



40th ANNUAL REPORT



FINANCIAL YEAR 2021-2022

PRABHAT SECURITIES LIMITED

BALANCE SHEET 2021-2022

Letter to the Shareholders

Respected Members,

With immense pleasure, we would like to present The Fortieth Annual Report of Your Company for the Financial Year 2021-22. Your Company is now a forty-year old enterprise and my sincere wishes that each of you is safe and well in present time. We always pray to almighty for your safety and good health.

As relaxation has been provided in guidelines of Covid-19, still it is advised to take precaution and to maintain the safety and hygiene. But tough time is not over yet because of hike in inflation globally due to Russia and Ukraine War. Consequently the price rise has become the major issue. Your Company displayed significant resilience in dealing with various external shocks in recent years — be it the three successive COVID-19 waves, macroeconomic slowdown that pre-dated COVID-19 or the fundamental changes in the industry that we belong to. Through these shocks, your Company demonstrated tremendous grit and financial strength and took all necessary actions without damaging any aspect of its business model or its financial position. Pandemic has made your Company even more nimble and responsive than ever before.

We again promise to do excel towards the growth and success of your company and simultaneously upliftment of its workforce to serve the customer, society and nation. We always welcome and appreciate for valuable suggestions and feedbacks to enhance the performance of your company.

On behalf of the Board of Directors of Prabhat Securities Limited, we would like to thank you all, our stakeholders, our customers, business associates, employees, bankers and shareholders for their continued trust, confidence and support extended to us.

Therefore, I am optimistic of your Company's growth, and of its ability to deliver superior performance and greater shareholder value.

May we as a nation do better than before.

With warm regards,

Yours sincerely,

Rama Kant Kushwaha
(Managing Director)

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CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. Vijay Kumar Jain, Chairman
- Mr. Rama Kant Kushwaha, Managing Director
- Mr. Guljhari Lal Sharma, Director
- Mr. Amit Soni, Director
- Mr. Krishna Kamal Prasad, Director
- Mrs. Vandana Sharma, Director

KEY MANAGERIAL PERSONNEL

- Mr. Rama Kant Kushwaha, Managing Director
- Mrs. Divya Gupta, Company Secretary
- Mr. Dharmendra Kumar, Chief Financial Officer

STATUTORY AUDITORS

- R. P. Khandelwal & Associates, Chartered Accountants
102, Navjeevan Complex, 29, Station Road
JAIPUR – 302 006 (Rajasthan)

INTERNAL AUDITORS

- Mr. Dharmendra Kumar, Chief Financial Officer

BANKERS

- HDFC Bank Limited
Krishna Tower, 15/63, Civil Lines, Kanpur

SECRETARIAL AUDITOR

- M/s. V. AGNIHOTRI & ASSOCIATES,
Practicing Company Secretaries
55/19, Kahoo Kothi,
Kanpur-208001, Uttar Pradesh

REGISTRAR & SHARE TRANSFER AGENTS

- MAHESHWARI DATAMATICS PVT. LTD.
23 R. N. Mukherjee Road 5th Floor Kolkata - 700 001
Phone - 033-22482248, 2243-5029
Email - info@mdpl.in Website – www.mdpl.in



REGISTERED OFFICE

PRABHAT SECURITIES LIMITED,

CIN : L22022UP1982PLC005759

118/610 A, Kaushalpuri,

Kanpur 208 012, (U.P.) IN

Phone: 91-512-2624347

Website: www.prabhatsecuritiesltd.com

Email Id: prabhatsecurities@gmail.com

DIRECTOR'S REPORT

Dear Stakeholders,

The Board of Directors has pleasure in presenting the 40th Annual Report along with the Audited Accounts of the company for the year ended on 31st March, 2022.

The highlights of the standalone financial results are as follows:

(Rs. In lakhs)

PARTICULARS	F. Y. 2022	F.Y. 2021
Total Income	28.97	54.34
Total Expenses	24.87	35.38
Profit before tax	4.10	18.96
Tax Expense	1.36	2.39
Transfer to Statutory Reserve	1.32	4.55
Profit for the Year	1.42	12.02
Earnings per Share (H)	0.05	0.41

RESULTS OF OPERATIONS AND STATE OF AFFAIRS (STANDALONE)

The highlights of the performance during the year under review are as under:

- Total Income declined in current year to 46.69 % to Rs.28.97 Lakh Lakh (as compare to Previous Year Rs. 54.34 Lakh)
- Profit before Tax decreased to 78.41 % Rs. 4.10 Lakh (as per Previous year Rs. 18.96 Lakh)
- Profit after tax of the Company is also decreased to 88.24 % in the current financial year which amounts to Rs. 1.42 Lakh as compared to previous year Rs. 12.02 Lakh

SHARE CAPITAL

The paid up equity capital as on March 31, 2022 was Rs. 290.00 Lakhs consisting of 29,00,007 fully paid- up equity shares of face value of Rs.10.00 each. During the year under review, the Company has not issued shares with differential voting rights nor has issued any sweat equity. As on March 31, 2022, none of the Directors of the Company hold any convertible instruments of the Company.

DIVIDEND

It was decided by the Board not to declare any dividend this year.

TRANSFER TO RESERVES

The Company transferred an amount of Rs. 1,32,217.00 Lakh/- to the Special Reserves under section 45IC of RBI Act, during the year.

