PROSPECT COMMODITIES LIMITED

1ST

ANNUAL REPORT 2022-23

PROSPECT COMMODITIES LIMITED

Office Address :
417, Sun Orbit, B/h. Rajpath Club Road,
Bodakdev, Ahmedabad – 380054

Factory Address :
Shed No. 8, Sadbhav Industrial Park,
Village Dhamatvan, Taluka Daskroi
Ahmedabad – 382433

CIN NO : U01400GJ2022PLC128482
FSSAI NO : 10020021005807
PAN NO : AAMCP5811D
GST NO : 24AAMCP5811D1ZM

Tel: 91 7948000696; Email id: info@prospectcommodities.com; website: www.prospectcommodities.com

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CORPORATE INFORMATION

Registered Office

Prospect Commodities Limited
417, Sun Orbit,
B/h. Rajpath Club Road, Bodakdev,
Ahmedabad - 380054, Gujarat, India.
CIN: U01400GJ2022PLC128482
Website:www.prospectcommodities.com
Email: info@prospectcommodities.com
Contact No. 079-48000696

Board of Directors

Mr. Vimal Sureshbhai Mishra	Managing Director
Mrs. Priyanka Vimal Mishra	Chairman cum Non-executive Director
Mrs. Riddhi Bharatkumar Vasita	Additional Non-executive Director
Mr. Nevil Prameshkumar Soni Soni	Non-executive Independent Director
Mr. Divya Shaileshbhai Shah	Non-executive Independent Director

Key Managerial Personnel (KMP)

Mr. Vimal Sureshbhai Mishra	Chief Financial officer
Mrs. Bhargavi Jay Pandya	Company Secretary

Committee of Board of Directors

Audit Committee

Mr. Nevil Prameshkumar Soni Soni	Chairman
Mr. Divya Shaileshbhai Shah	Member
Mrs. Riddhi Bharatkumar Vasita	Member

Nomination & Remuneration Committee

Mr. Divya Shaileshbhai Shah	Chairman
Mrs. Riddhi Bharatkumar Vasita	Member
Mr. Nevil Prameshkumar Soni Soni	Member

Stakeholder's Relationship Committee

Mrs. Riddhi Bharatkumar Vasita	Chairman
Mr. Nevil Prameshkumar Soni Soni	Member
Mr. Divya Shaileshbhai Shah	Member

Statutory Auditor	**Secretarial Auditor**
C. R. Sharedalal & Co. Chartered Accountants 304 & 305 - North Tower, One42, Near Ashok Vatika, Ambli Bopal Road, Ahmedabad 380054, Gujarat, India Contact No. +91 9824055181 Email id: info@crsharedalalco.com	Kadambari Dave & Associates Practicing Company Secretaries I-14, Hariom Park, Nr. Ghosha Society, Jay Ambe Nagar Road, Thaltej, Ahmedabad – 380054 Gujarat, India Contact No: +91 93761 36121 Email id: kadambaridave2000@yahoo.com

Registrar and Share Transfer Agent
Bigshare Services Private Limited Registered office address: E-3 Ansa Industrial Estates, Sakivihar Road, Sakinaka, Mumbai- 400072, Maharashtra, India Website: www.bigshareonline.com Contact No. +91 22-62638200 Email id: info@bigshareonline.com Ahmedabad office address: A-802, Samudra Complex, Near Girish Cold Drinks, Off. C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat, India. Contact No. 079 40392571 Email id: bssahd@bigshareonline.com

Banker
HDFC Bank Limited Address: HDFC Bank House, Senapati Bapat Marg, Lower Parel, Mumbai – 400013 Tel: 022-61606161 Email id: Loanssupport@hdfcbank.com Contact person: Kartikey Panchal

Shares Listed at
BSE LIMITED (SME PLATFORM) Listed on 20.03.2023 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

Notice of Annual General Meeting

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

ORDINARY BUSINESS

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

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

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

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

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

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

SPECIAL BUSINESS

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

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

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

By Order of the Board of Directors of
PROSPECT COMMODITIES LIMITED

Sd/-

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

Date: 10/08/2023
Place: Ahmedabad

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 2 and 4 of the Notice of the 1st AGM, is annexed hereto.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM and is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting power. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such person shall not act as a proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

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

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

3. Members are informed that in case of joint holders attending the meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.

4. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standard-2 on General Meeting.

5. The Annual Report including Notice of the 1st AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 1st AGM 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 respectively and on the website of CDSL i.e.www.evotingindia.com.

6. Electronic copy of the Notice of the 1st Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days will be inclusive).

8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited ('the RTA") to provide efficient and better services.

9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.

10. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.

11. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.

12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

14. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited having their registered office at E-3 Ansa Industrial Estates, Sakivihar Road, Sakinaka, Mumbai- 400072, Maharashtra, India and office in Ahmedabad at address A-802, Samudra Complex, Near Girish Cold Drinks, Off. C.G. Road, Navrangpura, Ahmedabad-380009, Gujarat, India.

15. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2022-23.

16. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report: In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www. www.prospectcommodities.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

VOTING THROUGH ELECTRONIC MEANS:

17. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting").
    Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, September 22, 2023 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM.

18. In addition the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General Meeting.

19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the cut-off date, i.e. Friday, September 22, 2023, shall be entitled to avail the facility of remote e-voting. Only those Shareholders, who will be present at the AGM and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote at the AGM.

20. **The instructions for shareholders voting electronically are as under:**

    (i) The voting period begins on Tuesday, September 26, 2023 and ends on Thursday, September 28, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 22, 2023 may cast their vote

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

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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.nsdl.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 and you will be re-directed to e-Voting service

	provider 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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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**
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 toll free no. 1800 22 55 33
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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Prospect Commodities Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@prospectcommodities.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

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

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

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

By Order of the Board of Directors of
PROSPECT COMMODITIES LIMITED

Sd/-

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

Date: 10/08/2023
Place: Ahmedabad

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

Item No.2

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

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

a. Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of AGM of the year 2028

b. Proposed Fees: Remuneration for Statutory Auditor of Company will be Rs.3,50,000 p.a.

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

Item No.4

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

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

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

By Order of the Board of Directors of
PROSPECT COMMODITIES LIMITED

Sd/-

Bhargavi Jay Pandya
Company Secretary & Compliance officer

Date: 10/08/2023
Place: Ahmedabad

ANNEXURE TO NOTICE OF AGM

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

1. Mrs. Priyanka Vimal Mishra

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

2. Mrs. Riddhi Bharatkumar Vasita

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

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

By Order of the Board of Directors of
PROSPECT COMMODITIES LIMITED

Sd/-

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

Date: 10/08/2023
Place: Ahmedabad

PROSPECT COMMODITIES LIMITED

CIN: U01400GJ2022PLC128482
Reg. Office: 417, SUN ORBIT B/H. RAJPATH CLUB ROAD, BODAKDEV AHMEDABAD GJ 380054 IN
Email: info@prospectcommodities.com | Phone no.: +91 7948000696 |
Website: www.prospectcommodities.com

Attendance Slip First Annual General Meeting

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

Folio No.	
DP Id	
Client ID	
No. of shares	

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

Name of the Shareholder		Signature of Shareholder	

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.

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

Place:

Date: **(Signature of the Shareholder)**

INSTRUCTIONS:

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

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 1st Annual General Meeting of the company, to be held on the Friday, September 29, 2023 at 11:00 A.M. at 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

