

PROSPECT

PROSPECT COMMODITIES LIMITED

Registered Office: 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad, Gujarat, India, 380054;

Corporate Identity Number (CIN): U01400GJ2022PLC128482;

Tel. No.: +91 7948000696; **Email:** info@prospectcommodities.com;

Website: www.prospectcommodities.com

NOTICE

Dear Member(s),

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **Prospect Commodities Limited** (“Company”) will be held on **Wednesday, March 13, 2024 at 12.30 P.M. IST** at 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad - 380054, Gujarat, India to transact the following business:

Special Business:

Item 1: INCREASE OF AUTHORISED SHARE CAPITAL 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 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 4,10,00,000/- (Rupees Four Crore Ten Lakh only) divided into 41,00,000 (Forty-One Lakh) Equity Shares of ₹ 10/- each to ₹ 6,50,00,000 (Rupees Six Crore Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following new Clause V as under:

“V. *The Authorised Share Capital of the Company is ₹ 6,50,00,000 (Rupees Six Crore Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each (Rupees Ten Only) each.*”

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item 2: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE NON-PROMOTER CATEGORY

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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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), as amended, the listing agreements entered into by the Company with BSE Limited, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the "**Board**", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, upto 8,70,000 (Eight Lakh Seventy Thousand) Equity Shares of face value of ₹ 10/- each ("**Equity Shares**") at a price of ₹ 64/- (Rupees Sixty-Four only) each including premium of ₹ 54/- (Rupees Fifty Four only) each payable in cash aggregating upto ₹ 5,56,80,000 (Rupees Five Crore Fifty Six Lakh Eighty Thousand only) or such higher price as may be arrived at in accordance with the Chapter V of ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the certain identified non-promoter persons / entities ("**Proposed Equity Allottees**") as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board:

Maximum number of Equity Shares to be allotted

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Sr. No.	Name of Proposed Equity Allottees	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount
1.	Manoj Agarwal (HUF)	AAKHM0603B	1,50,000	96,00,000
2.	Harshad Bhogilal Shah	COXPS2423E	1,00,000	64,00,000
3.	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
4.	Mahendra Agrawal HUF	AAHHM8170N	50,000	32,00,000
5.	Parag Bharat Mehta	AMOPM9591J	50,000	32,00,000
6.	Kadayam Ramanathan Bharat	AGMPB9046R	50,000	32,00,000
7.	Ajit Kumar	AIIPK7673F	40,000	25,60,000
8.	Surbhi Agrawal	ALUPA1812H	40,000	25,60,000
9.	Aashirvaad Money Management Private Limited	AAAYCA6730E	35,000	22,40,000
10.	M Rekha	AHAPR5329Q	25,000	16,00,000
11.	Vanshika Gaur	CVXPG1567Q	25,000	16,00,000
12.	Jitendra Mehta	AAIPM4984F	25,000	16,00,000
13.	Kaaa Infra and Financial Services LLP	ABAFK2296H	24,000	15,36,000
14.	Megha Hemant Agrawal	BHNPA6517P	20,000	12,80,000
15.	Heena Ullas Parikh	AEHPP3143E	20,000	12,80,000
16.	Madan Gopal Aggarwal	ADQPA3636F	15,000	9,60,000
17.	Pankaj Pasi	DEYPP6131J	15,000	9,60,000
18.	Ritesh Kumar Gupta	AHZPG0727G	15,000	9,60,000
19.	Sagar P Brahmbhatt	ACYPB2789D	15,000	9,60,000
20.	Omnibulls Training and Education Private Limited	AACCO9291Q	15,000	9,60,000
21.	Prosperity Catalyst OPC Private Limited	AANCP4065G	15000	9,60,000
22.	Vinay Vijay Nagori	ANBPN5383M	15000	9,60,000
23.	Tejas Udaybhai Sarvaiya	AVEPS1056K	15000	9,60,000
24.	Usha Dhiren Karani	AAQPK9476L	10,000	6,40,000
25.	Paresh Ratilal Vithalani	AAEPV7837N	10,000	6,40,000
26.	Shalin Ashwin Shah	BFGPS0572F	10,000	6,40,000
27.	Reena	CFNPR0794E	10,000	6,40,000
28.	Rakesh Agarwal	AAWPA5361L	6000	3,84,000
Total			8,70,000	5,56,80,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the determination of the minimum price issue and allotment of the Equity Shares shall be Monday, February 12, 2024, being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting;

RESOLVED FURTHER THAT the said Equity Shares shall be issued and allotted by the Company to the Proposed Equity Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-

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principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and within the timelines prescribed under the applicable laws

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares shall be allotted in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- b) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange
- c) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- d) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- f) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Equity Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL / CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Proposed Equity Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the stock exchange as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

Item 3: ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTER / PROMOTER GROUP AND NON-PROMOTER CATEGORY

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended (“**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”) and Securities and