JOINT VENTURE/ASSOCIATE OR SUBSIDIARY COMPANIES

- **Subsidiary:** The Company has no subsidiary company.
- **Associate** – The Company has no Associate company during the said year.
- **Joint venture companies-**There is no joint venture company

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, your Board of Directors states that:

- a) In preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors have 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 as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down proper internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively;
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that the systems are adequate and are operating effectively.

CORPORATE GOVERNANCE

As was disclosed in the last year annual's report , The Company has been observing best governance practices and is committed to adhere to the Corporate Governance requirements on an ongoing basis. A separate section on Corporate Governance as stipulated under Part C of Schedule V and a certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance, as stipulated under Part E of Schedule V of the SEBI (Listing Obligation and Discloser Requirements) 2015 forms part of this Annual Report.

RELATED PARTY TRANSACTIONS

The related Party transactions entered by the Company have been clearly identified in Note No. 25 in the balance sheet section annexed to this report. Form AOC-2 is attached as Annexure A.

CORPORATE SOCIAL RESPONSIBILITY

The Company does not meet the requirement of Section 135 of the Companies Act, 2013 for applicability of Corporate Social Responsibility and so the Company is not mandatorily required to contribute towards CSR for the financial year under review.

FIXED DEPOSITS

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal controls. Internal Auditors report to the Chairman of the Audit Committee of the Board and ensure compliances with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the company is duly constituted.

The independent directors hold office for a fixed term not exceeding five years from the date of their appointment and are not liable to retire by rotation. The Act, mandates that at least two-thirds of the total number of directors (excluding independent directors) shall be liable to retire by rotation and one-third

of such directors shall retire from office at every AGM. Accordingly, Mr. Ramakant Kushwaha (DIN **02237714**), director, being the longest in the office among the three (3) directors liable to retire by rotation, retires from the Board this year and, being eligible, has offered his candidature for reappointment. Prescribed details of Ramakant Kushwaha are given in the Notice of AGM

Composition/Category

The present strength of the Board of Director is 6(Six). The Composition of the Board is as follows:

- Three Non-Executive, Independent Directors,
- One Non Executive, Promoter Director(Women),
- One Executive, Non Independent Director,
- One Executive, Promoter Director

Sr. No.	Category	Name of Director
I.	Executive, Non Independent Director Executive and Promoter Director Non-Executive, Non Independent Director	<ul style="list-style-type: none"> ➤ Mr. Rama Kant Kushwaha,(MD) ➤ Mr. Guljhari Lal Sharma (Director) ➤ Mrs. Vandana Sharma (woman Director)
II.	Independent Directors	<ul style="list-style-type: none"> ➤ Mr. Vijay Kumar Jain ➤ Mr. Amit Soni ➤ Mr. Krishna Kamal Prasad

CHANGE IN THE DIRECTORS OF THE COMPANY

There is no change in the Board of Directors of the Company during the Financial Year 2021-2022.

• KEY MANAGERIALPERSONNEL

As per the definition of Key Managerial Personnel as contained in section 2(51) of the Companies Act, 2013, the “Key Managerial Personnel” in relation to the Company are: Chief Executive Officer or Managing Director or Whole Time Director Company Secretary Chief Financial Officer and, such other officer as may be prescribed

During the period under review,

- Mr. Ramakant Kushwaha (Managing Director of the Company)
- Mr. Dharmendra Kumar (Chief Financial Officer of the Company)

- Ms. Divya Gupta (Company Secretary)

The Remuneration and other details of the Key Managerial Personnel for the year ended March 31, 2022 are mentioned in the Extract to the Annual Return, is available on the company's website www.prabhatsecuritiesltd.com.

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013 :-

- Mr. Vijay Kumar Jain
- Mr. Krishna Kamal Prasad
- Mr. Amit Soni

And pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2019 all the Independent Directors of the Company have registered themselves with Independent Director's Data.

FORMAL ANNUAL PERFORMANCE EVALUATION

Pursuant to Section 178(2) of the Companies Act, 2013 & Regulation 17 (10) of the SEBI (Listing Obligation and Discloser Requirements) 2015. The Nomination and Remuneration Committee has carried out evaluation of performance of every Director. The board has carried out an Annual performance evaluation of its own performance, of the Directors individually as well as evaluation of the working of its various Committees. The performance evaluation of Independent Director was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and Non-Independent Director was carried out by the Independent Director at their separate Meeting held on 31st March, 2022.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection of Directors, determining Directors independence and payment of remuneration to Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is stated in the Report on Corporate Governance.

FAMILIARIZATION PROGRAM

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company and related matters are put up on the website of the Company at www.prabhatsecuritiesltd.com

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors Appointment and Remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013 is available on Company's website.

AUDITORS AND AUDITORS' REPORT

- **Statutory Auditors**

In terms of section 139 of the Act, R. P. Khandelwal & Associates, Chartered Accountants, (Firm Registration No. 001795C) were appointed as statutory auditors of the Company to hold office from 01.04.2018 to 31.03.2022. The statutory auditors have confirmed they are not disqualified from continuing as auditors of the Company.