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

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

Signed this_____day of_____2023

Signature of Shareholder_____ Signature of Proxy holder(s) _____

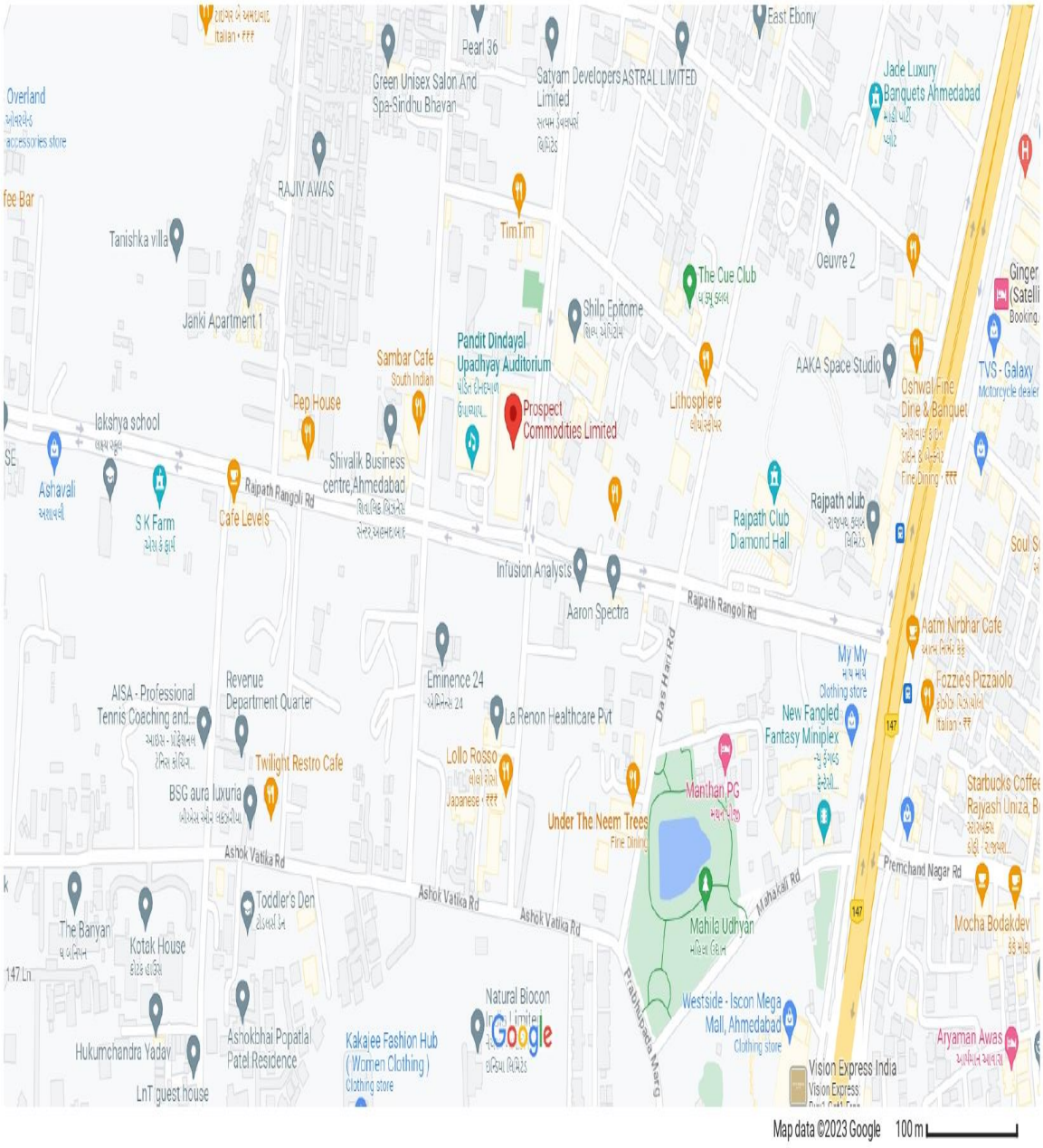
Notes:

1. A Proxy need not be a member of the Company.

2. This form of Proxy must be deposited at the Registered Office of the Company at : 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat, India , not less than 48 hours before the commencement of the Meeting.

3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTEMAP FOR AGM



DIRECTORS' REPORT

To,
The Members,
PROSPECT COMMODITIES LIMITED

Your Directors have pleasure in submitting their 1st Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2023.

1. FINANCIAL RESULTS

The Company's financial performances for the year under review are given hereunder:

(Rs. In Lakhs)

Particulars	**For the year ended on 31st March, 2023**	**For the year ended on 31st March, 2022**
Revenue From Operations	1269.30	0
Other Income	0	0
Total Income	**1269.30**	**0**
Less Total Expenses	**1189.42**	**0.15**
Profit / Loss before Tax	**79.88**	**-0.15**
Tax Expense:		
Current Tax	32.90	0
Deferred Tax	-7.69	0
Profit/Loss For the Period	**54.67**	**-0.15**
Basic & Diluted Earnings per equity share (in Rupees Face Value Rs. 10)	4.53	-1.50

-Company is incorporated on date 06/01/2022 and First financial year of company is from 06.01.2022 to 31st March, 2023.

2. SHARE CAPITAL:

As on 31 March, 2023, The Authorized Capital of the Company was Rs.4,10,00,000 (Rupees Four Crore Ten Lakh) consisting of 41,00,000 (Forty One Lakh) equity shares of Rs.10 each and the Issue and Paid up Capital of the Company was Rs. 4,09,05,000 (Rupees Four Crore Nine Lakh Five Thousand) consisting of 40,90,500 (Forty Lakh Ninety Thousand Five Hundred) equity shares of Rs.10 each.

3. CONVERSION OF COMPANY FROM PRIVATE LIMITED TO PUBLIC LIMITED:

The Company was converted from Private Limited to Public Limited i.e. From 'PROSPECT COMMODITIES PRIVATE LIMITED' to 'PROSPECT COMMODITIES LIMITED'.

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company was issued on 3rd January, 2023.

4. LISTING ON BSE –SME PLATFORM:

We are pleased to inform you that the Company has made an Initial Public Offer of 12,26,000 Equity Shares at Face Value of Rs. 10/- each, at a price of Rs. 61/- per Equity Share (including a Share Premium of Rs.51/- per Equity Share) vide prospectus dated 27th February, 2023. The Company has successfully completed the Initial Public Offer (IPO) pursuant to the applicable SEBI Rules and Regulations. The issue opening date was 8th March, 2023 and the issue closing date was 13th March, 2023.

The IPO of the Company received great response from the public and the issue was oversubscribed.

The Company got listed with the SME Platform of BSE Limited on 20th March, 2023. The Equity Shares of the Company as Listed on SME Platform for BSE Limited are on regular and continuous trading.

5. DIVIDEND:

The Board decided that the profits should be retained for the expansion of the Company, which is in pipeline for more growth and value addition to the company and forming a strong business base so that revenue flows from many channels and hence the Directors of your Company do not recommend any dividend for FY 2022-23.

6. AMOUNTS PROPOSED TO BE CARRIED TO RESERVES :

Net Profit of the Company after tax is Rs. 54.67 Lakhs and same is transferred to Reserves and Surplus under the head Surplus/ (Deficit) in the statement of Profit and Loss.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND:

There is no unpaid/unclaimed Dividend required to be transferred to Investor Education and Protection Fund as prescribed under the provisions of Section 125 of the Companies Act, 2013.

8. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS :

During the year, your Company has achieved the Total Revenue of Rs. 1269.30 Lakhs. There is no other income during the year. Total expense of the company during the year is Rs. 1189.42 Lakhs. After meeting the expenses your Company has earned profit of Rs. 54.67 Lakhs. The management of the Company is putting all efforts for better performance in coming period.

9. DEPOSITS FROM PUBLIC:

Your Company has not accepted any Deposits from public as prescribed under Section 73 of the Companies Act, 2013 and rules framed thereunder.

10. CHANGE IN NATURE OF THE BUSINESS:

There is no change in the nature of business of the Company during the year under review.

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

During the year Company converted from Private Limited to Public Limited. The Company got listed with the SME Platform of BSE Limited on 20th March, 2023. The Equity Shares of the Company as Listed on SME Platform for BSE Limited are on regular and continuous trading.

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

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are:

A. Conservation of Energy

• the steps taken or impact on conservation of energy;	The Corporation is taking due care for using electricity in the office and its sites. The Company usually takes care for optimum utilization of energy. We are trying to minimize use of energy by
• the steps taken by the company for utilizing alternate sources of energy;	

• the capital investment on energy conservation equipments;	using good rated and energy efficient appliances in factory as well as office premises.

(Rs. In Lakhs)

	2022-23	**2021-22**
Conservation of Energy (Electricity Expense)	7.28	-

B. Technology absorption

• the efforts made towards technology absorption;	The Company has purchased the Machinery in FY 2022-23 to enhance the Production capacity
• the benefits derived like product improvement, cost reduction, product development or import substitution;	Benefits derived to Company due to purchase of Machinery i.e. Product Improvement, Product development
• in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	NIL
• the expenditure incurred on Research and Development	NIL

C. Foreign Exchange Earnings and outgo

Particulars	**2022-23 (Amt in Lakhs.)**	**2021-22 (Amt in Lakhs.)**
Foreign exchange earnings in terms of actual inflows	1.76	Nil
Foreign exchange outgo in terms of actual outflows	Nil	Nil

Purchase of Raw material and traded goods	117.44	Nil

13. REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

No employee of the Company was in receipt of remuneration in excess of the limits specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the financial year ended March 31, 2022.

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

The Company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

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

Details of Loan, Guarantee and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. After conversion of Company from Private Limited to Public Limited, Board of Directors of the Company has formulated the Policy on Related Party Transactions.

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 is furnished in Annexure I and is attached to this report.

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

There is no a qualification, reservations or adverse remarks made by either the Auditors or by the Practicing Company Secretary in their respective reports.

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

Pursuant to provisions of Section 178 (1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has framed a policy for selection, nomination, appointment and remuneration of

Directors suitably containing the criteria determining qualifications, positive attributes and independence of a Director.

The said policy is available on the website of the company at https://prospectcommodities.com/docs/policies/nomination_and_remuneration_policy.pdf

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises of Five (5) Directors. As on the date of this report, the Board of the company constitutes of the following directors:

Sr. No.	Name of Directors/KMP	Designation	DIN	Date of Appointment/ Change in Designation
1.	Mr. Vimal Sureshbhai Mishra	Managing Director	06820041	Appointed as a Director on 06.01.2022 and change in Designation from Director to Managing Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
2.	Mrs. Priyanka Vimal Mishra	Chariman and Director	09459276	Appointed as a Director on 06.01.2022 and appointed as Chairman Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
3.	Mrs. Riddhi Bharatkumar Vasita	Additional Director	06876566	Appointed as Additional Director in Board Meeting held on 23.12.2022
4.	Mr. Nevil Prameshkumar Soni	Independent Director	08206415	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023

5.	Mr. Divya Shaileshbhai Shah	Independent Director	09842159	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
6.	Mr. Vimal Sureshbhai Mishra	CFO	06820041	Appointed as CFO w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023
7.	Mrs. Bhargavi Jay Pandya	Company Secretary		Appointed as Company Secretary w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023

i. Retire by Rotation- Mrs. Priyanka Vimal Mishra

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting Mrs. Priyanka Vimal Mishra (DIN: 09459276), Non-Executive Director of the Company is liable to retire by rotation and being eligible to offer herself for re-appointment.

ii. Regularization of Additional Director Mrs. Riddhi Bharatkumar Vasita

Mrs. Riddhi Bharatkumar Vasita (DIN: 06876566). who was appointed as an Additional Director of the company, with effect from 23rd December, 2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013, will be eligible to appoint as a regular Director subject to approval of Members in ensuing AGM.