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Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), as amended, the listing agreements entered into by the Company with BSE Limited, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the "**Board**", which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 11,75,000 (Eleven Lakh Seventy-Five Thousand) warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("**Warrants**") at a price of ₹ 64/- (Rupees Sixty Four only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 54/- (Rupees Fifty Four only) each payable in cash aggregating upto ₹ 7,52,00,000 (Rupees Seven Crore Fifty Two Lakh only) or such higher price as may be arrived at in accordance with the Chapter V of ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Promoter/ Promoter Group of the Company and certain identified non - promoter persons / entities ("**Proposed Warrant Allottees**") as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board:

Maximum number of Warrant to be allotted

Sr. No.	Name of Proposed Warrant Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
1.	Vimal Sureshbhai Mishra	AMXPM0301M	1,50,000	96,00,000
2.	Priyanka Vimal Mishra	AOOPP6674F	1,20,000	76,80,000
3.	Prakash Mishra	AMXPM7299N	84,000	53,76,000
B	Others			
1.	Manoj Agarwal (HUF)	AAKHM0603B	1,00,000	64,00,000

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2.	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
3.	Payal T Shrivastava	AUBPS8749M	2,00,000	1,28,00,000
4.	Mahesh Kumar	AAGPK0880Q	2,00,000	1,28,00,000
5.	Chitra Rani Sharma	AYLPR2978P	50,000	32,00,000
6.	Madhu Bala	EPSPB8974K	50,000	32,00,000
7.	Sanjay Madan	AAFPM9401L	40,000	25,60,000
8.	Khushwant Pahwa	AONPP8642J	40,000	25,60,000
9.	Kamesh Jain	AHPPJ3801Q	22,000	14,08,000
10.	Ronak Khambhati	AYUPK7835R	10,000	6,40,000
11.	Nikhil Vijaysingh Pangariya	AKSPP4395B	10,000	6,40,000
12.	Rahul Govind Chaturvedi	CNNPC3702P	10,000	6,40,000
13.	Pravinbhai Babubhai Zapadiya	AAZPZ3156H	10,000	6,40,000
14.	Hiral Kirtan Patel	AMOPP4910E	8000	5,12,000
15.	Rakhil Sureshkumar Yadav	ABXPY4634L	8000	5,12,000
16.	Anand A Trivedi	AHRPT7769D	8000	5,12,000
17.	Jigar Ratilal Shah	BEHPS1634A	5000	3,20,000
Total (A+B)			11,75,000	7,52,00,000

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the determination of the minimum price issue and allotment of the Warrants shall be Monday, February 12, 2024, being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting;

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the Proposed Warrant Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, Board is hereby authorised to record the name and details of the Proposed Warrant Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Warrant Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

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- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Warrant Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- d) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable by the Proposed Warrant Allottees at the time of subscription to the Warrants into the designated bank account of the Company, as prescribed by Regulation 169 of the ICDR Regulations, on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the issue price. A Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Warrant Allottees from their respective bank account into the designated bank account of the Company, at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Warrant Allottees pursuant to conversion of Warrants into equity shares shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Warrant Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Warrant Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Warrant Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) In the event, the equity shares of the Company are either sub-divided or consolidated before the conversion of the Warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the Warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said Proposed Warrant Allottees.
- k) The equity shares so allotted to the Proposed Warrant Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Warrant Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the issue and allotment of Warrant made to NRIs, FPIs and/or other eligible foreign investors, as applicable pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Proposed Warrant Allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned preferential allotment (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and equity shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL / CDSL and for the credit of such Warrants / equity shares to the respective dematerialized securities account of the Proposed Allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/ equity shares and listing thereof, as applicable with the stock exchange as appropriate and utilisation of proceeds of the Warrants, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), Committee(s), executive(s), officer(s), Company Secretary or authorised signatory(ies) of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

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Registered Office

417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev,
Ahmedabad, Gujarat, India, 380054

Place: Ahmedabad

Date: February 15, 2024

**By Order of the Board
For Prospect Commodities**

Limited

Sd/-

Bhargavi Jay Pandya

Company Secretary &

Compliance officer

Membership No-A62039

NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item 1, 2 and 3 forms part of this Notice.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is given at the end of this notice as per the requirement of Secretarial Standard-2 on General Meeting.
5. The Notice of the EGM 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 Notice of the EGM of the Company will also be available on the website of the Company at www.prospectcommodities.com. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
6. 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

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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.

7. 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.
8. 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.
9. The documents referred to in the accompanying Notice calling the EGM and the Explanatory Statement annexed thereto will be available for inspection in electronic mode. Members who wish to inspect the aforementioned documents are requested to write to the Company by sending e-mail to compliance@prospectcommodities.com .
10. 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.
11. 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.
12. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through Ballot paper and e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
13. The results declared along with the Scrutinizers Report shall be placed at the Company's website www.prospectcommodities.com immediately after the results are declared by the Company and simultaneously communicated to the BSE.
14. The Company has appointed Mrs. Kadambari Manish Dave, Practicing Company Secretary (Membership No:7545, Certificate of practice No:5854) proprietor of M/s. Kadambari Dave & Associates as scrutinizer of the company to scrutinize the voting process

VOTING THROUGH ELECTRONIC MEANS:

15. 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

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votes on the resolutions proposed to be passed at the EGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of its Registrar and Transfer Agent “Big Share Services Private Limited” who will provide the e-voting facility of casting votes to a Shareholder using e-voting system (e-voting from a place other than venue of the EGM).