The Notes on financial statements referred to in the Auditors Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

- **Secretarial Auditor**

Pursuant to the provisions of section 204 of the Act and the Rules made thereunder, the Board has re-appointed V. Agnihotri & Associates, Practicing Company Secretary (FCS No. 10363, CP No.21596), to undertake the secretarial audit of the Company. The secretarial audit report

for the year 2021-22 as issued by him in the prescribed form MR- 3 is annexed to this Report as Annexure-E. These reports do not contain any qualification, reservation or adverse remark or disclaimer. The auditors i.e. statutory auditors, secretarial auditors and cost auditors have not reported any matter under section 143(12) of the Act, and therefore, no details are required to be disclosed under section 134(3) (ca) of the Act

The Secretarial Audit Report does not contain any qualification, reservations or adverse remark.

• **COST RECORDS AND COST AUDITORS**

The provisions of Cost Audit and Records as prescribed under Section 148 of the Act, are not applicable to the Company.

SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS – 1) and General Meetings (SS – 2) issued by the Institute of Company Secretaries of India and approved by the Central Government.

DISCLOSURES

AUDIT COMMITTEE AND RISK MANAGEMENT COMMITTEE

Brief description of Terms of Reference:

The Audit Committee comprises of Mr. Amit Soni as Chairman Mr. V. K. Jain and Mr. Krishna Kamal Prasad and Mr. Guljhari Lal Sharma as members of the Committee. The role and Terms of reference and powers of Audit Committee are in conformity with the Section 177 and Section 178 of Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, which, inter alia, includes to oversee the Company's financial reporting process, to review Directors' Responsibility Statement, changes, if any, in accounting policies and reasons for the same, qualifications in the draft audit report, performance & independence of statutory and internal auditors, reports of the Company's internal auditors and financial statement audited by the statutory auditors and also to review the information relating to Management Discussion and Analysis of financial statements and results of operations, statement of significant related party transactions, and internal control systems.

The Audit Committee met Four Times in the year as follows:

1. 22.06.2021
2. 09.08.2021
3. 13.11.2021
4. 11.02.2022

Stakeholders' Relationship Committee

The Committee comprises of Mr. Krishna Kamal Prasad as Chairman, Mr. V. K. Jain and Mr. Rama Kant Kushwaha has members of the Committee. The Committee's composition and the terms of reference meet with the requirements under the Provisions of section 178(5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Committee Meetings were held two times as follows;

- 1) 09/08/2021
- 2) 15/01/2022

The terms of Reference inter alia include the following

- To specifically look into the redressal of grievances of shareholders and other security holders, if any.
- To Consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non- receipts of balance sheet, non- receipt of declared dividends: and
- To act in terms of any consequent statutory modification(s)/ amendment(s)/ revision(s) to any of the applicable provisions to the said Committee.

ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

There is no such order passed by the Regulators/Courts/Tribunals in respect to the Company during the financial year

COMPLIANCE OFFICER:

Mrs. Divya Gupta (Company Secretary) is the Compliance Officer of the Company for complying with requirements of Securities Laws and Listing Agreements with Stock Exchanges.

Nature of Complaint	No. of complaints Received	No. of Complaints Redressed
Non receipt of Dividend	0	0
Issue of Duplicate certificates/ Share Certificates	0	0
Non receipt of Annual Return	0	0

There are no outstanding complaints as on 31st March 2022.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee recommends to the Board the suitability of candidates for appointment as Key Managerial Personnel, Directors and the remuneration payable to them and other employees.

The Nomination and Remuneration Committee held two meetings during the year. The details of which are provided here under in Report on Corporate Governance.

Brief Description of Terms of Reference:

The Committee's composition and the terms of reference meet with the requirements under the Provisions of section 178(5) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition: The Nomination and Remuneration Committee is comprises of Mr. V. K. Jain as Chairman, and Mr. Krishna Kamal Prasad, Mr. Amit Soni and Mrs. Vandana Sharma as members of the Committee. During the year, the Committee Meetings were held on two times as follows;

1. 15/07/2021
2. 15/01/2022

Vigil Mechanism / Whistle Blower Policy

In line with the best Corporate Governance practices, Company has put in place a system through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal.

The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The WBP may be accessed on the Company's website at the link www.prabhatsecuritiesltd.com

- The directors' responsibility statement as required by section 134(5) of the Act, appears in this report.
- A Cash Flow Statement for FY2022 is attached to the Balance Sheet.

Risk Management framework

The Board has formulated Risk management policy including procedures and risk assessment to ensure that the Board, its Audit Committee and its Executive Management should collectively identify the risks impacting the Company's business and take suitable action for risk identification, risk minimization and risk optimization.

The Board reviews the risk trend, exposure and potential impact analysis and prepares risk mitigation plans, if necessary.

NUMBER OF MEETING OF BOARD

Seven (4) meetings of the Board were held during the year under review as against the statutory requirement of four meetings. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013 and as per the relaxation given by MCA vide their Circular No. 11/2020 dated 24th March, and General Circular No. 08/2021 dated 3rd May, 2021.

