

## **Notice of Annual General Meeting**

Notice is hereby given that the First Annual General Meeting of the members of Prospect Commodities Limited will be held on Friday, 29th day of September, 2023 at 11.00 AM at 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad - 380054, Gujarat, India to transact the following business:

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Standalone Financial Statements of the Company comprising the Balance sheet as on 31<sup>st</sup> March, 2023, Statement of Profit & Loss and Notes thereto for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint M/s. C.R. Sharedalal & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time, M/s. C.R. Sharedalal & Co., Chartered Accountants, Ahmedabad (FRN No. 109973W) be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2028, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.

3. To appoint a Director in place of Mrs. Priyanka Vimal Mishra (DIN: 09459276), who retires by rotation and being eligible, offer herself for reappointment. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS**

4. To Regularize Additional Non-executive Director Mrs. Riddhi Bharkumar Vasita (DIN: 06876566) as a Non-executive Director. To consider and if thought fit, to

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pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mrs. Riddhi Bharatkumar Vasita (DIN: 06876566), who was appointed as an Additional Director of the company, with effect from 23<sup>rd</sup> December, 2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof)and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company, who will be liable to retire by rotation.”

**By Order of the Board of Directors of  
PROSPECT COMMODITIES LIMITED**

**Sd/-**

**Bhargavi Jay Pandya**  
**Company Secretary & Compliance officer**  
**(Membership No-A62039)**

**Date: 10/08/2023**  
**Place: Ahmedabad**

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**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 2 and 4 of the Notice of the 1<sup>st</sup> AGM, is annexed hereto.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM and is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification for attendance at the Meeting.

3. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
4. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standard-2 on General Meeting.
5. The Annual Report including Notice of the 1<sup>st</sup> AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 1<sup>st</sup> AGM of the Company will also be available on the website of the Company at [www.prospectcommodities.com](http://www.prospectcommodities.com). The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

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6. Electronic copy of the Notice of the 1<sup>st</sup> Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days will be inclusive).
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited ("the RTA") to provide efficient and better services.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
10. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
11. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
12. Members seeking any information with regard to 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 AGM.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
14. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited having their registered office at E-3 Ansa Industrial Estates, Sakivihar Road, Sakinaka, Mumbai- 400072, Maharashtra, India and office in Ahmedabad at address A-802, Samudra Complex, Near Girish Cold Drinks, Off. C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat, India.

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15. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2022-23.
16. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report: In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.prospectcommodities.com](http://www.prospectcommodities.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**VOTING THROUGH ELECTRONIC MEANS:**

17. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting"). Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, September 22, 2023 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM.
18. In addition the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General Meeting.
19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the cut-off date, i.e. Friday, September 22, 2023, shall be entitled to avail the facility of remote e-voting. Only those Shareholders, who will be present at the AGM and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote at the AGM.
- 20. The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Tuesday, September 26, 2023 and ends on Thursday, September 28, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 22, 2023 may cast their vote

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electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service</li> </ol>

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	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	<ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Prospect Commodities Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@prospectcommodities.com](mailto:info@prospectcommodities.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR ( self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

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2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**By Order of the Board of Directors of  
PROSPECT COMMODITIES LIMITED**

**Sd/-**

**Bhargavi Jay Pandya**  
**Company Secretary & Compliance officer**  
**(Membership No-A62039)**

**Date: 10/08/2023**

**Place: Ahmedabad**

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No.2**

M/s. C.R. Sharedalal & Co., Chartered Accountants (Firm Registration No.:109943W), Ahmedabad were appointed as First Auditor of the Company as on 06/01/2022. As per provision of the Companies Act, 2013, First Auditor of the Company will hold the office till the conclusion of First Annual General meeting.

The Board of Directors of the Company, in its meeting held on 10<sup>th</sup> August, 2023, based on the recommendation of the Audit Committee, approved and recommended the appointment of C.R Sharedalal & Co., Chartered Accountants (Firm Registration No.:109943W), as the Statutory Auditors of the Company for a term of 5 years, from the conclusion of this AGM to conclusion of AGM to be held in year 2028 as set out in the Resolution no. 2, for approval of the Members as an Ordinary Resolution.