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 Wednesday, March 6, 2024 as the “cut-off date” to determine the eligibility to vote by e-voting or voting at venue of EGM.

16. In addition the facility for voting through Ballot Papers shall also be made available at the EGM and the Members attending the EGM who have not cast their votes through remote e-voting shall be eligible to vote at the Extra Ordinary General Meeting.
17. 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. Wednesday, March 6, 2024, shall be entitled to avail the facility of remote e-voting. Only those Shareholders, who will be present at the EGM and who would not have cast their vote by remote e-voting prior to the EGM and are otherwise not barred from doing so, shall be eligible to vote at the EGM.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins from 09:00 am (IST) on Sunday, March 10, 2024 and ends on 05:00 pm (IST) on Tuesday, March 12, 2024. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off i.e. Wednesday, March 6, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

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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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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.

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

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

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- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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EXPLANATORY STATEMENT [Pursuant to Sec. 102 of the Companies Act, 2013]

Item 1:

To meet the requirements of growing business, the Company has come up with preferential allotment, which necessitates increasing the authorised share capital of the Company by infusion of more capital into the Company. The Board of Directors of the Company at their meeting held on February 15, 2024 have decided to increase the Authorised capital from the existing ₹ 4,10,00,000/- (Rupees Four Crore Ten Lakh only) divided into 41,00,000 (Forty-One Lakh) Equity Shares of ₹ 10/- each to ₹ 6,50,00,000 (Rupees Six Crore Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each by creating additional 24,00,000 (Twenty-Four Lakh) Equity Shares of ₹ 10/- each, ranking *pari-passu* in all respects with the existing equity shares of the Company.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. Further the alteration of Authorised Share capital requires modification of capital clause (Clause V) of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this notice.

The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item 2 and 3:

The Special Resolutions contained in Item Nos. 2 and 3 of the Notice, have been proposed pursuant to the applicable provisions of Sections 42, and 62(1)(c) of the Companies Act, read with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), to issue and allot the following Securities as part of a common private placement offer through a preferential issue (“**Preferential Issue**”):

- (i) Up to 8,70,000 (Eight Lakh Seventy Thousand) equity shares of the Company of face value ₹ 10/- each (“**Equity Shares**”) to the entities belonging to the Non-Promoter Category (“**Proposed Equity Allottees**”); and
- (ii) Up to 11,75,000 (Eleven Lakh Seventy-Five Thousand) fully convertible warrants (“**Warrants**”) to Promoter/ Promoter Group of the Company and certain identified non - promoter persons / entities (“**Proposed Warrant Allottees**”).

The offer for the proposed allotments as mentioned above in Items 2 and 3 shall be made by way of a common offer letter to be issued to the Proposed Equity Allottees and Proposed Warrant Allottee (collectively, the “**Proposed Allottees**”), all of which are further described below:

Maximum number of Equity Shares to be allotted

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Sr. No.	Name of Proposed Equity Allottees	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount
1	Manoj Agarwal (HUF)	AAKHM0603B	1,50,000	96,00,000
2	Harshad Bhogilal Shah	COXPS2423E	1,00,000	64,00,000
3	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
4	Mahendra Agrawal HUF	AAHHM8170N	50,000	32,00,000
5	Parag Bharat Mehta	AMOPM9591J	50,000	32,00,000
6	Kadayam Ramanathan Bharat	AGMPB9046R	50,000	32,00,000
7	Ajit Kumar	AIIPK7673F	40,000	25,60,000
8	Surbhi Agrawal	ALUPA1812H	40,000	25,60,000
9	Aashirvaad Money Management Private Limited	AAAYCA6730E	35,000	22,40,000
10	M Rekha	AHAPR5329Q	25,000	16,00,000
11	Vanshika Gaur	CVXPG1567Q	25,000	16,00,000
12	Jitendra Mehta	AAIPM4984F	25,000	16,00,000
13	Kaaa Infra and Financial Services LLP	ABAFK2296H	24,000	15,36,000
14	Megha Hemant Agrawal	BHNPA6517P	20,000	12,80,000
15	Heena Ullas Parikh	AEHPP3143E	20,000	12,80,000
16	Madan Gopal Aggarwal	ADQPA3636F	15,000	9,60,000
17	Pankaj Pasi	DEYPP6131J	15,000	9,60,000
18	Ritesh Kumar Gupta	AHZPG0727G	15,000	9,60,000
19	Sagar P Brahmbhatt	ACYPB2789D	15,000	9,60,000
20	Omnibulls Training and Education Private Limited	AACCO9291Q	15,000	9,60,000
21	Prosperity Catalyst OPC Private Limited	AANCP4065G	15000	9,60,000
22	Vinay Vijay Nagori	ANBPN5383M	15000	9,60,000
23	Tejas Udaybhai Sarvaiya	AVEPS1056K	15000	9,60,000
24	Usha Dhiren Karani	AAQPK9476L	10,000	6,40,000
25	Paresh Ratilal Vithalani	AAEPV7837N	10,000	6,40,000
26	Shalin Ashwin Shah	BFGPS0572F	10,000	6,40,000
27	Reena	CFNPR0794E	10,000	6,40,000
28	Rakesh Agarwal	AAWPA5361L	6000	3,84,000
Total			8,70,000	5,56,80,000