30.06.2021

31.07.2021

13.11.2021

11.02.2022

Further, the status of attendance of Board Meeting by each of Director is as follow:

Sl. NO.	Name of Director	No. Of Board Meeting Held	No. of Board Meeting attended
1	VANDANA SHARMA	4	4
2	RAMA KANT KUSHWAHA	4	4
3	VIJAY KUMAR JAIN	4	4
4	GULJHARI LAL SHARMA	4	4
5	AMIT SONI	4	4
6	KRISHNA KAMAL PRASAD	4	4

ANNUAL GENERAL MEETINGS

Details of Last Three Annual General Meetings held:

Particulars	FY 2018-2019	FY 2019-2020	FY 2020-21
Day	Monday	Wednesday	Thursday
Date	30-09-2019	30-12-2020	30-09-2021
Time	01:30 P.M	01:30 P.M.	01:30PM
Venue	'SATYAM', 4/276, Parwati Bagla Road, Kanpur, Uttar Pradesh - 208002	118/610 A, Kaushalpuri- Kanpur Uttar Pradesh - 208012	118/610 A, Kaushalpuri- Kanpur Uttar Pradesh – 208012

No Special resolutions have been passed by the Company during the last Three Financial Years except the appointment and re-appointment of Independent Directors & Continuation of directorship of Mr. Guljhari Lal Sharma, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Re-appointment of Mr. Ramakant Kushwaha as Managing Director There is no resolution passed through postal ballot process at the ensuing Annual General Meeting.

LISTING OF SHARES

The Company's shares are listed with Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India Limited, Mumbai.

Particulars of Loans, Investments, Guarantees

During the year under review, the Company has not given any loans and guarantees. Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the respective Notes to the Financial Statements.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

As per the provisions of Section 134(3) (m) of the Companies Act, 2013, relating to conservation of energy and technology absorption there is a system of proper check and control in order to avoid unnecessary wastage of power and energy.

Foreign Exchange earnings and outgo is **NIL**.

Web Link of Annual Return

The Annual Return of the Company would be posted on the website of the company having web link as www.prabhatsecuritiesltd.com

REPORTING FRAUD

During the year under review, the Statutory Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act details of which needs to be mentioned in this Report.

Particulars of Employees

None of the employees who have worked throughout the year or a part of the financial year were getting remuneration in excess of the threshold mentioned under Section 197(12) of the Act read with rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014.

Disclosure under Sexual Harassment of Women

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. And also available on Company's website. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a) No. of Complaints received : Nil
- b) No. of Complaints disposed off : Nil

MANAGEMENT DISCUSSION AND ANALYSIS

As per the requirements of Regulation 34(2) (e) of SEBI Listing Obligations and Disclosure Requirements, 2015 is annexed herewith as "Annexure C".

RESERVE BANK OF INDIA DIRECTIONS

Your Company is non-banking finance company (NBFC). Accordingly, during the year, Company has not accepted any deposits from the public and there were no deposits which become due for repayment or renewal.

Company has complied with the directives issued by the Reserve Bank of India under the Non-Banking Financial Companies (Reserve Bank of India) Directions, 2007, and Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 as amended from time to time.

ACKNOWLEDGMENTS

The Board of Directors acknowledge with thanks for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company and subsidiaries for their continued co-operation and support.

The Board of Directors would also like to appreciate for the co-operation received from the Reserve Bank of India, SEBI, NSE & BSE and all other statutory and/or regulatory bodies.

**For and on behalf of the Board the
Prabhat Securities Limited**

Sd/-

Sd/-

Place: Kanpur

Date: 7th August 2022

Vijay Kumar Jain

(Chairman)

DIN: 08208856

Rama Kant Kushwaha

(Managing Director)

DIN: 02237714

ANNEXURE –A

FORM NO.-AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act 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: N.A.
2. Details of material contracts or arrangement or transactions at arm's length basis-

S. No.	Name of Related Party	Nature of Relationship	Nature of Contract / Arrangement / Transactions	Amount
1.	Rama Kant Kushwaha	Managing Director	Remuneration	2,40,000.00
2.(a)	Ashok Kumar Sharma	Relative of Director	Rent Expenses	1,35,000.00
(b)	Vimal Kumar Sharma		Rent Expenses	1,35,000.00

ANNEXURE – B

INFORMATION RELATING TO ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 134(3) (m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

a) Conservation of energy

(i)	the steps taken or impact on energy	N. A.
(ii)	the steps taken by the company for utilizing alternate sources of energy	N. A.
(iii)	The capital investment conservation equipments	N. A.

b) Technology absorption

(i)	the efforts made towards technology absorption	The Company has not absorbed any technology from any source.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N. A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N. A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N. A.
	(c) whether the technology been fully absorbed	N. A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N. A.
(iv)	The expenditure incurred on Research and Development	N. A.

c) Foreign exchange earnings and Outgo

- The Foreign Exchange earned in terms of actual inflows during the year: NA
- The Foreign Exchange outgo during the year in terms of actual out flows: NA.

**For and on behalf of the Board the
Prabhat Securities Limited**

Sd/-

Sd/-

Place: Kanpur

Date: 7th August 2022

Vijay Kumar Jain Rama Kant Kushwaha
(Chairman) (Managing Director)

DIN: 08208856

DIN: 02237714

MANAGEMENT DISCUSSION AND ANALYSIS

- **ECONOMIC CONDITION**

We are living in unprecedented times with the global pandemic bringing India to a lockdown for time in our known history. All our businesses were fully prepared for the complete shutdown with our Business Continuity Plans, much ahead of the nationwide lockdown.

NBFCs play an important role in the Indian financial system by complementing the banking sector and leveraging on their efficient and nimble operations, to promote their tailor-made products. Their role in promoting financial inclusion and catering to the needs of small businesses and specialised segments give an additional dimension to their importance. The pace of expansion was lower in FY 20-21, mainly due to credit downgrades and liquidity squeeze within the sector.