20. DETAILS OF MANAGERIAL REMUNERATION

The information relating to remuneration paid to directors as required under Section Section 197(12) of the Companies Act, 2013 Read with Rule 5 of the Companies(Appointment & Remuneration of Managerial Personnel) Rules, 2014, is given under Annexure-II.

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

The Board meets at regular interval with gap between not exceeding 120 days. Additional meetings are held as and when necessary. During the year 2022-23, the Board of Directors met Thirteen times scheduled as under:

Sr. No.	Date of Board Meeting
1	06.01.2022
2.	18.04.2022
3.	09.06.2022
4.	19.09.2022
5.	26.10.2022
6.	31.10.2022
7.	22.11.2022
8.	23.12.2022
9.	04.01.2023
10.	07.02.2023
11.	27.02.2023
12.	15.03.2023
13.	16.03.2023

Attendance of Directors during the Board Meeting

Sr.No.	Name of Directors	No. of Meeting	
		No of Meeting entitled to attend	Attended
1	Vimal Sureshbhai Mishra	13	13
2	Priyanka Vimal Mishra	13	13
3.	Riddhi Bharatkumar Vasita	5	5
4.	Nevil Prameshkumar Soni	4	4
5.	Divya Shaileshbhai Shah	4	4

The company has complied with the applicable Secretarial Standard issued by the Institute of the Company Secretaries of India.

22. COMMITTEE OF BOARD:

A. AUDIT COMMITTEE:

The Board of Directors has constituted Audit Committee comprising of three directors including two Independent Director and all having financial literacy. The committee was constituted on 04.01.2023 with the following members on the committee:

Name of the Member	Nature of Directorship	Designation in Committee
Nevil Prameshkumar Soni	Independent Director	Chairman
Divya Shaileshbhai Shah	Independent Director	Member
Riddhi Bharatkumar Vasita	Non-executive Director	Member

Meeting of Audit Committee

Company was converted from private Limited to Public Limited as on 3rd day of January, 2023. After conversion, Company got listed on BSE SME Platform as on 20.03.2023. Section 177 of the Companies Act, 2013 became applicable to company from date 20.03.2023 i.e. Date of Listing.

Company has conducted its First Audit committee meeting on 17.05.2023.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors has constituted Nomination and Remuneration Committee comprising of three directors including two Independent Director and one Non-executive director and all having financial literacy. The committee was constituted on 04.01.2023 with the following members on the committee:

Name of the Member	**Nature of Directorship**	**Designation in Committee**
Divya Shaileshbhai Shah	Independent Director	Chairman
Nevil Prameshkumar Soni	Independent Director	Member
Riddhi Bharatkumar Vasita	Non-executive Director	Member

Meeting of Nomination and Remuneration Committee

Section 178 of the Companies Act, 2013 became applicable to company from date 20.03.2023 i.e. Date of Listing. Company will conduct its First Nomination and Remuneration Committee meeting in FY 2023-24.

C. STAKEHOLDER RELATIONSHIP COMMITTEE:

The Board of Directors has constituted Stakeholder Relationship Committee comprising of three directors including two Independent Director and all directors having financial literacy. The committee was constituted on 04.01.2023 with the following members on the committee:

Name of the Member	**Nature of Directorship**	**Designation in Committee**
Riddhi Bharatkumar Vasita	Non-executive Director	Chairman
Divya Shaileshbhai Shah	Independent Director	Member

Nevil Prameshkumar Soni	Independent Director	Member

Meeting of Stakeholder Relationship Committee

Section 178 of the Companies Act, 2013 became applicable to company from date 20.03.2023 i.e. Date of Listing. Company will conduct its First Stakeholder Relationship Committee meeting in FY 2023-24.

23. EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 read with Rules framed there under and in compliance with the requirements of SEBI (LODR) Regulations, 2015,The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc. Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

24. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal financial controls commensurate with the nature & size of business of the Company.

25. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received Declaration from all Independent Directors as required under Section 149 of the Companies Act, 2013 confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulations.

26. WEBLINK OF ANNUAL RETURN

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return as on March 31, 2023 is available on website of the Company and can be viewed at www.prospectcommodities.com . By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

27. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis;

(e) The Directors had device and implemented adequate systems and procedures for adequate internal financial controls over financial reporting and the Board believed that the same were operative effectively for the financial year under review.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. STATUTORY AUDITORS

M/s. C.R Sharedalal & Co., Chartered Accountants (Firm Registration No.:109943W) was appointed as the First Auditors of the Company, to hold office till the conclusion of the first annual general meeting ("AGM") of the Company.

The Audit Committee of the Company, in its meeting held on 31.07.2023 had approved and recommended the appointment of C.R Sharedalal & Co., Chartered Accountants (Firm Registration No.:109943W), as the Statutory Auditors of the Company for a term of 5 years.

Board recommends their appointment for approval of the Members of the Company.

29. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Kadambari Dave, proprietor of M/s. Kadambari Dave & Associates,

Company Secretary in practice (COP No. 5854) to undertake the Secretarial Audit of the Company for the year under review. The Board has duly reviewed the Secretarial Auditor's Report and the comments, appearing in the report are self-explanatory and do not call for any further explanation by the Board of Directors as provided under section 134 of the Act.

The Secretarial Audit Report is annexed herewith as "Annexure–III".

30. INTERNAL AUDITORS

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M/s. Dhruvil Shah & Co., Chartered Accountants, Ahmedabad have been appointed as an Internal Auditors of the Company. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of works includes, Review of the accuracy and reliability of the Corporation accounting records and financial reports, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths, opportunities for cost saving and recommending company for improving cost efficiencies.

31. REPORT ON CORPORATE GOVERNANCE

Our company provides utmost importance at best Governance Practices and are designated to act in the best interest of its stakeholders. Better governance practice enables the company to introduce more effective internal controls suitable to the changing nature of business operations, improve performance and also provide an opportunity to increase stakeholders understanding of the key activities and policies of the organization.

Our Company has incorporated the appropriate standards for corporate governance. Pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, company is not filing Corporate Governance Report to stock exchange quarterly and not providing the Corporate Governance Report as the part of this Annual Report.

32. MANAGEMENT AND DISCUSSION ANALYSIS REPORT:

A Separate report on Management Discussion and Analysis Report as required under clause 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been presented in a separate section forming part of this Annual Report.

33. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

As per the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Regulation 22 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a Whistle Blower Policy with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrong doing in the workplace and report

instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Policy is available on the Company's website at link https://prospectcommodities.com/docs/policies/whistle_blower_policy.pdf

34. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION,PROHIBITION AND REDRESSAL) ACT, 2013:

Pursuant to the provisions of Section 21 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, Redressal) Act, 2013, the Company formulated a Policy on Prevention of Sexual Harassment at Workplace. All employees (permanent, contractual, temporary, trainees, etc) are covered under this policy. An Internal Complaints Committee (ICC) is constituted which is responsible for redressal of complaints related to sexual harassment at the workplace.

Following are the members of the committee:

Name	**Role**
Rashmikaben Maheshbhai Bhoi	Presiding officer
Punamben Ravibhai Patel	Member
Ronak Rajeshkumar Khambhati	Member
Swatiben Ketankumar Patel	External Member

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Internal Complaints Committee of the Company has not received any complaint of Sexual Harassment during the year under review and no complaint was pending as of 31st March, 2023.

No. of Complaints received: NIL

No. of Complaints disposed of: NIL

Company has formulated the policy for prevention of sexual Harassment as work place. Said policy is available on the website of company at link https://prospectcommodities.com/docs/policies/prevention_of_sexual_harassment.pdf

35. BUSINESS RESPONSIBILITY REPORT:

As stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is not applicable to your company being SME listed company, as per the exemptions provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

36. POLICY ON CODE OF CONDUCT AND ETHICS:

Being a SME listed Company exemption has been provided to the Company from formulating of Code of Conduct for Board of Directors and Senior Management Personnel. However, Board of Directors has formulated and adopted Code of Business Conduct Ethics for Director & Senior Management Executive policy. As an organization your Company places a great importance in the way business is conducted and the way each employee performs his/her duties. Your Company encourages transparency in all its operations, responsibility for delivery of results, accountability for the outcomes of our actions, participation in ethical business practices and being responsive to the needs of our people and society. Towards this end, your Company has laid down a Code of conduct applicable to all the employees of your Company.

The detailed Code of Business Conduct Ethics for Director & Senior Management Executive policy available on website https://prospectcommodities.com/docs/policies/code_of_conduct.pdf

37. DISCLOSURE WITH RESPECT TO MAINTENANCE OF COST RECORDS:

Your Company doesn't fall within the scope of Section 148(1) of the Companies Act, 2013 and hence does not require to maintain cost records as specified by the Central Government.

38. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.

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

39. LISTING FEES:

The Company affirms that the annual listing fees for the year 2023-24 to the BSE Limited (BSE SME) has been duly paid.

40. REPORTING OF FRAUDS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Companies

Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in boards report.

41. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THEGOING CONCERN STATUS OF THE COMPANY:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company' future operations.

42. COMPLIANCE OF SECRETARIAL STANDARDS:

The Company hereby affirms that during the year under review the Company has complied with all the applicable mandatory secretarial standards (including any modifications or amendments thereto) issued by the Institute of Company Secretaries of India. The Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Board and General Meetings.

43. PREVENTION OF INSIDER TRADING

The Board has Insider Trading Policy for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The copy of the same is available on the website of the Company at https://prospectcommodities.com/docs/policies/code_of%20_internal_procedure_conduct_for_prevention_of_insider_trading.pdf

44. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Ventures and Associate Companies.

45. DEPOSITS AND DISCLOSURE OF MONEY RECEIVED FROM DIRECTORS AND THEIR RELATIVES:

The Company has not invited deposit to public during the year under review.

Disclosure of money received during the year under review from Directors and their relatives Pursuant to Rule 2 (vii) of The Companies (Acceptance of Deposits) Rules, 2014

(Rs. In Lakhs)

	Loans from Directors and their Relatives
Amount Outstanding at the beginning of the financial year	0.05
Change during the financial year	
* Addition	30.8
* Reduction	NIL
Net Change	30.8
Total amount at the end of the financial year	30.85

46. SHARE CAPITAL

a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

b. Issue of Sweat Equity Shares

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

c. Issue of Equity Shares With Differential Rights

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.

d. Issue of Employee Stock Options

The Company has not issued any employee stock option during the financial year as per Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014.

47. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on Behalf of Board of Directors

	Sd/-	**Sd/-**
Date: 10/08/2023	**Vimal Sureshbhai Mishra**	**Priyanka Vimal Mishra**
Place: Ahmedabad	**Managing Director**	**Director**
	(DIN: 06820041)	**(DIN: 09459276)**

ANNEXURE I

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:
NIL

2. Details of contracts or arrangements or transactions at arm's length basis:

(Rs. In Lakh)

Sl. No.	**Name of the related party and nature of relationship (a)**	**Nature of contracts / arrangements / transactions (b)**	**Duration of contracts / arrangements / transactions (c)**	**Justification for entering into such contracts / arrangements / transactions (e)**	**Date(s) of approval by the Board (f)**	**Amount paid /Received**
1.	Global Logistics	Sale of Goods	2022-23	At Market rate and within limits prescribed u/s. 188 of the Companies Act, 2013	06.01.2022	10.26

For and on Behalf of Board of Directors

Sd/-
Vimal Sureshbhai Mishra
Managing Director
(DIN: 06820041)

Sd/-
Priyanka Vimal Mishra
Director
(DIN: 09459276)

Date: 10/08/2023
Place: Ahmedabad

ANNEXURE II

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 Read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2022-23 is as follows:

Name of Director	**Designation**	**Total Remuneration F.Y 2022-23**	**Ratio of remuneration of each director to median remuneration of employees**
Vimal Sureshbhai Mishra	Managing Director	720000	3.1
Priyanka Vimal Mishra	Director and Chairman	720000	3.1
Riddhi Bharatkumar Vasita	Additional Director	-	-
Nevil Prameshkumar Soni	Independent Director	-	-
Divya Shaileshbhai Shah	Independent Director	-	-

None of the Independent Directors are paid the sitting fees.

B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2022-23 is as follows:

Name	**Designation**	**Remuneration (in Rs.)**		**Increase (%)**	**Decrease (%)**
		2022-23 (06.01.2022 to 31.03.2023)	**2021-22**		
Vimal Sureshbhai Mishra	Managing Director and CFO	720000	NA	NA	NA
Priyanka Vimal Mishra	Non-Executive & Non-Independent Director	720000	NA	NA	NA

Riddhi Bharatkumar Vasita	Additional Non-Executive & Non-Independent Director	-	NA	NA	NA
Nevil Prameshkumar Soni	Non-Executive & Independent Director	-	NA	NA	NA
Divya Shaileshbhai Shah	Non-Executive & Independent Director	-	NA	NA	NA
Bhargavi Jay Pandya	Company Secretary	45000 (From January 2023 to March 2023)	NA	NA	NA

C. Percentage increase in the median remuneration of all employees in the Financial Year 2022-23: NA

D. Number of permanent employees on the rolls of the Company as on 31st March, 2023: 8

E. Comparison of average percentage increase in salary of employees other than the Managerial personnel and the percentage increase in the managerial remuneration: NA

F. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on Behalf of Board of Directors

Sd/- **Sd/-**

Date: 10/08/2023
Place: Ahmedabad

Vimal Sureshbhai Mishra
Managing Director
(DIN: 06820041)

Priyanka Vimal Mishra
Director
(DIN: 09459276)

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of

The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

PROSPECT COMMODITIES LIMITED

417, Sun Orbit,B/h. Rajpath Club Road,

Bodakdev, Ahmedabad - 380054,

Gujarat, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prospect Commodities Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2023 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

iv. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period)

v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the period)

viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Company during the period)

ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;

x. The Food Safety and Standards Act, 2006 ("FSS Act")

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

i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS- 2) issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with the BSE Ltd read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

I further report that

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

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

All decision of Board and committee meeting were carried with requisite majority.

I further report that based on the information provided and the representation made by the Company and also on the review of the compliance certificates, in our opinion, there are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the Company has not undertaken any specific event / action that can have a bearing on the Company's compliance responsibility in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc.

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

Date: July 28th, 2023
Place: Ahmedabad

For, Kadambari Dave & Associates
Company Secretaries

Sd/-

Kadambari Dave
Proprietor
M. No.: F7545
C P No.: 5854
Peer Review No.: 1646/2022
UDIN: F007545E000699423

ANNEXURE - A

To,

The Members

PROSPECT COMMODITIES LIMITED

417, Sun Orbit,B/h. Rajpath Club Road,

Bodakdev, Ahmedabad - 380054,

Gujarat, India.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.

4. Considering the effectiveness of information technology tools in the audit processes, we have conducted only online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.

5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

8. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: July 28th, 2023 **For, Kadambari Dave & Associates**

Place: Ahmedabad **Company Secretaries**

Sd/-

Kadambari Dave

Proprietor

M. No.: F7545

C P No.: 5854

Peer Review No.: 1646/2022

UDIN:F007545E000699423

Management Discussion and Analysis Report

Pursuant to Schedule V of the Listing Regulations, the Management Discussion and Analysis Report is given below:

Industry Structure and Developments

Company is engaged into Cashew processing business. The company is Processor, exporter and supplier of Natural Cashew Kernel and many types of Flavoured Cashew Kernel. It supplies variety of grades of Cashew Kernel into domestic market and International market. DRIFRUTZ is a brand name by PROSPECT COMMODITIES LIMITED. It also deal into by-products of Cashew nuts like Cashew Husk / Cashew husk pellets / Cashew Shell. The Company has hi-tech Cashew processing infrastructure. Processing facility ensures end to end processing, sorting, grading and packaging processes. Company supply different grades like W180, W210, W240, W320, Split Cashew, Broken Cashew etc. of cashew Kernel with brand name DRIFRUTZ.

Opportunities & Threats

Global economic and political factors that are beyond control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending.

Company derive 100% of its revenue from operations in India and, consequently, performance and the quality and growth of business are dependent on the health of the economy of India. However, the Indian economy may be adversely affected by factors such as adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities or interest rates changes, which may also affect the microfinance industry. Any such factor may contribute to a decrease in economic growth in India which could adversely impact business and financial performance.

Segment wise performance

The Company is primarily engaged in the business of trading of cashew in to B2B Market. Business of Company come under Single Segment reporting.

Outlook & Risk and Concern

The Management has to regularly monitor the changing market conditions and the trends. Further, any slowdown of the economic growth or volatility in the financial market could also adversely affect the Company's performance.

Internal control systems and their adequacy

The Company maintains an adequate system of Internal Controls including suitable monitoring procedures to ensure accurate and timely financial reporting of various transactions, efficiency of operations and compliance with statutory laws, regulations and Company policies. Suitable delegation of powers and guidelines for accounting have been issued for uniform compliance. The Audit Committee periodically reviews the significant findings of different Audits, as prescribed in the Companies Act, 2013 and in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Financial and Operational Performance

During the year, Company has achieved the Total Revenue of Rs. 1269.30 Lakhs. There is no other income during the year. Total expense of the company during the year is Rs. 1189.42 Lakhs. After meeting the expenses your Company has earned profit of Rs. 54.67 Lakhs.

Material developments in Human Resources / Industrial Relations front including number of people employed

The Company gives utmost importance to the capacity-building and well-being of its employees. The Industrial Relations in the Company continued to be on a cordial note. There are regular interactions between the management and Employees. The Company has an atmosphere of trust and cooperation, which results in a motivated work force and consistent growth in the performance. The total employee strength as on March 31, 2023 was Eight.

Significant changes in Key Financial Ratios

This is first financial year of company. The provision relating to significant changes in Key Financial Ratios is not applicable to company.

Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry- global or domestic or both, significant changes in political and economic environment in India, applicable statues, litigations etc.