Maximum number of Warrant to be allotted

Sr. No.	Name of Proposed Warrant Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
1	Vimal Sureshbhai Mishra	AMXPM0301M	1,50,000	96,00,000
2	Priyanka Vimal Mishra	AOOPP6674F	1,20,000	76,80,000
3	Prakash Mishra	AMXPM7299N	84,000	53,76,000

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B	Others			
1	Manoj Agarwal (HUF)	AAKHM0603B	1,00,000	64,00,000
2	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
3	Payal T Shrivastava	AUBPS8749M	2,00,000	1,28,00,000
4	Mahesh Kumar	AAGPK0880Q	2,00,000	1,28,00,000
5	Chitra Rani Sharma	AYLPR2978P	50,000	32,00,000
6	Madhu Bala	EPSPB8974K	50,000	32,00,000
7	Sanjay Madan	AAFPM9401L	40,000	25,60,000
8	Khushwant Pahwa	AONPP8642J	40,000	25,60,000
9	Kamesh Jain	AHPPJ3801Q	22,000	14,08,000
10	Ronak Khambhati	AYUPK7835R	10,000	6,40,000
11	Nikhil Vijaysingh Pangariya	AKSPP4395B	10,000	6,40,000
12	Rahul Govind Chaturvedi	CNNPC3702P	10,000	6,40,000
13	Pravinbhai Babubhai Zapadiya	AAZPZ3156H	10,000	6,40,000
14	Hiral Kirtan Patel	AMOPP4910E	8000	5,12,000
15	Rakhil Sureshkumar Yadav	ABXPY4634L	8000	5,12,000
16	Anand A Trivedi	AHRPT7769D	8000	5,12,000
17	Jigar Ratilal Shah	BEHPS1634A	5000	3,20,000
Total (A+B)			11,75,000	7,52,00,000

The said proposal of issuance of securities to the Proposed Allottees has been considered and subject to the approval of the members of the Company, approved by the Board in their meeting held on February 15, 2024.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the PAS Rules and Regulation 163(1) of Chapter V of the ICDR Regulations and as per Companies Act, 2013:

1. Objects of the Preferential Issue and aggregate amount proposed to be raised,

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. The Board of Directors of the Company proposed to raise up to ₹ 13,08,80,000/- (Rupees Thirteen Crore Eight Lakh Eighty Thousand only) through issue of Equity Shares and convertible Warrants on preferential basis to Promoter/Promoter Group and certain other non-promoter persons/entities, as applicable. The Company shall utilize the proceeds from the Preferential Issue to fund the capital requirement for the purpose of capital expenditures, working capital requirements, acquisition, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

2. Particulars of the Preferential Issue include terms of issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value of and maximum number of Securities to be issued, rate of dividend and the Issue Price.

The Board of Directors of the Company at their meeting held on February 15, 2024 had, subject to the approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of upto 8,70,000 (Eight Lakh Seventy Thousand) Equity Shares of face value of ₹

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10/- each (“Equity Shares”) at a price of ₹ 64/- (Rupees Sixty-Four only) each including premium of ₹ 54/- (Rupees Fifty Four only) each payable in cash aggregating upto ₹ 5,56,80,000 (Rupees Five Crore Fifty Six Lakh Eighty Thousand only) and upto 11,75,000 (Eleven Lakh Seventy-Five Thousand) warrants, each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each (“Warrants”) at a price of ₹ 64/- (Rupees Sixty Four only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 54/- (Rupees Fifty Four only) each payable in cash aggregating upto ₹ 7,52,00,000 (Rupees Seven Crore Fifty Two Lakh only), (Equity Shares and Warrants hereinafter together referred to as “**Securities**”) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the Proposed Allottees as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Maximum number of Equity Shares to be allotted

Sr. No.	Name of Proposed Equity Allottees	PAN	Maximum number of Equity Shares to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
-	-	-	-	-
B	Others			
1	Manoj Agarwal (HUF)	AAKHM0603B	1,50,000	96,00,000
2	Harshad Bhogilal Shah	COXPS2423E	1,00,000	64,00,000
3	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
4	Mahendra Agrawal HUF	AAHHM8170N	50,000	32,00,000
5	Parag Bharat Mehta	AMOPM9591J	50,000	32,00,000
6	Kadayam Ramanathan Bharat	AGMPB9046R	50,000	32,00,000
7	Ajit Kumar	AIIPK7673F	40,000	25,60,000
8	Surbhi Agrawal	ALUPA1812H	40,000	25,60,000
9	Aashirvaad Money Management Private Limited	AAYCA6730E	35,000	22,40,000
10	M Rekha	AHAPR5329Q	25,000	16,00,000
11	Vanshika Gaur	CVXPG1567Q	25,000	16,00,000
12	Jitendra Mehta	AAIPM4984F	25,000	16,00,000
13	Kaaa Infra and Financial Services LLP	ABAFK2296H	24,000	15,36,000
14	Megha Hemant Agrawal	BHNPA6517P	20,000	12,80,000
15	Heena Ullas Parikh	AEHPP3143E	20,000	12,80,000
16	Madan Gopal Aggarwal	ADQPA3636F	15,000	9,60,000
17	Pankaj Pasi	DEYPP6131J	15,000	9,60,000
18	Ritesh Kumar Gupta	AHZPG0727G	15,000	9,60,000
19	Sagar P Brahmhatt	ACYPB2789D	15,000	9,60,000
20	Omnibulls Training and Education Private Limited	AACCO9291Q	15,000	9,60,000
21	Prosperity Catalyst OPC Private Limited	AANCP4065G	15000	9,60,000
22	Vinay Vijay Nagori	ANBPN5383M	15000	9,60,000