- a. Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of AGM of the year 2028
- b. Proposed Fees: Remuneration for Statutory Auditor of Company will be Rs.3,50,000 p.a.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item No.4**

Mrs. Riddhi Bharkat Kumar Vasita (DIN: 06876566), who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> December, 2022 under Section 161 of the Companies Act, 2013, she is now required to be appointed as regular director of the Company u/s. 149 and 152 of the Companies Act, 2013.

The Board of directors therefore seeks approval of shareholders of the Company by way of Ordinary resolutions and recommends appointing her as regular director of the Company.

Mrs. Riddhi Bharkat Kumar Vasita (DIN: 06876566), is considered as interested in the matter.

**By Order of the Board of Directors of**  
**PROSPECT COMMODITIES LIMITED**

**Sd/-**

**Bhargavi Jay Pandya**  
**Company Secretary & Compliance officer**

**Date: 10/08/2023**  
**Place: Ahmedabad**

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**ANNEXURE TO NOTICE OF AGM**

**BRIEF PROFILE OF THE DIRECTOR RETIRE BY ROTATION/SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

**1. Mrs. Priyanka Vimal Mishra**

<b>DIN</b>	09459276
<b>Date of Appointment</b>	06/01/2022
<b>Qualifications</b>	MBA (Finance)
<b>Expertise in specific functional areas</b>	She has overall more than 10 years of experience in the handling the Administration work, monitoring the Marketing and Financing team and motivates them to achieve the target industry in which the company is presently engaged. Currently she is looking after Admin / HR Activities of the company along with Financial controller.
<b>Directorship/Committee memberships in other companies</b>	NIL
<b>Chairman/Membership of the committee of the Board of companies on which he/she is a Director</b>	NIL
<b>Number of shares held in the Company</b>	1205000
<b>Relationship with Directors</b>	The appointee and Managing Director are related to each other as wife and husband
<b>Number of meeting of the Board attended during the year</b>	13
<b>Terms and Conditions of appointment-reappointment</b>	Non-Executive Director liable to retire by rotation

**2. Mrs. Riddhi Bharatkumar Vasita**

<b>DIN</b>	06876566
<b>Date of Appointment</b>	23/12/2022
<b>Qualifications</b>	Bachelor of Arts
<b>Expertise in specific functional areas</b>	She has overall 23 years of experience in the Finance and loan department. She has been associated with our Company since December 23, 2022.
<b>Directorship/Committee memberships in other companies</b>	1. Blackpearl Shipping & Logistics Private Limited -Director
<b>Chairman/Membership of the committee of the Board of companies on which he/she is a Director</b>	1. Member of Audit Committee and Nomination and Remuneration committee

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	2. Chairman of Stakeholder Relationship committee
<b>Number of shares held in the Company</b>	26500
<b>Relationship with Directors</b>	NIL
<b>Number of meeting of the Board attended during the year</b>	5
<b>Terms and Conditions of appointment-reappointment</b>	Non-Executive Director liable to retire by rotation

**By Order of the Board of Directors of  
PROSPECT COMMODITIES LIMITED**

**Sd/-**

**Bhargavi Jay Pandya**  
**Company Secretary & Compliance officer**  
**(Membership No-A62039)**

**Date: 10/08/2023**  
**Place: Ahmedabad**

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**PROSPECT COMMODITIES LIMITED**

CIN: U01400GJ2022PLC128482

Reg. Office: 417, SUN ORBIT B/H. RAJPATH CLUB ROAD, BODAKDEV AHMEDABAD GJ  
380054 IN

Email: [info@prospectcommodities.com](mailto:info@prospectcommodities.com) | Phone no.: +91 7948000696 |

Website: [www.prospectcommodities.com](http://www.prospectcommodities.com)

**Attendance Slip First Annual General Meeting**

Please Fill Attendance Slip and hand it over at The Entrance of the Meeting Hall. Joint shareholders may obtain additional slip at the venue of the meeting.