- **BUSINESS OVERVIEW**

The Company is of opinion that there is ample of opportunities to work and grow even in this so called adverse business environment. It has prepared itself to meet all the future challenges and be focused on its vision.

- **PERFORMANCE**

Keeping in view the adverse market conditions the performance of Company for the financial year 2020-2021 has not been satisfactory due to pandemic.

- **OUTLOOK**

The Company repositioned itself under the prevailing financial condition and had a better overview of the economy as a whole. At macro level it seems that things are going to change with a positive note under the flagship of better policy decisions by the regulators.

- **RISK AND CONCERNS**

The Company assesses internal as well as external environment and fully aware of the risk factors. It implements adequate risk management measures.

- **INTERNAL CONTROL SYSTEM**

The Company ensures strict compliance of applicable laws and regulation for financial transactions. Audit committee of the Company oversees the internal audit function and the internal control system.

- **HUMAN RESOURCES CAPITAL**

The Company has best employees. It recognizes their effort in the success of company and provides platform for their growth and development.

- **DISCLAIMER**

The Statement and projections made in this report may vary depending on the economic conditions, government policies, and other factors beyond the control of the Company. Company is not under any obligation to amend, modify or revise any statement

ANNEXURE-D
FORM No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PRABHAT SECURITIES LIMITED
118/610 A KAUSHAL PURI
KANPUR – 208012

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prabhat Securities Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Prabhat Securities Limited for the financial year ended on 31st March, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under- (Not applicable during the reporting period)
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- (Not applicable during the reporting period)
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
7. 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.

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

However, the following are not applicable to the Company during the reporting period:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (f) Other Acts- As per the information provided by the Company, its officers and authorized representative, there is no such other act/s applicable specifically to the Company.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India as amended from time to time.
2. The Listing Agreements entered into by the Company with MSEI Limited.
3. SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

To the best of our understanding, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that based on the information provided by the Company, its officers and authorized representatives during the conduct of the Audit and Reports given by respective Department Heads/Company Secretary/CEO taken on record by the Board of Directors of the Company in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and to ensure the compliance with applicable general laws such as labor laws and environmental laws.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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. None of the directors were disqualified during the year. Ms. Rekha Kejriwal, Company Secretary and Compliance officer had tendered her resignation from the company with effect from 07.05.2021. Further to this, and Ms. Divya Gupta was appointed as the new Company Secretary and Compliance Officer of the Company as per the requirement of Section 203 of the Companies Act, 2013 read with Rule 6 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 w.e.f. 01.08.2021. The tenure of Mr. Ramakant Kushwaha was due to expire on 20th March 2022, hence he was reappointed as the Managing Director by the Board through a board meeting held on 05.09.2022 subject to his approval by the shareholders in the ensuing Annual General Meeting of the Company after duly complying with the provisions of section 203 of the Companies Act, 2013. A Special Resolution was passed for continuation of Directorship of Mr. Guljhari Lal

Sharma, Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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. Board Meetings duly held in compliance with section 173 of the Companies Act 2013. Further the Annual general Meeting of the Company took place on 30.09.2021. The register of members remained closed from 24.09.2021 to 30.09.2021 for the purpose of annual general meeting of the company.

We further report that the compliance by the Company of the applicable financial laws like direct and indirect tax laws has not been reviewed in this Audit since, the same have been subject to review by statutory financial auditor and other designated professionals.

All the decisions were carried through with the assenting members' views and recorded as part of the minutes.

We further report that 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.

We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under applicable laws/Acts/Regulations to the Company.

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.

For V. Agnihotri & Associates
Company Secretaries

Sd/-

Vaibhav Agnihotri

FCS: 10363

C.P. No.: 21596

Peer Review Certificate No. : 2065/2022

UDIN: F010363D000918701

Place: Kanpur

Date: September 07, 2022

“ANNEXURE-A” TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
PRABHAT SECURITIES LIMITED
118/610 A KAUSHAL PURI
KANPUR – 208012

Our Report of even date is to be read along with this letter:-

1. Maintenance of secretarial records 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.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of every events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For V. Agnihotri & Associates
Company Secretaries

Sd/-

Vaibhav Agnihotri

FCS: 10363 C.P. No.: 21596

Peer Review Certificate No. : 2065/2022

UDIN: F010363D000918701

Place: Kanpur

Date: September 07, 2022



R.P.KHANDELWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

Head Off :- 103, 1st Floor, Navjeevan Complex, 29 Station Road, Jaipur 302006, Ph.9314031763,9602841120,0141-4911163

Email : rpk1956@rediffmail.com / rpk1956@gmail.com

INDEPENDENT AUDITORS' REPORT ON AUDIT OF ANNUAL STANDALONE FINANCIAL RESULTS AND REVIEW OF QUARTERLY FINANCIAL RESULTS

To,
The Board of Directors of
Prabhat Securities Limited

28 May 2022

Report on the audit of the Financial Results

Opinion and conclusion

We have (a) audited the Standalone Financial Results for the year ended 31 March 2022 and (b) reviewed the Standalone Financial Results for the quarter ended 31 March 2022 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying 'Statement of Standalone financial results for the quarter and year ended 31 March 2022' (the Statement) of M/S Prabhat Securities Limited (the Company), being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

(a) Opinion on Annual Standalone Financial Results

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Financial Results for the year ended 31 March 2022:

- i. is presented in accordance with the requirements of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the year then ended.