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23	Tejas Udaybhai Sarvaiya	AVEPS1056K	15000	9,60,000
24	Usha Dhiren Karani	AAQPK9476L	10,000	6,40,000
25	Paresh Ratilal Vithalani	AAEPV7837N	10,000	6,40,000
26	Shalin Ashwin Shah	BFGPS0572F	10,000	6,40,000
27	Reena	CFNPR0794E	10,000	6,40,000
28	Rakesh Agarwal	AAWPA5361L	6000	3,84,000
Total (A+B)			8,70,000	5,56,80,000

Maximum number of Warrant to be allotted

Sr. No.	Name of Proposed Warrant Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount
A	Promoter of the Company			
1	Vimal Sureshbhai Mishra	AMXPM0301M	1,50,000	96,00,000
2	Priyanka Vimal Mishra	AOOPP6674F	1,20,000	76,80,000
3	Prakash Mishra	AMXPM7299N	84,000	53,76,000
B	Others			
1	Manoj Agarwal (HUF)	AAKHM0603B	1,00,000	64,00,000
2	HBPA Tradex Private Limited	AAGCH7309Q	50,000	32,00,000
3	Payal T Shrivastava	AUBPS8749M	2,00,000	1,28,00,000
4	Mahesh Kumar	AAGPK0880Q	2,00,000	1,28,00,000
5	Chitra Rani Sharma	AYLPR2978P	50,000	32,00,000
6	Madhu Bala	EPSPB8974K	50,000	32,00,000
7	Sanjay Madan	AAFPM9401L	40,000	25,60,000
8	Khushwant Pahwa	AONPP8642J	40,000	25,60,000
9	Kamesh Jain	AHPPJ3801Q	22,000	14,08,000
10	Ronak Khambhati	AYUPK7835R	10,000	6,40,000
11	Nikhil Vijaysingh Pangariya	AKSPP4395B	10,000	6,40,000
12	Rahul Govind Chaturvedi	CNNPC3702P	10,000	6,40,000
13	Pravinbhai Babubhai Zapadiya	AAZPZ3156H	10,000	6,40,000
14	Hiral Kirtan Patel	AMOPP4910E	8000	5,12,000
15	Rakhil Sureshkumar Yadav	ABXPY4634L	8000	5,12,000
16	Anand A Trivedi	AHRPT7769D	8000	5,12,000
17	Jigar Ratilal Shah	BEHPS1634A	5000	3,20,000
Total (A+B)			11,75,000	7,52,00,000

The terms and conditions of the Preferential Issue of Securities are as stated in the Resolutions 2 and 3.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on February 15, 2024 has approved to issue not exceeding 8,70,000 (Eight Lakh Seventy Thousand) Equity Shares of face value of ₹ 10/- each and 11,75,000 (Eleven Lakh Seventy-Five Thousand) convertible Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at an issue price of ₹ 64/- each.

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4. Amount which the Company intends to raise by way of such Securities:

The Company intends to raise an aggregate amount up to ₹ 13,08,80,000/- (Rupees Thirteen Crore Eight Lakh Eighty Thousand only) by way of issue of Securities.

5. Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the issue price for the Preferential Allotment of the Securities will be **February 12, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed in the Extra-Ordinary General Meeting *i.e.* **March 13, 2024**.

6. Basis on which the price has been arrived at along with report of the Registered Valuer and justification for the price (including premium, if any):

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of ₹ 64/- (Rupees Sixty Four only) of the Securities to be issued and allotted to the Proposed Allottees has been determined taking into account the valuation report dated February 15, 2024 issued by Mr. Gaurav Jain, Independent Registered Valuer with Registration No. IBBI/RV/06/2021/13914, in accordance with Regulation 166A(1) of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.prospectcommodities.com.

The Equity Shares of the Company are listed on SME Platform of BSE Limited ("**BSE**"), the shares were frequently traded on BSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Trading volume of the Equity Shares on the BSE has been considered to determine the issue price. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Securities shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the Preferential Issue.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 166A(1) of Chapter V of the ICDR Regulations is ₹ 62.5415/- including premium of ₹ 52.5415/- each payable in cash. In view of the above, the Board of the Company has fixed the issue price Securities of ₹ 64/- which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

The Company has also obtained a Pricing certificate dated February 15, 2024 from Mr. Hitesh Kumar Bhardwaj Proprietor of HKB & Associates, Company Secretaries, Membership No. 55268 certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations.

