALASARIA
Proprietor
M. No. 054788

PRONTO INDUSTRIAL SERVICES LIMITED

[Signature]
Director / Authorized Signatory

Director / Authorized Signatory

Place : Kolkata
Dated : 29th Day Of May 2019

Directors

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

(Annexed to and forming part of Balance Sheet as at 31st March, 2019, 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 as per Schedule II of Companies Act 2013.

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 :

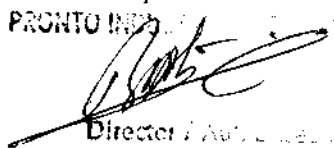
The earnings in ascertaining the company's EPS comprises the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

g. 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 / Authorized Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorized Signatory

NOTES TO FINANCIAL STATEMENTS

2) SHARE CAPITAL

Particulars	As at 31.03.2019		As at 31.03.2018	
	Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
(a) Authorized Share Capital Equity Shares & 15% Non Cumulative Preference Shares of Rs. 10/- each	2,50,000	75,00,000.00	2,50,000	25,00,000.00
	2,50,000	75,00,000.00	2,50,000	25,00,000.00
(b) Issued, Subscribed & Fully Paid-up Capital Equity Shares of Rs. 10/- each 15% Non Cumulative Preference Share	2,40,000 5,00,000 7,40,000	24,00,000.00 50,00,000.00 74,00,000.00	2,40,000 5,00,000 7,40,000	24,00,000.00 50,00,000.00 74,00,000.00
(c) Reconciliation of Equity shares outstanding at the beginning and at the end of the financial year	As at 31.03.2019		As at 31.03.2018	
	Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
Balance at the beginning of the financial year	2,40,000	24,00,000.00	2,40,000	24,00,000.00
Allotment during the financial year	-	-	-	-
Balance at the end of the financial year	2,40,000	24,00,000.00	2,40,000	24,00,000.00
(d) Reconciliation of 15% Non Cumulative Preference shares outstanding at the beginning and at the end of the financial	As at 31.03.2019		As at 31.03.2018	
	Quantity (Nos.)	Amount Rs.	Quantity (Nos.)	Amount Rs.
Balance at the beginning of the financial year	-	-	5,00,000	50,00,000.00
Allotment during the financial year	-	-	-	-
Balance at the end of the financial year	-	-	5,00,000	50,00,000.00
(e) Shareholders holding more than 5% of Preference Share Capital	As at 31.03.2019		As at 31.03.2018	
	(Nos)	(%)	(Nos)	(%)
Khetan Tracon Pvt.Ltd.	1,30,000	17.57	1,30,000	17.57
Shivarpan Vanijya Pvt.Ltd.	1,20,000	16.22	1,20,000	16.22
Kripalu Tradecom Pvt.Ltd.	1,25,000	16.89	1,25,000	16.89
Hepatica Merchants Ltd.	1,25,000	16.89	1,25,000	16.89
	5,00,000	67.57	5,00,000	67.57

(f) The Company has only one class of shares referred to as Equity Shares having a par value of Rs. 10/- as on 31.03.2019. 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 as on 31.03.2019. 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 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
(a) <u>Securities Premium Account</u> Balance as per last account	-	-
Add: Premium Received on Issue of shares	75,00,000.00	75,00,000.00
(a)	75,00,000.00	75,00,000.00
(b) <u>Special Reserve Fund (In terms of Section 45 IC of the RBI Act, 1934)</u> Balance as per last account	3,53,182.08	1,79,441.33
Add: Transfer from Profit and Loss Statement	1,04,482.20	1,73,740.75
(b)	4,57,664.28	3,53,182.08
(c) <u>Surplus in Profit & Loss Statement</u> Balance as per last account	9,13,056.77	2,18,093.77
Add: Transfer from Profit & Loss Statement	5,22,411.00	8,68,703.75
Less: Proposed Dividend	-	-
Adjustment with Fixed Assets	-	-
Transfer to Statutory Reserve Fund	(1,04,482.20)	(1,73,740.75)
(c)	13,30,985.57	9,13,056.77
Total (a to c)	92,88,649.85	87,66,238.85

4) OTHER CURRENT LIABILITIES

Particulars	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
(a) Audit Fees Payable	1,500.00	1,500.00
(b) Salary & Bonus Payable	7,50,000.00	90,000.00
(c) Others	22,50,000.00	24,50,000.00
	30,01,500.00	25,41,500.00

5) SHORT TERM PROVISIONS

Particulars	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
(a) Earlier Provisions	5,00,000.00	5,30,780.00
(b) Current Year Provision	1,56,030.00	3,01,270.00
	6,56,030.00	8,32,050.00



PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorised Signatory

PRONTO INDUSTRIAL SERVICES LIMITED

Director / Authorised Signatory

6) LONG TERM LOANS & ADVANCES


Particulars	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
Loans	186,88,446.35	177,96,609.00
Advances	9,00,000.00	9,00,000.00
	195,88,446.35	186,96,609.00

7) OTHER NON-CURRENT ASSETS

Particulars	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
Capital Registration Fees	1,00,000.00	1,00,000.00
	1,00,000.00	1,00,000.00

Particulars	Figures as at 31.03.2019 (Rs)	Figures as at 31.03.2018 (Rs)
8) CASH AND CASH EQUIVALENTS		
Cash on Hand	28,386.00	1,694.00
Balance with Banks in Current Account	6,334.85	1,21,214.35
	34,720.85	1,22,908.35
9) OTHER CURRENT ASSETS		
Tax Deducted at Sources	4,56,861.00	6,20,271.50
Tax Deducted at Sources (A.Y.19-20)	1,66,151.65	-
	6,23,012.65	6,20,271.50



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 Director / Authorised Signatory

Director / Authorised Signatory

10) **ADDITIONAL INFORMATION PURSUANT TO PART II OF SCHEDULE III TO THE COMPANIES ACT 2013 :**

A REVENUE FROM OPERATIONS

Particulars	Year Ended 31/03/2019 (Rs.)	Year Ended 31/03/2018 (Rs.)
Interest Received	16,61,523.00	17,40,250.50
Interest on IT Refund	14,719.00	524.00
	16,76,242.00	17,40,774.50

B EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31/03/2019 (Rs.)	Year Ended 31/03/2018 (Rs.)
Salary and Bonus	8,20,000.00	3,72,000.00
	8,20,000.00	3,72,000.00

C OTHER EXPENSES


Particulars	Year Ended 31/03/2019 (Rs.)	Year Ended 31/03/2018 (Rs.)
Advertisement	20,998.00	9,450.00
Accounting Charges	-	18,000.00
Demat Charges	1,460.00	1,460.00
Dematerialisation Expenses	21,307.00	34,895.00
Filing Fees	4,650.00	10,000.00
Bank Charges	2,507.50	3,183.25
Consultant Fees	10,500.00	-
Electricity Expenses	13,347.00	-
Interest on Taxes Paid	9,217.50	-
Printing & Stationary	15,384.00	15,460.00
Registrar Expenses	42,480.00	37,942.50
Listing Fees	29,500.00	28,750.00
Rent Paid	17,000.00	2,000.00
Office Maintenance Expenses	18,608.00	14,750.00
Trade License	-	2,150.00
Travelling & Conveyance	18,300.00	14,260.00
Courier Charges	26,253.00	-
Secretarial Charges	-	2,500.00
Website Expenses	3,121.00	2,500.00
Auditor's Remuneration		
- As Auditors	1,500.00	1,500.00
	2,56,133.00	1,98,800.75

- 11) 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.
- 12) 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.

13) EARNINGS PER SHARE:

Particulars	Year Ended 31/03/2019	Year Ended 31/03/2018
Net Profit/(Loss) attributable to Equity Shareholders (Rs.)	5,22,411.00	8,68,703.75
Weighted average number of Equity Shares in issue	2,40,000	2,40,000
Basic & Diluted Earning per share of Rs.10/- each (in Rs.)	2.18	3.62

PRONTO INDUSTRIAL SERVICES LIMITED


Director / Authorised Signatory



PRONTO INDUSTRIAL SERVICES LIMITED
Director / Authorised Signatory

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)

Pariticulars		
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	195,88,446.35	
(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	



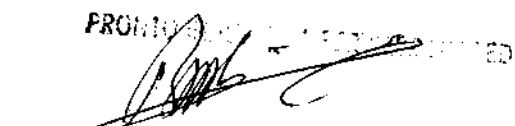
PRONTO INDUSTRIAL LIMITED

Director / Authorised Signatory

PRONTO INDUSTRIAL LIMITED

Director / Authorised Signatory

(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 (olease 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 Securitiies		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		Nii	
(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		195,88,446.35	195,88,446.35
Total		195,88,446.35	195,88,446.35


 Director / Authorised Signatory



(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)

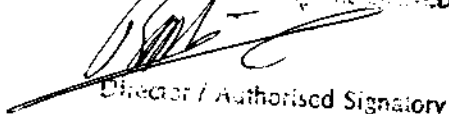
(7) Other Information

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 :

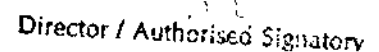
- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions , 1998.
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding Companies Prudential Norms (Reserve Bank) Directions , 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.

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