(b) Conclusion on Unaudited Standalone Financial Results for the quarter ended 31 March 2022

With respect to the Standalone Financial Results for the quarter ended 31 March 2022, based on our review conducted as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the Standalone Financial Results for the quarter ended 31 March 2022, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Results" 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 Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Financial Results

The Statement has been prepared on the basis of the annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net loss and other comprehensive income of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 52 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

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 Statement, 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements 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 the Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 and Regulation 52 of the Listing Regulations.
- Conclude on the appropriateness of the Board of Directors' 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Statement 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 auditors' 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Standalone Financial Results of the Company to express an opinion on the Annual Standalone Financial Results.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Annual Standalone Financial Results.

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.

(c) Review of the Standalone Financial Results for the quarter ended 31 March 2022

We conducted our review of the Standalone Financial Results for the quarter ended 31 March 2022 in accordance with the Standard on Review Engagements (SRE) 2410 on 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Other Matters

The Statement includes the results for the quarter ended 31 March 2022 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our report on the Statement is not modified in respect of this matter.

For R. P. KHANDELWAL & ASSOCIATES.
Chartered Accountants Firm Regn. No.: 001795C

Sd/-

RAM PRAKASH KHANDELWAL

(Partner)

UDIN: 22071002AJUGLU5557

M. No.: 071002

Place: Jaipur

Date: 28.05.2022



R.P.KHANDELWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

Head Off :- 103, 1st Floor, Navjeevan Complex, 29 Station Road, Jaipur 302006, Ph.9314031763,9602841120,0141-4911163
,Email:rpk1956@rediffmail.com. / rpk1956@gmail.com

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members,

Prabhat Securities Limited

118/610 A , KAUSHAL PURI

KANPUR-208012 U.P. IN

Requirements) Regulations, 2015 ('Listing Regulations'). With respect to Corporate Governance for the year ended March 31, 2022. This report is required by the Company for annual submission to the Stock We have examined the compliance of conditions of Corporate Governance by Prabhat Securities Limited ("the Company"), for the financial year ended on March 31, 2022, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure exchange and to be sent to the Shareholders of the Company

Management's Responsibility

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified under the applicable provisions of the Listing Regulations.

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

**For: R. P. Khandelwal & Associates.
Chartered Accountants
FRN NO. 001795C**

Sd/-

**CA Ram Prakash Khandelwal
(Partner)
M. No. 071002
Date: - 28.05.2022
Place: - Jaipur
UDIN :- 22071002AJUGLU5557**



R.P.KHANDELWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

Head Off :- 103, 1st Floor, Navjeevan Complex, 29 Station Road, Jaipur 302006, Ph.9314031763,9602841120,0141-4911163

Email: rpk1956@rediffmail.com / rpk1956@gmail.com

Independent Auditor's Report

**To,
The Members of,
Prabhat Securities Limited**

Report on the Financial Statements

We have audited the financial statements of Prabhat Securities Limited, which comprise the Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and 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 (hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statement gives the information required by the Companies Act, 2013 ("Act") in the manner 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 31 March 2022, of its profit and other comprehensive income, changes in equity and 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 Act. Our responsibilities under those SAs 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 ethical requirements that are relevant to our audit of the financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information Comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to

Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. We have been provided the aforesaid reports and based on the work we have performed, we did not observe any material misstatement of this other information and accordingly, we have nothing to report in this regard.

Management's Responsibility for the 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 financial statements that give a true and fair view of the financial position and financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards (Ind-AS) specified under section 133 of the Act read with relevant rules issued thereunder.

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 accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

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

1. Identify and assess the risks of material misstatement of the Financial Results, 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.
2. 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 Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Management and the Board of Directors.
4. Conclude on the appropriateness of the Management and the Board of Directors, 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 results 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.
5. However, future events or conditions may cause the Company to cease to continue as a going concern.
6. Evaluate the overall presentation, structure and content of the Financial Results, including the disclosures, and whether the Financial Results 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 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 („the Order“) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure –“A” statement on the matters

specified in the paragraph 3 and 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The balance sheet, the statement of profit and loss and the cash flow statement 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, 2014;
- e. In pursuance to the Notification No. G.S.R 463(E) dated 05-06-2015 issued by the Ministry of Corporate affairs, Section 164(2) of the Companies Act, 2013 pertaining to disqualification of Directors, is not applicable to the Government Company.
- 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. In pursuance to the Notification No. G.S.R 463(E) dated 05-06-2015 issued by the Ministry of Corporate affairs, Section 197(16) of the Companies Act, 2013 pertaining to Managerial Remuneration, is not applicable to the Company.
- h. 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 has disclosed the impact of pending litigations on its financial position in its financial statements for the year ended 31st March, 2022 under Notes on Accounts "Contingent Liabilities and Capital Commitments to the extent not provided for".
- j. The Company did not have any long - term contracts including derivative contracts for which there were any material force able losses.
- k. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

**For: R. P. Khandelwal & Associates.
Chartered Accountants
FRN NO. 001795C**

Sd/-

**CA Ram Prakash Khandelwal
(Partner)
M. No. : 071002
Date :- 28.05.2022
Place :- Jaipur
UDIN : 22071002AJUGLU5557**

Annexure 'B'

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 Prabhat Securities Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable

to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to Provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting. Meaning of Internal Financial Controls over Financial Reporting A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting.