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7. Equity Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre issue Shareholding as February 9, 2024		No. of Equity Shares to be Allotted	Post issue Shareholding (Presuming allotment of Equity Shares)		No. of Warrants to be Allotted	Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)	
		No. of Equity Shares	%		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoters and Promoter Group Holding:								
1	Indian:								
	Individual	25,33,500	61.9362	-	25,33,500	51.0734	3,54,000	28,87,500	47.0621
2	Foreign Promoters:								
	Individual	-	-	-	-	-	-	-	0
	Sub Total (A)	25,33,500	61.9362	-	25,33,500	51.0734	3,54,000	28,87,500	47.0621
B	Non – Promoters’ Holding:								
1	Institutional Investors:								
	a) Alternate Investment Funds	-	-	-	-	-	-	-	-
	b) Foreign Portfolio Investor	-	-	-	-	-	-	-	-
3	Non-Institution:								
	a) Individual	10,97,000	26.8182	4,91,000	15,88,000	32.0129	6,71,000	22,59,000	36.8185
	b) NRI	8,000	0.1955	40,000	48,000	0.9676	-	48,000	0.7823
	c) Foreign Companies	-	-	-	-	-	-	-	-
	d) Bodies Corporate	2,58,000	6.3072	1,15,000	3,73,000	7.5194	50,000	4,23,000	6.8943
	e) Body Corp-Ltd Liability Partnership	-	-	24,000	24,000	0.4838	-	24,000	0.3911
	f) Hindu Undivided Family	1,94,000	4.7426	2,00,000	3,94,000	7.9427	1,00,000	4,94,000	8.0515
	g) NBFCs	-	-	-	-	-	-	-	-
	Sub Total (B)	15,57,000	38.0635	8,70,000	24,27,000	48.9264	8,21,000	32,48,000	52.9377
	Grand Total (A + B)	40,90,500	100.00	8,70,000	49,60,500	100.00	11,75,000	61,35,500	100.00

*Assuming that all the Warrants proposed to be issued are subscribed and converted into Equity Shares, further post issue shareholding above may stand altered.

PROSPECT

8. Names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment, expected dilution in equity share capital upon issuance of Securities:

Identity of the proposed allottees	Pre-Preferential Allotment Shareholding as on February 15, 2024		The maximum number of Equity shares proposed to be allotted	Post issue Shareholding (Presuming allotment of Equity Shares)		The maximum number of Equity shares proposed to be allotted upon full conversion of Warrants	Post issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)		Ultimate Beneficial Owner
	No. of Shares	%		No. of Shares	%		No. of Shares	%	
Promoter and Promoter Group of the Company									
Vimal Sureshbhai Mishra	12,05,000	29.4585	-	12,05,000	24.2919	1,50,000	13,55,000	22.0846	NA
Priyanka Vimal Mishra	12,05,000	29.4585	-	12,05,000	24.2919	1,20,000	13,25,000	21.5956	NA
Prakash Mishra	1,00,000	2.4447	-	1,00,000	2.0159	84,000	1,84,000	2.9989	NA
Others									
Manoj Agarwal (HUF)	-	-	1,50,000	1,50,000	3.0238	1,00,000	2,50,000	4.0746	Manoj Agarwal
Harshad Bhogilal Shah	-	-	1,00,000	1,00,000	2.0159	-	1,00,000	1.6299	NA
HBPA Tradex Private Limited	-	-	50,000	50,000	1.0079	50,000	1,00,000	1.6298	Akesh Jain Amrit Chand Jain
Mahendra Agrawal HUF	-	-	50,000	50,000	1.0079	-	50,000	0.8149	Mahendra Agarwal
Parag Bharat Mehta	-	-	50,000	50,000	1.0079	-	50,000	0.8149	NA

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Kadayam Ramanathan Bharat	-	-	50,000	50,000	1.0079	-	50,000	0.8149	NA
Ajit Kumar	-	-	40,000	40,000	0.8063	-	40,000	0.6519	NA
Surbhi Agrawal	-	-	40,000	40,000	0.8063	-	40,000	0.6519	NA
Aashirvaad Money Management Private Limited	-	-	35,000	35,000	0.7055	-	35,000	0.5705	Anju Rani Kakkar
M Rekha	-	-	25,000	25,000	0.5039	-	25,000	0.4075	NA
Vanshika Gaur	-	-	25,000	25,000	0.5039	-	25,000	0.4075	NA
Jitendra Mehta	-	-	25,000	25,000	0.5039	-	25,000	0.4075	NA
Kaaa Infra and Financial Services LLP	-	-	24,000	24,000	0.4838	-	24,000	0.3912	Krishna Kant Sonthalia and Anuradha Sonthalia
Megha Hemant Agrawal	-	-	20,000	20,000	0.4031	-	20,000	0.3260	NA
Heena Ullas Parikh	-	-	20,000	20,000	0.4031	-	20,000	0.3260	NA
Madan Gopal Aggarwal	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA
Pankaj Pasi	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA
Ritesh Kumar Gupta	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA
Sagar P Brahmhatt	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA

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Omnibulls Training and Education Private Limited	-	-	15,000	15,000	0.3023	-	15,000	0.2445	Hardeep Malik and Bijender Malik
Prosperity Catalyst OPC Private Limited	-	-	15,000	15,000	0.3023	-	15,000	0.2445	Jugal Kishore Baheti
Vinay Vijay Nagori	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA
Tejas Udaybhai Sarvaiya	-	-	15,000	15,000	0.3023	-	15,000	0.2445	NA
Usha Dhiren Karani	-	-	10,000	10,000	0.2015	-	10,000	0.1630	NA
Paresh Ratilal Vithalani	-	-	10,000	10,000	0.2015	-	10,000	0.1630	NA
Shalin Ashwin Shah	-	-	10,000	10,000	0.2015	-	10,000	0.1630	NA
Reena	-	-	10,000	10,000	0.2015	-	10,000	0.1630	NA
Rakesh Agarwal	-	-	6,000	6,000	0.1209	-	6,000	0.0978	NA
Payal T Shrivastava	-	-	-	-	-	2,00,000	2,00,000	3.2597	NA
Mahesh Kumar	-	-	-	-	-	2,00,000	2,00,000	3.2597	NA
Chitra Rani Sharma	-	-	-	-	-	50,000	50,000	0.8149	NA
Madhu Bala	-	-	-	-	-	50,000	50,000	0.8149	NA
Sanjay Madan	90,000	-	-	-	-	40,000	1,30,000	2.1188	NA
Khushwant Pahwa	-	-	-	-	-	40,000	40,000	0.6519	NA
Kamesh Jain	6,000	-	-	-	-	22,000	28,000	0.4564	NA

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Ronak Khambhati	-	-	-	-	-	10,000	10,000	0.1629	NA
Nikhil Vijaysingh Pangariya	-	-	-	-	-	10,000	10,000	0.1629	NA
Rahul Govind Chaturvedi	2,000	-	-	-	-	10,000	12,000	0.1956	NA
Pravinbhai Babubhai Zapadiya	-	-	-	-	-	10,000	10,000	0.1629	NA
Hiral Kirtan Patel	-	-	-	-	-	8,000	8,000	0.1304	NA
Rakhil Sureshkumar Yadav	-	-	-	-	-	8,000	8,000	0.1304	NA
Anand A Trivedi	-	-	-	-	-	8,000	8,000	0.1304	NA
Jigar Ratilal Shah	5000	-	-	-	-	5,000	10,000	0.1629	NA

Notes: For detailed holding of the Promoter Group, please refer to shareholding pattern provided above.

9. Change in control if any in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the proposed Preferential Issue of Securities (including those equity shares arising from conversion of Warrants). However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

10. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

The convertible Warrant shall be issued to Vimal Sureshbhai Mishra, Promoter and Managing Director and Priyanka Vimal Mishra, Promoter and Executive Director, they have indicated their intention to subscribe to the convertible Warrants on preferential basis. Other than them, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the convertible Warrants and/or Equity Shares under the Preferential Allotment or otherwise contribute to the Preferential Allotment or separately in furtherance of the objects specified herein above.

PROSPECT

11. Time frame within which the Preferential Allotment shall be completed and terms of conversion

As required under the ICDR Regulations, the Securities shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Securities is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government including the in-principle approval of the stock exchange, the allotment shall be completed within a period of 15 days from the date of such approval.

The allottees of Warrants shall be required to pay an amount equivalent to 25% of the issue price at the time of subscription and allotment of each Warrant. The balance 75% of the issue price shall be payable by the Proposed Warrant Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the issue price of the resultant equity shares. The Proposed Warrant Allottees shall be entitled to exercise their right to subscribe for the equity shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Proposed Warrant Allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of equity shares they intend to subscribe in each such tranche.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the Proposed Warrant Allottees, within the specified period of eighteen months as stipulated under ICDR Regulations, the entitlement of the Proposed Warrant Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited by the Company.

The Proposed Warrant Allottees, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other members of the Company for the time being. The Warrants by itself do not give to the holder thereof any rights of the members of the Company.

12. Undertaking as to re-computation of price of the specified Securities in terms of the provision of these regulations where it is required to do so and other undertakings and lock-in of specified securities:

The Company shall re-compute the price of the Equity Shares and Warrants and/or the number of equity shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

13. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

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The Equity Shares and Warrants and equity shares to be allotted on conversion of Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in as specified under Regulation 167(6) of the SEBI ICDR Regulations.

16. Practicing Company Secretary Certificate:

A certificate from Mr. Hitesh Kumar Bhardwaj Proprietor of HKB & Associates, Company Secretaries, (Membership No. 55268, COP No. 21001) certifying that the preferential issue of Securities is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at www.prospectcommodities.com.

17. SEBI Takeover code:

In the present case none of the Proposed Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures to stock exchange.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottees and lock-in period of shares:

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of Securities on preferential basis. The Proposed Allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of ICDR Regulations.

19. Listing:

The Company will make an application to BSE at which the existing equity shares are presently listed, for listing of the Equity Shares and equity shares that will be issued on conversion of Warrants. Such equity shares, once allotted, shall rank *pari passu* with the then existing equity shares of the Company, in all respects, including voting rights and dividend.

20. Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

21. Current and proposed status of the Proposed Allottees post the preferential issues namely, promoter or non-promoter:

Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra are Promoters and Mr. Prakash Mishra belong to the promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the Warrants, they will continue to be categorized as Promoters of the Company.

Mr. Kamesh Jain, Mr. Rahul Govind Chaturvedi, Mr. Jigar Ratilal Shah and Mr. Sanjay Madan are an existing shareholder and are categorized as public shareholders of the Company as on date of this Notice. Upon the issuance and allotment of Securities they will continue to be categorized as a public shareholder of the Company.

Presently, Manoj Agarwal (HUF), Harshad Bhogilal Shah, HBPA Tradex Private Limited, Mahendra Agrawal HUF,

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Parag Bharat Mehta, Kadayam Ramanathan Bharat, Ajit Kumar, Surbhi Agrawal, Aashirvaad Money Management Private Limited, M Rekha, Vanshika Gaur, Jitendra Mehta, Kaaa Infra and Financial Services LLP, Megha Hemant Agrawal, Heena Ullas Parikh, Madan Gopal Aggarwal, Pankaj Pasi, Ritesh Kumar Gupta, Sagar P Brahmhatt, Omnibulls Training and Education Private Limited, Prosperity Catalyst OPC Private Limited, Vinay Vijay Nagori, Tejas Udaybhai Sarvaiya, Usha Dhiren Karani, Paresh Ratilal Vithalani, Shalin Ashwin Shah, Reena, Rakesh Agarwal Payal T Shrivastava, Mahesh Kumar, Chitra Rani Sharma, Madhu Bala, Khushwant Pahwa, Ronak Khambhati, Nikhil Vijaysingh Pangariya, Pravinbhai Babubhai Zapadiya, Hiral Kirtan Patel, Rakhil Sureshkumar Yadav and Anand A Trivedi are not the shareholders of the Company. Upon the issuance and allotment of Securities, they will be categorized as public shareholders of the Company.

22. Monitoring Agency

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of ICDR Regulations.

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking

- a) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- b) None of Directors or Promoters of the Company are fugitive economic offenders as defined under the ICDR Regulations.
- c) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- d) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees,
- e) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- f) The Company is in compliance with the conditions for continuous listing.
- g) Since the equity shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- h) The Proposed Allottees and the promoter and promoter group has not sold or transferred any equity shares during 90 trading days preceding the Relevant Date.
- i) The equity shares held by the Proposed Allottees in the Company are in dematerialized form only.
- j) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- k) The Company is eligible to make the Preferential Allotment under Chapter V of the ICDR Regulations.

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25. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Allotment is proposed to be made to both Promoters and Non-Promoters.

26. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to create, offer, issue and allot Equity Shares and convertible Warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and non- promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Except, Vimal Sureshbhai Mishra, Promoter and Managing Director and Priyanka Vimal Mishra, Promoter and Executive Director none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent to their shareholding in the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 2 and 3 to be passed as a special resolution.

Registered Office

417, Sun Orbit, B/h. Rajpath Club Road,
Bodakdev, Ahmedabad, Gujarat, India, 380054

Place: Ahmedabad

Date: February 15, 2024

**By Order of the Board
For Prospect Commodities Limited**

**Sd/-
Bhargavi Jay Pandya
Company Secretary & Compliance officer
Membership No-A62039**

PROSPECT

PROSPECT COMMODITIES LIMITED

Registered Office: 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad, Gujarat, India, 380054;

Corporate Identity Number (CIN): U01400GJ2022PLC128482;

Tel. No.: +91 7948000696; **Email:** info@prospectcommodities.com;

Website: www.prospectcommodities.com

Attendance Slip (Extra Ordinary 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 Extra Ordinary General Meeting of the Company at 417, Sun Orbit B/h. Rajpath Club Road, Bodakdev Ahmedabad- 380054, Gujarat, India on Wednesday, 13th March, 2024 at 12.30 PM.

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.

PROSPECT

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.	Name of the First Shareholder			
2.	Postal Address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
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:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
Special Businesses:				
1.	To Increase of Authorised Share Capital of The Company			
2.	Issue of Equity Shares on Preferential Basis to The Person / Entity Belonging To The Non-Promoter Category			
3	Issue Of Warrants on Preferential Basis To The Person / Entity Belonging To The Promoter / Promoter Group And Non-Promoter Category			

Place:

Date:

(Signature of the Shareholder)

PROSPECT

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 Extra Ordinary General Meeting. Please follow the steps for e-voting procedure as given in the Notice of EGM or as available on 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.

PROSPECT

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary 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:

PROSPECT

Particulars		Vote	
Sr. No.	Special Business	For	Against
1	To Increase of Authorised Share Capital of The Company		
2	Issue of Equity Shares on Preferential Basis to The Person / Entity Belonging to The Non-Promoter Category		
3	Issue Of Warrants on Preferential Basis to The Person / Entity Belonging to The Promoter / Promoter Group And Non-Promoter Category		

Signed this _____ day of _____ 2024

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.

PROSPECT

ROUTEMAP FOR EGM

4