INDEPENDENT AUDITOR'S REPORT

To the Members of Prospect Commodities Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Prospect Commodities Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the statement of Profit and Loss, the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in themanner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, its profits and its cash flows for the year ended on that date.

Basis for Opinion

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

Key audit matters

In our opinion and based on the audit of the financial statements of the Company, we have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

In preparing the financial statements, Board of directors and management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate theCompany or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act,2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules.

   e. On the basis of written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations to report on its financial position in its financial statements as reported by management.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3.

i. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

ii. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

iii. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

4. The company has not declared or paid any dividend during the year hence provisions of section 123 of the Companies Act, 2013 are not applicable.

5. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration has been complied with.

For. C.R. SHAREDALAL & CO.
CHARTERED ACCOUNTANTS,
(Registration No.109943W)

PLACE: AHMEDABAD
DATE : 26-05-2023

(Anuj J. Sharedalal)
PARTNER
Membership No.138022
UDIN: 23138022BGVVWW6078

Annexure 'A' to Independent Auditors' Report

[Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

(i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment and intangible assets.

(b) As explained to us, physical verification of property, plant and equipment was conducted by the management during the year. In our opinion, frequency of physical verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of relevant documents, the title deeds of immovable property are held in the name of the company.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of- use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year and there are no discrepancies of 10% or more. In our opinion the frequency of such verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(b) During any point of time in the year, the company has not been sanctioned working capital limit in excess of 5 crore rupees from bank or financial institutions.

(iii) (a) In terms of Information and explanation sought by us, and given by the company and books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, during the financial year, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or any other parties . Accordingly , para 3(iii)(a) of the Order is not applicable to the company.

(b) In our opinion and according to the information and explanation given to us, during the course of audit , company has not made any investments, guarantees provided, security given to any other entity in relation to loans and advances. Accordingly , para 3(iii)(b) of the Order is not applicable to the company.

(c) The company has not granted any loans or advances in the nature of loans, hence clause 3(iiic), (iiid), (iiie) and (iiif) are not applicable to the company.

(iv) In our opinion and according to the information and explanations given to us, the provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the company.

(v) The Company has not accepted any deposits or any amount which are deemed to be deposits from the public to which the directives issued by the Reserve bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 apply . Accordingly , para 3(v) of the Order is not applicable to the company.

(vi) According to the information and explanation given to us the maintenance of cost records has not been prescribed under sub-section (1) of Section 148 of the Companies Act, 2013.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Value Added

Tax, Wealth Tax, Custom duty, Excise duty, Service Tax, Cess, Goods and Service Tax and any other statutory dues whichever is applicable during the year with the appropriate authorities andno undisputed dues payable in respect of outstanding statutory dues were in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no amounts in respect of sales tax/ income tax/ custom duty / excise duty/ service tax/ Goods and Service Tax that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, there are no unrecorded transactions in the books of accounts that have been surrendered or disclosed as income during the year in tax assessment under the Income Tax Act, 1961.

(ix)

(a) As informed to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender, hence clause 3(ix)(a) is not applicable to the company.

(b) As informed to us, the company has not declared willful defaulter by any bank or financial institution or other lender, hence clause 3(ix)(b) is not applicable to the company.

(c) According to the information and explanation given to us, the company has applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, the company has not utilized funds raised on short term basis for long term purposes, hence clause 3(ix)(d) is not applicable to the company.

(e) According to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence clause 3(ix)(e) is not applicable to the company.

(f) According to the information and explanations given to us, the company has not raised any loan during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies, hence clause 3(ix)(f) is not applicable to the company.

(x) (a) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised moneys by way of initial public offer during the year and the funds raised have been utilised for the purpose for which they were raised.

(b) The company have made preferential allotment of shares to Promoters during the year and the company complied with the provisions of the Companies Act 2013 and the funds raised have been used for the purposes for which the funds were raised.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us we have neither come across any instance of fraud by the Company or on the Company by its officer or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

(b) We have not issued any report under section 143(12) of the Companies Act, hence the provisions of Clause 3(xi)(b) of the Order are not applicable to the Company.

(c) As informed to us, the company has not received any whistle-blower complaints during the year, hence the provisions of Clause 3(xi)(c) of the Order are not applicable to the Company.

(xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; hence the provisions of Clause 3(xii) of the Order are not applicable to the Company.

(xiii) According to the information and explanations, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(xiv) In our opinion and based on our examination, the Company has an internal audit system which is commensurate with its size and nature of the business activities.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

(xvii) In our opinion and based on our examination, the company has incurred cash loss of Rs. 15000 in the preceding financial year. The company has not incurred any cash losses in the current financial year.

(xviii) There has been no resignation of statutory auditor during the year, accordingly clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, to the best of our opinion and information and explanation available to us, company is capable of meeting its liabilities existing at the balance sheet date as and when they fall due within period of one year from the balance sheet date.

(xx) The provisions of section 135 for corporate social responsibility are not applicable. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the order is not applicable to the company.

(xxi) As informed to us, company is not required to prepare consolidated financial statements during the year and hence provisions of clause 3(xxi) of the order is not applicable to the company.

For. C.R. SHAREDALAL & CO.
CHARTERED ACCOUNTANTS,
(Registration No.109943W)

PLACE: AHMEDABAD
DATE : 26-05-2023

(Anuj J. Sharedalal)
PARTNER
Membership No.138022
UDIN: 23138022BGVVWW6078

Annexure 'B' to Independent Auditors' Report

[Referred to in Paragraph 2(f) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date]

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

We have audited the internal financial controls over financial reporting of **Prospect Commodities Limited** ("the Company") as of 31st March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that :

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For. C.R. SHAREDALAL & CO.
CHARTERED ACCOUNTANTS,
(Registration No.109943W)

PLACE: AHMEDABAD
DATE : 26-05-2023

(Anuj J. Sharedalal)
PARTNER
Membership No.138022
UDIN: 23138022BGVVWW6078

PROSPECT COMMODITIES LIMITED

CIN:U01400GJ2022PLC128482

Balance sheet as at 31st March 2023

(Currency : Indian Rupees in Lakhs)

PARTICULARS	NOTE NO.	As at 31-03-2023	As at 31-03-2022
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	**2**	409.05	1.00
Reserves and Surplus	**3**	679.78	-0.15
		1088.83	**0.85**
Non-Current Liabilities			
Long term borrowings	**4**	111.09	0.05
		111.09	**0.05**
Current Liabilities			
Short Term Provisions	**5**	54.47	0.15
Short Term Borrowings	**6**	13.65	0.00
Trade Payable:	**7**		
Payable to MSE			
Payable to other than MSE		72.52	0.00
Other Current liabilities	**8**	34.69	0.00
		175.33	**0.15**
TOTAL		**1375.26**	**1.05**
ASSETS			
Non - Current Assets			
Property, Plant and Equipment and Intangible assets:	**9**		
Property, Plant and Equipment		49.88	0.00
Intangible Assets		63.68	0.00
Deffered tax assets	**10**	7.69	0.00
Loans and Advances	**13**	7.84	0.00
		129.09	**0.00**
Current Assets			
Inventories	**11**	174.80	0.00
Trade Receivable	**12**	611.70	0.00
Short term loan and advances	**13**	263.39	0.00
Cash and Cash Equivalents	**14**	170.99	0.55
Other Current Assets	**15**	25.29	0.50
		1246.16	**1.05**
TOTAL		**1375.26**	**1.05**

The accompanying notes are integral part of financial statements

As per our report of even date

For, C. R. Sharedalal & Co.
Chartered Accountants
Firm Registration No. : 109943W

For and on behalf of the Board of Directors
Prospect Commodities Limited

Anuj J. Sharedalal
Partner
Membership No. 138022
UDIN : 23138022BGVVWW6078

Vimal Sureshbhai Mishra
Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 26-05-2023

Place : Ahmedabad
Date : 26-05-2023

Place : Ahmedabad
Date : 26-05-2023

PROSPECT COMMODITIES LIMITED
CIN:U01400GJ2022PLC128482
Statement of Profit and Loss Account for the year ended 31st March 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

Particulars	NOTE NO.	Year Ended 31-03-2023	Period Ended 31-03-2022
INCOME			
Revenue from Operations	16	1269.30	0.00
TOTAL INCOME		**1269.30**	**0.00**
EXPENSES			
Cost of Material Consumed	17	301.37	0.00
Purchase of traded goods		760.33	0.00
Changes in Inventory	18	-89.07	
Employees Benefits Expenses	19	33.41	0.00
Depreciation and Amortization Expenses	9	54.33	0.00
Finance Costs	20	30.89	0.00
Other Expenses	21	98.16	0.15
TOTAL EXPENSES		**1189.42**	**0.15**
Profit (Loss) before tax		**79.88**	**-0.15**
Tax Expenses :			
a) Current Income tax		32.90	0.00
b) Deferred Tax Expense / (Income)	10	-7.69	0.00
Profit / (Loss) for the Period		**54.67**	**-0.15**
Earning per equity share :			
Basic & Diluted	22	**4.53**	**-1.50**

The accompanying notes are integral part of financial statements

As per our report of even date

For, C. R. Sharedalal & Co.
Chartered Accountants
Firm Registration No. : 109943W