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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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, on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 financial statements of the Company, and these material weaknesses does not affect our opinion on the financial statements of the Company.

For: R. P. Khandelwal & Associates.
Chartered Accountants
FRN NO. 001795C

Sd/-
CA Ram Prakash Khandelwal
(Partner)
M. No.: 071002
Date:- 28.05.2022
Place:- Jaipur
UDIN : 22071002AJUGLU5557

Annexure to the Independent Auditor's Report of even date to the members of Prabhat Securities Limited, on the financial statements for the year ended 31st March 2022

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit,

We report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) The major Property, Plant and Equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.
- (f) The Company has No working capital limits hence the the provisions of clause 3(ii) of the Order are not applicable.

- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, there has been an over stated in inventor in last year of Rs.8750/- which in note more than 10% or more in the aggregate for each class of inventory were noticed on such verification.
- (b) The company has been No working capital Limit hence the said clause is not Applicable
- (iii) During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties: Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.
- (iv) According to the information and explanation given to us, the company has not made any loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, Accordingly, the provisions of clauses 3(iv) of the Order are not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

- (vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

- (ix)
- (a) In our opinion, the company has not defaulted in repayment of loans (car Loan) or other borrowings or in the payment of interest thereon to any lender during the year;
 - (b) Company is not declared wilful defaulter by any bank or financial institution or other lender;
 - (c) According to the information and explanation given to us, No term loans has been taken hence the said clause is not Applicable;
 - (d) According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes;
 - (e) According to the information and explanation 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;
 - (f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- (x)
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;
 - (b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year
- (xi)
- (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;
 - (b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
 - (c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;
- (xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company:

- (xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.
- (xiv) (a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business;
(b) We have considered the reports of the Internal Auditors for the period under audit;
- (xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;
- (xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.
- (xxi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For: R. P. Khandelwal & Associates.
Chartered Accountants
FRN NO. 001795C

Sd/-
CA Ram Prakash Khandelwal
(Partner)
M. No.: 071002
Date:- 28.05.2022
Place:- Jaipur
UDIN : 22071002AJUGLU5557

Particulars	Note No	31st March 2022 (Amount in `)	31st March 2021 (Amount in `)
I. Assets			
(1) Non-current assets			
(a) <i>Property, plant and equipment and Intangible assets</i>	1.0		
(i) Property, plant and equipment	1.1	3.36	4.57
(ii) Capital work-in-progress	1.2	-	-
(b) Non-current investments	2.0		
(i) Investments	2.1	32.10	32.10
(ii) Other Financial Assets	2.2	-	-
(c) Other Non-Current Assets	3		
(i) Deferred tax assets (net)	3.1	0.31	0.32
(2) Current assets			
(a) Inventories	4	19.27	13.88
(b) Trade receivables	5	0.00	-
(c) Cash and cash equivalents	6.1	0.00	0.00
Bank balances other than (c) above	6.2	0.02	2.81
(d) Other Current Assets	7.1	309.83	305.59
(e) Short-term loans and advances	7.2	-	-
Total		364.89	359.27
II. EQUITY AND LIABILITIES			
(1) Shareholder's funds			
(a) Share capital	8	290.00	290.00
(b) Surplus	9	58.94	56.20
(2) Non-current liabilities			
(a) Long-term borrowings	10	2.59	4.49
(a) Deferred tax liability (net)	11	-	-
(3) Current liabilities			
(a) Short Term Borrowings	12	-	0.03
(b) Trade payables	13		
(A) total outstanding dues of micro enterprises and small enterprises; and	13.1	-	-
(B) total outstanding dues of creditors other than micro enterprises and small enterprises	13.2	-	-
(c) Other current liabilities	14	-	-
Other financial liabilities	15	11.45	5.07
(d) Short-term provisions	16	1.90	3.48
Total		364.89	359.27

Significant accounting policies
1
Notes referred to above form an integral part of the Financial Statements.

 As per our report of even date
 For R. P. KHANDELWAL & ASSOCIATES
 Chartered Accountants

For & On Behalf of the Board

 Sd/-
 Ram Prakash Khandelwal (Partner)
 M. No.: 071002
 UDIN: 22071002AJUGLU5557

 Sd/-
 Vijay Kumar Jain
 (Chairman)
 DIN : 08208856
 Sd/-
 Dharmendra Kumar
 (CFO)

 Sd/-
 Rama Kant Kushwaha
 (Managing Director)
 DIN : 02237714
 Sd/-
 Divya Gupta
 (Company Secretary)

 Date:- 28.05.2022
 Place:- Jaipur

PRABHAT SECURITIES LIMITED

CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347

Statement of Profit and Loss for the year ended 31st March, 2022 (Rs. in Lakhs)