Folio No.	
DP Id	
Client ID	
No. of shares	

I/We hereby record my presence at the 1<sup>st</sup> Annual General Meeting of the Company at 417, Sun Orbit B/h. Rajpath Club Road, Bodakdev Ahmedabad- 380054, Gujarat, India on Friday, September 29, 2023 at 11:00 A.M.

Name of the Shareholder		Signature of Shareholder	
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Notes:

1. Only Member/Proxy holder can attend the meeting.
2. Please complete the folio no./DP ID No., Client ID No. and Name of the Member/proxy holder, sign this attendance slip and hand it over duly signed at the entrance of the meeting hall.



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**Form No. MGT-12 Polling paper**

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

**BALLOT PAPER**

S. No.	Particulars	Details		
1.	<b>Name of the First Shareholder</b>			
2.	<b>Postal Address</b>			
3.	<b>Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)</b>			
4.	<b>Class of Share</b>			
<b>I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:</b>				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>Ordinary Businesses:</b>				
1.	To consider and adopt the Audited Standalone Financial Statements of the Company comprising the Balance sheet as on 31st March, 2023, Statement of Profit & Loss and Notes thereto for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint M/s. C.R. Sharedalal & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company for the period of 5 years.			
3.	To appoint a Director in place of Mrs. Priyanka Vimal Mishra (DIN: 09459276), who retires by rotation and being eligible, offer herself for reappointment.			
<b>Special Businesses:</b>				
4.	To Regularize Additional Non-executive Director Mrs. Riddhi Bharatkumar Vasita (DIN: 06876566) as a Non-executive Director			

**Place:**

**Date:**

**(Signature of the Shareholder)**

**INSTRUCTIONS:**

1. Members may fill up the Ballot Form printed and submit the same to the Scrutinizer.
2. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
3. In case the member casts his votes through both the processes i.e., E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
4. The right of voting by Ballot Form shall not be exercised by a proxy.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the registrar and share transfer agent of the Company i.e. Bigshare Services Private Limited. Members are requested to keep the same updated.
6. The votes should be cast either in favour or against by putting the tick (/) mark in the column provided for asset or dissent. Ballot Form bearing tick marks in both the columns will render the Ballot Form invalid.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) / Beneficial Owner(s) on the date of dispatch of the Notice.
8. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members
9. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot form signed by a joint shareholder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/ Society etc., a certified copy of the relevant authorization/ Board Resolution to vote should accompany the ballot Form.
11. Instructions for e-voting procedure are available in the Notice of the Annual General Meeting. Please follow the steps for e-voting procedure as given in the Notice of AGM or as available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
12. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.

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**Form No. MGT-11 Proxy form**  
**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies(Management and Administration) Rules, 2014]**

**CIN:** U01400GJ2022PLC128482

**Name of the Company:** PROSPECT COMMODITIES LIMITED

**Registered Office:** 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat, India

Name of the Member(s) :
Registered Address :
Folio No.
Client ID:
DP ID:

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

1	Name:	Signature	
	Address:		
	E-mail ID:		
or failing him/her			
2	Name:	Signature	
	Address:		
	E-mail ID:		
or failing him/her			
3	Name:	Signature	
	Address:		
	E-mail ID:		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Annual General Meeting of the company, to be held on the Friday, September 29, 2023 at 11:00 A.M. at 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Particulars		Vote	
Sr. No.	Ordinary Business	For	For
1	To consider and adopt the Audited Standalone Financial Statements of the Company comprising the		

**PROSPECT COMMODITIES LIMITED**  
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	Balance sheet as on 31st March, 2023, Statement of Profit & Loss and Notes thereto for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint M/s. C.R. Sharedalal & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company for the period of 5 years.		
3	To appoint a Director in place of Mrs. Priyanka Vimal Mishra (DIN: 09459276), who retires by rotation and being eligible, offer herself for reappointment.		
<b>Special Business</b>			
4	To Regularize Additional Non-executive Director Mrs. Riddhi Bharkumar Vasita (DIN: 06876566) as a Non-executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

**Notes:**

1. A Proxy need not be a member of the Company.
2. This form of Proxy must be deposited at the Registered Office of the Company at :  
417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat,  
India , not less than 48 hours before the commencement of the Meeting.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

**ROUTEMAP FOR AGM**