For and on behalf of the Board of Directors
Prospect Commodities Limited

Anuj J. Sharedalal
Partner
Membership No. 138022
UDIN : 23138022BGVVWW6078

Place : Ahmedabad
Date : 26-05-2023

Vimal Sureshbhai Mishra
Director
DIN 06820041

Place : Ahmedabad
Date : 26-05-2023

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 26-05-2023

PROSPECT COMMODITIES LIMITED
CIN:U01400GJ2022PLC128482
Cash Flow Statement for the Year Ended 31st March 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

PARTICULARS	Year Ended 31-03-2023	Year Ended 31-03-2023	Year Ended 31-03-2022	Year Ended 31-03-2022
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit/(loss) before tax		79.88		-0.15
Adjustments for				
Depreciation & Amortization expense	54.33		0.00	
(Profit)/Loss on sale of fixed assets	1.70		0.00	
Finance Costs	30.89		0.00	
		86.92		0.00
Operating profit/(loss) before working capital changes		166.79		-0.15
(Increase)/Decrease in Trade Receivables	-327.98		0.00	
(Increase)/Decrease in Inventories	-50.89		0.00	
(Increase)/Decrease in Other Current Assets	-24.79		-0.50	
Increase/(Decrease) in Trade Payables	35.79		0.00	
(Increase)/Decrease in Loans & Advances	-200.44			
Increase/(Decrease) in Borrowings	-3.61			
Increase/(Decrease) in Other liabilities	-61.39		0.20	
		-633.31		-0.30
Cash Generated from operations		-466.52		-0.45
less : Taxes paid		0.00		0.00
NET CASH FROM OPERATING ACTIVITIES		**-466.52**		**-0.45**
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from Sale of Fixed assets	24.55		0.00	
Purchase of Fixed Assets	-67.54		0.00	
		-42.99		0.00
NET CASH FROM INVESTING ACTIVITIES		**-42.99**		**0.00**
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase/(Decrease) in Borrowings	-88.80		0.00	
Proceeds from issue of share capital	168.05		1.00	
Securities premium received on public issue	625.26	0.00	0.00	
Finance Costs	-30.89		0.00	
		673.62		1.00
NET CASH FROM FINANCING ACTIVITIES		**673.62**		**1.00**
NET CASH FLOWS		**164.11**		**0.55**
Cash & Cash Equivalents at the beginning of the period	0.55			**0.00**
Add: Cash & Cash Equivalents received from Fortune Export	6.32			
Total Cash & Cash Equivalents on 1 April 2022		**6.87**		
Cash & Cash Equivalents at the end of the period		**170.99**		**0.55**

Note :1: The above Cash Flow Statement has been prepared under indirect method as per AS-3.

Note :2: With effect from before opening of business hours on 1st day of April, 2022, the company has taken over the undertaking with the "Business" of M/s Fortune Exports alongwith all assets and liabilities as going concern on succession basis. Hence, the above cash flow statement for the period ended 31st March, 2023 is adjusted to reflect the assets and liabilities taken over before opening of business hours on 1st day of April, 2022.

As per our report of even date

For, C. R. Sharedalal & Co.
Chartered Accountants
Firm Registration No. : 109943W

For and on behalf of the Board of Directors
Prospect Commodities Limited

Anuj J. Sharedalal
Partner
Membership No. 138022
UDIN : 23138022BGVVWW6078

Vimal Sureshbhai Mishra
Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 26-05-2023

Place : Ahmedabad
Date : 26-05-2023

Place : Ahmedabad
Date : 26-05-2023

PROSPECT COMMODITIES LIMITED

Notes to the financial statements
For the year ended on 31st March, 2023

1. SIGNIFICANT ACCOUNTING POLICIES

CORPORATE INFORMATION:

PROSPECT COMMODITIES LTD. is a SME Listed Company incorporated under the Companies Act, 2013. The company is engaged in the business of trading and processing of cashew nuts and allied products.

i. Basis Of Preparation:

The Financial Statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP). Financial statements are based on historical costs. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of the money. The Company generally follows the mercantile system of accounting and recognises income and expenditure on an accrual basis except significant uncertainties. GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 ('the Act') read with Rule 7 of companies (Accounts) Rule 2014, the provisions of the act (to the extent notified).

ii. Revenue recognition :

Revenue from sale of products is recognized as per the terms of sale as and when the risk and rewards of ownership pass on to the buyer and there is no significant uncertainty regarding ultimate collection of the same. Other incomes are recognized as per the principle of accrual.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services. The Company is generally the principal as it typically controls the goods or services before transferring them to the customer. Generally, control is transferred upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

iii. Segment Reporting :

The Company at present is engaged in the business of Processing and Trading of Cashews, but constitutes a single business segment. In view of above, primary and secondary reporting disclosures for business/ geographical segment as envisaged in AS –17 are not applicable to the Company.

iv. Use of estimates :

The preparation of financial statements in conformity with Indian Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision in accounting estimates is recognised properly in current and future periods

v. Property Plant & Equipments and Intangible Assets :

Property Plant & Equipment (PPE) are stated at their historical cost. Addition to PPE comprise of its purchase and expenses attributable with the same including taxes. Depreciation is provided on written down value basis, and as prescribed in schedule II of the companies Act, 2013. On disposal of the Property, Plant and Equipment, the difference between the carrying amount and its sale proceeds is recognized in the Statement of Profit and Loss as "Profit/Loss on sale of PPE".

Intangible assets are stated at their cost of acquisition less accumulated amortisation .

vi. Taxation:

Current income tax expense comprises taxes on income from operations in India only. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961. Advance income tax and provision for current income tax are presented in the balance sheet after off-setting advance tax paid and income tax provisionarising in the same tax jurisdiction and when the Company intends to settle the asset andliability on a net basis.

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available to realize such assets. In other situations, deferred tax assets are recognized only to the extent that there is

reasonable certainty that sufficient future taxable income will be available to realize these assets. The Company offsets deferred tax assets and deferred tax liabilities if it has a legally enforceable right and these relate to taxes on income levied by the same governingtaxation laws.

vii. Cash & Cash Equivalents:

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have maturities of three months or less from the reporting date, to be cash equivalents. Financial instruments which are having maturities of twelve months or less from the reporting date are considered to be a part of current assets. All other financial instruments except the above are considered to be a part of non-current assets.

viii. Earning Per Share:

The Earning Per Share (EPS) is calculated after dividing the Profit After Tax attributable to Equity Shareholders by the weighted average number of Equity Shares outstanding during the year as per the principles laid down in Accounting Standard-20-Earning Per Share.

ix. Inventories:

The inventories comprise of Raw Materials and Finished Goods. They are valued as under.

a) Raw Materials & Packing Materials: At cost on FIFO basis or Net Realizable Value whichever is lower.

b) Finished Goods: At cost or Net Realizable Value whichever is lower.

x. Provisions And Contingent Liabilities:

A provision is recognized when the company has a present obligation as a result of past events and it is probable that the outflow of resources embodying economic benefits will occur to settle that obligation. The company recognizes the provision on the basis of best available estimates. These estimates are reviewed at each reporting date to reflect the current situation. Contingent Liabilities and Contingent Assets are neither recognized nor disclosed in the financial statements but are shown by way of a note to the Financial Statements.

xi. Business Purchase :

Business Purchase transactions are accounted for using the purchase (acquisition) method. The assets and liabilities acquired are incorporated in the financial statements at their existing carrying amount and the consideration has been paid by issue of fully paid equity shares at face value. Transaction costs incurred in connection with a business acquisition are expensed as incurred. Any excess of the amount of the consideration over the value of the net assets of the firm acquired by us is recognized in our company's financial statements as goodwill arising on Business Purchase. The goodwill shall be amortized to income on a systematic basis over its useful life of five years.

xii. Borrowing Cost:

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that the company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

xiii. Employee Benefit Expenses:

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered. Company does not make any contributions to any Provident Fund, State Insurance plan or Gratuity plan since those laws are not applicable to the company at present.

xiv. Cash flow Statement:

Cash Flow statement was prepared as per AS 3.

xv. Impairment of Assets :

At each balance sheet date, the company reviews the carrying of its fixed assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of impairment loss. An impairment loss is charged to Profit and loss account in the year which an asset is identified as impaired.

xvi. Prior period comparatives:

Previous year's figures have been regrouped / reclassified where necessary, to confirm to current year's classification .

xvii. Foreign Currency Transactions :

(i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of transaction.

(ii) Monetary items denominated in foreign currencies at the period/year-end are restated at period/year-end rates.

(iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

(iv) Premium or discount on forward contracts for hedging foreign currency transactions are amortized and recognized in the statement of profit and loss over the period of the contract.

xviii. Utilization of IPO :

The company has raised money by way of initial public offer through BSE and it has been utilized for the purpose for which those were raised.

PROSPECT COMMODITIES LIMITED
Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs, unless otherwise stated)

NOTE : 2 : Share Capital :

Particulars	As at 31st March 2023	As at 31st March 2022
	Rs 'lakhs	Rs 'lakhs
Authorized Share Capital		
4100000 Equity shares of Rs. 10/- each	410.00	1.00
	410.00	**1.00**
Issued, Subscribed & Fully Paid Up Share Capital		
4090500 Equity shares of Rs. 10/- each	409.05	1.00
TOTAL	**409.05**	**1.00**

2.1 Terms/Rights attached to Equity Shares :

The company has single class of equity shares having par value of Rs 10 per share. Accordingly, all equity shares rank equall y with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend declared from time to time.

In the event of liquidation of the company, The equity shareholder will be entitled to receive remaining assets of the company after settling the dues of preferencial creditors as per priority the distribution will be in proportion to the number equity.

The company has come out with public offer of 12,26,000 face value of share of Rs. 10 at a price of Rs. 61 per share, Share premium of Rs. 51 per share with total public issue size of Rs. 7.48 Crs. Company has allotted total share of 1226000.

2.2 Reconciliation of the shares outstanding at the beginning & at the end of the reporting period :

Particular	As at 31st March 2023	
	No. of shares	Rs 'lakhs
Equity Shares		
At the beginning of the period	10000	1.00
Add : Preferencial Allotment	2400000	240.00
Add : Right share issue	454500	45.45
Add: Share issued to Public	1226000	122.60
Less : Bought back during the period	0.00	0.00
At the end of the year	**4090500**	**409.05**

Particular	As at 31 March 2022	
	No. of shares	Rs 'lakhs
Equity Shares		
At the beginning of the period	10,000	1.00
At the end of the year	**10000.00**	**1.00**

2.3 Details of shareholders holding more than 5% share in the company :

Particular	As at 31st March 2023	
	Number	% holding
Name of Shareholders		
Vimal Sureshbhai Mishra	1205000	29%
Priyanka Vimal Mishra	1205000	29%
TOTAL	**2410000.00**	**58%**

Particular	As at 31 March 2022	
	Number	% holding
Name of Shareholders		
Vimal Sureshbhai Mishra	5000	50%
Priyanka Vimal Mishra	5000	50%
TOTAL	**10000.00**	**100%**

As per the records of the Company, including its register of shareholders/members and other declarations received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

2.4 Shares held by promoters at the end of the year:

Promoters	As at 31st March 2023	
	Number	% of total shares
Vimal Sureshbhai Mishra	1205000.00	29%
Priyanka Vimal Mishra	1205000.00	29%

Promoters	As at 31 March 2022	
	Number	% of total shares
Vimal Sureshbhai Mishra	5000.00	50%
Priyanka Vimal Mishra	5000.00	50%

PROSPECT COMMODITIES LIMITED
Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs, unless otherwise stated)

NOTE : 3 : Reserves and Surplus :

Particulars	As at 31st March 2023	As at 31 March 2022
Surplus/ (deficit) in the statement of profit and loss		
Opening Balance	-0.15	0.00
Securities premium	625.26	0.00
Additions during the year	54.67	-0.15
Total	**679.78**	**-0.15**

NOTE : 4 : Long Term Borrowings :

Particulars	As at 31st March 2023	As at 31 March 2022
Secured Loan		
Hdfc Car loan	5.19	0.00
(Secured against car for which loan taken & Repayable within a period of 5 year from the reporting date & bearing 7.80% rate of interest)		
Hdfc Term loan	39.67	0.00
(Repayable within a period of 5 year from the reporting date & bearing 9.5% rate of interest and loan is secured by hypothecation of 50% of Plant and Machinery)		
HDFC Loan A/c.ECGLS Loan	21.79	0.00
(It carries interest @ 9.25 % and it's repayable in 4 year regular payment after intial moratoriun of 2 year)		
Unsecured, Repayable on Demand		
From Related Parties :	30.85	0.05
(Unsecured & Repayable after a period of 12 months from the reporting date & bearing NIL rate of interest)		
From Others:	13.59	0.00
TOTAL	**111.09**	**0.05**

NOTE : 5 : Short Term Provisions :

Particulars	As at 31st March 2023	As at 31 March 2022
Provision for Audit fees	2.50	0.15
Provision for Income-Tax	50.77	0.00
Provision of legal and professional fees	0.65	0.00
Provision on Electricity Expenses	0.54	0.00
TOTAL	**54.47**	**0.15**

Note : 6 : Short term Borrowing :

Particulars	As at 31st March 2023	As at 31 March 2022
Loan repayable on demand :		
Balance with Scheduled Bank :		
(Bank Overdraft)	0.00	0.00
From Others	0.12	0.00
Current maturities of long-term borrowings	13.52	0.00
	13.65	**0.00**

PROSPECT COMMODITIES LIMITED
Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

NOTE: 7: Trade payable

Particulars	As at 31st March 2023	As at 31 March 2022
Creditors for expenses		
Payable to MSE		
Payable to other than MSE	72.52	0.00
Total	**72.52**	**0.00**

Particulars	As at March 31, 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSME					
(ii)Others	72.52				**72.52**
(iii) Disputed dues — MSME					
(iv) Disputed dues — Others					

Note : 8 : Other Current liabilities

Particulars	As at 31st March 2023	As at 31 March 2022
Tds payable	1.94	0.00
Advance received from Customer	32.75	0.00
Total	**34.69**	**0.00**

NOTE : 10 : DEFFERED TAX LIABILITIES/ASSETS COMPRISE :

Particulars	As at 31st March 2023	As at 31 March 2022
Deferred Tax Assets :		
Arising on account of timing difference in :		
Depreciation	7.69	0.00
Deferred Tax Income for the year	7.69	0.00
Net Deferred Tax Liability/(Assets) at the beginning of the year	0.00	0.00
Net Deferred Tax Liability/(Assets) at the end of the year	**7.69**	**0.00**

PROSPECT COMMODITIES LIMITED

Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

Note: 11: Inventories

Particulars	As at 31st March 2023	As at 31 March 2022
Finished Goods	89.07	0.00
Packing Material	0.50	0.00
Raw Material	85.23	0.00
Total	**174.80**	**0.00**

NOTE : 12: TRADE RECEIVABLES :

Particulars	As at 31st March 2023	As at 31 March 2022
(Unsecured and considered good)		
Trade Receivables	611.70	0.00
Total	**611.70**	**0.00**

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
	Less than 6 mths	6 mths-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	574.25	37.45				**611.70**
(ii) Undisputed Trade Receivables — considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

NOTE : 13 : Loans and Advances :

Particulars	As at 31st March 2023	As at 31 March 2022
Long term loans and Advance		
Security Deposit	7.84	**0.00**
	7.84	**0.00**
Short term loans and advances		
(Unsecured and considered good)		
Advances recoverable in cash or in kind	255.82	0.00
Advance to Others	6.51	0.00
Advance to Employee	1.06	0.00
Total	**263.39**	**0.00**

NOTE : 14 : Cash and Cash Equivelents :

Particulars	As at 31st March 2023	As at 31 March 2022
Cash and Cash equivalents		
Balance with banks		
- On Current account	66.17	0.00
- Bank Overdraft	37.95	0.55
- Other Bank Balances	40.94	0.00
(CC limit is secured by hypothecation of 25% stock and 50% Book debt)		
Deposit with original maturity for more than 3 months but less than 12 months	5.00	0.00
Cash on hand	20.93	0.00
TOTAL	**170.99**	**0.55**

Note : 15: Other Current Assets

Particular	As at 31st March 2023	As at 31 March 2022
Calls in Arrears	0.00	0.50
Duties and taxes	25.29	0.00
Total	**25.29**	**0.50**

PROSPECT COMMODITIES LIMITED

Notes Forming Part of Financial Statement for the year ended 31st March, 2023

Note :9 : **Property , Plant and Equipment and Intangible Assets** **(Currency: Indian Rupees in Lakhs, unless otherwise stated)**

	Gross Block				Depreciation / Amortization				Net Block	
Item	**As at 01-04-2022**	**Addition**	**Deletions/ Adjustments**	**As at 31-03-2023**	**Upto 01-04-2022**	**For the year**	**Deletions/ Adjustments**	**Up to 31-03-2023**	**As on 31-03-2023**	**As on 31-03-2022**
Tangible Assets:										
Office Equipment		1.97		1.97	Nil	1.58		1.58	0.40	Nil
Computer		0.88		0.88	Nil	0.41		0.41	0.47	Nil
Plant and Machinery		93.70	30.83	62.87	Nil	29.49	4.58	24.91	37.96	Nil
Motor Cars		11.70		11.70	Nil	5.27		5.27	6.43	Nil
Furniture		6.26		6.26	Nil	1.63		1.63	4.62	Nil
		114.51		**83.68**		**38.39**	**4.58**	**33.80**	**49.88**	
Intangible Assets:										
Goodwill		79.51		79.51	Nil	15.90		15.90	63.61	Nil
Computer Software		0.12		0.12	Nil	0.04		0.04	0.08	Nil
		194.14	**30.83**	**163.31**	Nil	**54.33**	**4.58**	**49.75**	**113.56**	Nil

PROSPECT COMMODITIES LIMITED

Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

NOTE : 16 : Revenue from Operations :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Sales of Product :		
Traded sales	681.83	0.00
Processed Cashew Nuts	587.46	0.00
TOTAL	**1269.30**	**0.00**

NOTE : 17 : Cost of Material Consumed :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Cost of Material Consumed :-		
Inventory at the beginning of the year	0.00	0.00
Add: Purchases	1147.43	0.00
	1147.43	**0.00**
Less: Inventory at the end of period	85.73	0.00
Total	**1061.70**	**0.00**

*** Cost of material consumed includes purchase of traded goods of Rs. ('Lacs) 760.33**

NOTE: 18: Changes in inventories:

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Inventory at the beginning of the year (finished goods)	0.00	**0.00**
Inventory at the end of the year(Finished Goods)	89.07	**0.00**
Changes in inventories	-89.07	0.00

NOTE : 19 : Employee Benefit Expenses :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Salaries, wages and bonus	16.21	0.00
Staff Welfare	2.80	0.00
Director Remuneration	14.40	0.00
TOTAL	**33.41**	**0.00**

PROSPECT COMMODITIES LIMITED
Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

NOTE : 20 : Finance Costs :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Bank Charges	0.54	0.00
Bank Interest	19.68	0.00
Others Interest	5.84	0.00
Interest on Car Loan	0.73	0.00
Interest on Term Loan	4.10	0.00
TOTAL	**30.89**	**0.00**

NOTE : 21 : Other Expenses :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Accounting Software Exps	0.02	0.00
Customer Entertainment Exps	0.89	0.00
Electricity Exps	7.28	0.00
Freight Exps	1.03	0.00
Generator Fuel Exps	0.29	0.00
Generator Rent	0.22	0.00
Insurance Charges	1.05	0.00
Insurance Premium for Loan	0.11	0.00
Marketing expenses	0.25	0.00
Municipal taxes	0.20	0.00
Conversion difference	0.45	0.00
Internet Charges	0.46	0.00
Factory Expenses	0.51	0.00
Amc Charges	0.02	0.00
Laboratory Tasting Charges	0.32	0.00
Labour Exps	16.14	0.00
Legal & Professional Exps	13.78	0.00
Loan Processing Fees	1.72	0.00
Lolo Charges	0.12	0.00
Loss on Sale of Machinery	1.70	0.00
Office Exps	1.66	0.00
Office/ Factory Rent	5.18	0.00
Share Issue Expenses	7.33	0.00
Packing Exps	1.50	0.00
Postage & Courier Charges	0.12	0.00
Printing & Stationary Exps	0.42	0.00
Repairs & Maintanance Exps	3.27	0.00
Transportation Charges	14.61	0.00
Travelling Exps	2.64	0.00
Vehicle Petrol Exps	2.89	0.00
Ware House Rent	0.28	0.00
Websight Designing Exps	0.15	0.00
Audit Fees (Refer Note no. 21(a))	3.50	0.15
Rates and taxes	6.29	0.00
Miscellaneous Expenses	1.78	0.00
TOTAL	**98.16**	**0.15**

PROSPECT COMMODITIES LIMITED
Notes Forming Part of Financial Statement for the year ended 31st March, 2023

(Currency: Indian Rupees in Lakhs,unless otherwise stated)

NOTE : 21(a) : Auditor's Remuneration :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
As Auditors Audit Fees	3.50	0.15
TOTAL	**3.50**	**0.15**

NOTE : 22 : Particulars of Earning Per Share as per AS-20 issued by ICAI :

Particulars	Year Ended 31st March 2023	Period Ended 31 March 2022
Net Profit/(Loss) after Tax for the Year attributable to Equity Shareholders	54.67	-0.15
Weighted Average Number of Equity Shares (Nos)	1208015	10000
Earnings Per Share (in Rs.)	4.53	-1.50
Diluted Earnings per share (in Rs.)	4.53	-1.50

NOTE : 23 : Certain Additional Disclosures

23.1 : The Company has not received any intimation from "Suppliers" regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with interest paid/payable as required under this Act have not been given.

23.2 : The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

23.3: The amounts of previous year have been regrouped and reclassified wherever necessary. The amounts are rounded off to the nearest rupee.

23.4 : There are no significant events, which have taken place post 31st March 2023 up to the date of adoption of financial statement by the board of Director that requires to be adjusted.

(Currency: Indian Rupees in Lakhs, nless otherwise stated)

NOTE : 24 : Disclosures of Related Party Transactions as per AS-18 issued by ICAI

a) Name of Related Party & Nature of Relationship :

Description of relationship	Names of related parties
KMP	Vimal SureshBhai Mishra ,Priyanka Vimal Mishra
Enterprises over which Directors have Control (EDC)	Global Logistics

b) Transactions with Related Parties during the period :

Particulars	KMP	Concern in which Directors are Control	Total
Loan taken	260.38	0.00	260.38
(Previous period)	0.00	0.00	0.00
Loans Repaid	229.09	0.00	229.09
(Previous period)	0.00	0.00	0.00
Director remuneration	14.40	0.00	14.40
(Previous period)	0.00	0.00	0.00
Sales of Goods (Debtors)	0.00	10.26	10.26
(Previous period)	0.00	0.00	0.00

c)Outstanding Balances of Related Parties at the end of the period :

Particulars	KMP	Concern in which Directors are Control	Total
Loans and Borrowings	30.85	0.00	30.85
(Previous period)	0.00	0.00	0.00
Creditors for Remuneration	12.96	0.00	12.96
(Previous period)	0.00	0.00	0.00
Sales of Goods (Debtors)	0.00	0.00	0.00
(Previous period)	0.00	0.00	0.00

NOTE : 25 : Foreign Exchange Transactions :

25.1 Value of imports and value of raw materials, stores, spares parts and packing material consumed

Particulars	For the year ended 31st March 2023	For the period ended 31st March 2022
Purchase of raw materials and traded goods	117.44	Nil
Total	**117.44**	**Nil**

25.2 **:** Expenditure in foreign currency during the financial year on account of Royalty, professional consultation fees, interest, and other matter

NIL

25.3 **:** Remittance in foreign exchange on account of dividend with specific mentioned of number of non resident share holders and number of share held by them.

NIL

25.4 **:** Earning of foreign exchange on account of export etc.

Particulars	For the year ended 31st March 2023	For the period ended 31st March 2022
Export sales	1.76	Nil
Total	**1.76**	**Nil**

PROSPECT COMMODITIES LIMITED

Notes Forming Part of Financial Statement for the year ended 31st March, 2023

NOTE : 26 : Analysis Of Significant Financial Ratios

Particulars	Numerator	Denominator	2022-23(%)	2021-22 (%)	Change in Ratio (%)	Explanation if deviation is more than 25%
Current Ratio	Current assets	Current liabilities	7.11	7.00	1.54%	NA
Debt-Equity Ratio	Total debt	Equity	0.11	0.06	94.76%	Because company start their operation in this year so loan increased during the year even though company has been decreased their loan after ipo issue.
Debt Service Coverage Ratio	Profit before Interest &Tax	Interest on Borrowings and current installment	6.06	0.00	NA	NA
Return on Equity Ratio	Net profit -Preferred Dividend	Shareholder equity	5.02%	-17.65%	128.45%	Company operation and net profit has been increased during the year , so this ratio has been increased.
Inventory turnover ratio	Sales	Average Inventory	7.26	0.00	NA	NA
Trade Receivables turnover ratio	Net Sales	Average Accounts Receivables	2.08	-	NA	NA
Trade payables turnover ratio	Net Purchase	Average trade payable	0.02	-	NA	NA
Net capital turnover ratio	Net sales	Working Capital	1.19	-	NA	NA
Net profit ratio	Net Profit	Net Sales	4%	-	NA	NA
Return on Capital employed	Earning before Interest and Taxes	Capital employed	13.46%	-17.65%	176.28%	Company Income and profit has been increased during the year , so this ratio has been increased.
Return on investment	Income from Investment	Average Cost of Investment	-	-	NA	NA

NOTE 27 : Additional Regulatory Information as required by Schedule III of the Companies Act, 2013
a) Whether Title deeds of Immovable Property not held in name of the Company - Company does not hold any such immovable property.
b) Whether the Company has revalued its Property, Plant and Equipment - Company has not revalued its Property, Plant and Equipment
c) The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties, either severally or jointly with any other person.
d) During the year there is no capital work-in-progress hence ageing schedule is not applicable.
e) During the year there is no intangible assets under development hence ageing schedule is not applicable.
f) There is no proceedings that have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
g) The company have sanctioned borrowings from Banks or Financial Institutions on the basis of security of stock and quarterly return or statements of stock filled by the company with banks or financial institutions are in agreement with the books of accounts.
h) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
i) As the company is not a willful defaulter it is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
j) During the year there were no charges or satisfaction of charges registered with Registrar of Companies beyond statutory period.
k) Provisions of clause (87) of section 2 of the act read with Companies (Restriction on number of Layers) Rules, 2017 regarding compliance with number of layers of companies is not applicable to the company.
l) Details of ratios provided in NOTE 26.
m) During the year the company has not proposed any Scheme of Arrangements in terms of Section 230 to 237 of the Companies Act,2013
n) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
o) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
p) During the year the company is not having any unrecorded transactions that are surrendered or disclosed as income during tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) and there is no previously unrecorded income and related assets that have been properly recorded in the books of accounts during the year.
q) Provisions of section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility is not applicable to the company.
r) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

As per our report of even date

For, C. R. Sharedalal & Co.
Chartered Accountants
Firm Registration No. : 109943W

For and on behalf of the Board of Directors
Prospect Commodities Limited

Anuj J. Sharedalal
Partner
Membership No. 138022
UDIN : 23138022BGVVWW6078

Place : Ahmedabad
Date : 26-05-2023

Vimal Sureshbhai Mishra
Director
DIN 06820041

Place : Ahmedabad
Date : 26-05-2023

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 26-05-2023

PROSPECT COMMODITIES LIMITED

CIN: U01400GJ2022PLC128482

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