Particulars	Note No.	2021 - 22 (Amount in `)	2020 - 21 (Amount in `)
I. Revenue from operations	17	28.97	26.62
II. Other Income	17.1	-	27.72
III. Total Income (I +II)		28.97	54.34
IV. Expenses:			
Cost of sale of shares	18	5.47	17.92
Changes in inventories of Stock	19	-	-
Employee benefit expense	20	10.72	9.96
Financial costs	21	0.00	-
Depreciation and amortisation cost	22	1.22	1.81
Lease Rental	23	-	-
Other expenses	24	7.47	5.67
Total expenses		24.87	35.37
V. Profit before exceptional & extraordinary items & tax (III - IV)		4.09	18.97
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		4.09	18.97
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		4.09	18.97
X. Income Tax expenses:			
(1) Current tax	25.1	1.34	2.29
(2) Deferred tax	25.2	0.02	0.11
XI. Profit(Loss) for the period from continuing operations (IX-X)		2.73	16.58
Profit/(Loss) for the period		2.73	16.58
XII. Profit/(Loss) for the period		2.73	16.58
Less Transferred to Statutory Reserve		1.32	4.55
Net Profit after transfer to reserve		1.41	12.03
Brought forward from Prev. year		45.88	33.85
Balance carried forward to next year		47.29	45.88
Earning per equity share:	26		
Face value per equity shares Rs.10/- fully paid up.			
(1) Basic		0.09	0.57
(2) Diluted		0.09	0.57

Notes referred to above form an integral part of the Financial Statements.

As per our report of even date
 For R. P. KHANDELWAL & ASSOCIATES
 Chartered Accountants
 Sd/-
 Ram Prakash Khandelwal (Partner)
 M. No.: 071002
 UDIN: 22071002AJUGLU5557

For & On Behalf of the Board

Sd/-
 Vijay Kumar Jain
 (Chairman)
 DIN : 08208856

Sd/-
 Rama Kant Kushwaha
 (Managing Director)
 DIN : 02237714

Date:- 28.05.2022

Sd/-
 Dharmendra Kumar

Sd/-
 Divya Gupta

Place:- Jaipur

(CFO)

(Company Secretary)

PRABHAT SECURITIES LIMITED

 CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022

(Rs. in Lakhs)

Particulars	For the Year ended March 31, 2022	For the year ended March 31, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extraordinary items	2.73	16.58
Adjustments for:		
Finance Cost	116.18	80.23
Exceptional cost_Loss on Sale of Assets	-	2.17
Deferred tax	-	-
Income tax	71.53	2.40
Depreciation and amortisation expense	1.22	1.81
Operating profit / (loss) before working capital changes	191.66	103.19
Changes in working capital:		
Change in Current Liabilities		
Increase /(Decrease) in Trade Payables	(328.49)	17.75
Increase /(Decrease) in Borrowings	141.29	17.50
Increase /(Decrease) in Other financial liabilities	1.21	(142.89)
Increase /(Decrease) in Other current liabilities	90.21	(108.82)
Increase /(Decrease) in Other Non-current liabilities	112.48	(55.19)
Increase /(Decrease) in Provisions (except IT)	(29.31)	(4.92)
Total	(12.62)	(276.57)
Change in current Assets		
(Increase)/Decrease in Inventory	335.84	(710.36)
(Increase)/Decrease in Trade receivables	(127.08)	632.64
(Increase)/Decrease in Others current financial assets	(2.67)	0.40
(Increase)/Decrease in Other current assets	(146.83)	(101.98)
(Increase) / Decrease in Non current Financial Assets	-	-
Total	59.26	(179.30)
Net change	(71.88)	(97.28)
CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	119.78	5.91
Less: Taxes paid	103.12	93.15
NET CASH FLOW FROM / (USED IN) OPERATING ACTIVITIES	16.65	(87.24)
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase) / Decrease in Long Term Loans & Advances	-	-
Purchase of Fixed Assets	797.53	92.81
(Increase)/decrease to CWIP	(550.18)	-
Proceeds From Sales/written off of Fixed Assets	-	(5.21)
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES	247.35	87.60
C. CASH FLOW FROM FINANCING ACTIVITIES		
Procurement of Borrowings	-	-
Repayment of Borrowings	-	-
Capital Subsidy under TUF	-	-
Interest paid	116.18	80.23
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES	116.18	80.23
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(346.88)	(255.07)
Cash and Cash equivalents at beginning period	2.81	145.60
Cash and Cash equivalents at end of period	(344.07)	(109.47)
D. Cash and Cash equivalents comprise of		
Cash on hand	0.00	0.00
Balances with banks		
In current accounts	0.02	2.81
Total	0.03	2.81

This Cash Flow Statement has been prepared as per "Indirect Method" as prescribed by Accounting Standard -3 (revised) "Cash Flow Statements"

For & On Behalf of the Board

For R. P. KHANDELWAL & ASSOCIATES

Chartered Accountants

 Sd/-
 Ram Prakash Khandelwal (Partner)

M. No.: 071002

UDIN: 22071002AJUGLU5557

 Sd/-
 Vijay Kumar Jain

(Chairman)

DIN : 08208856

 Sd/-
 Rama Kant Kushwaha

(Managing Director)

DIN : 02237714

 Sd/-
 Date:- 28.05.2022

Place:- Jaipur

 Sd/-
 Dharmendra Kumar
 (CFO)

 Sd/-
 Divya Gupta
 (Company Secretary)

PRABHAT SECURITIES LIMITED

CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347

Notes Forming Part of Balance Sheet

Note 1.2 : Capital Work in Progress		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Capital work in progress-Building	0.00	0.00
2	Capital work in progress-Plant & Machinery	0.00	0.00
	Total	0.00	0.00

Note 2.1 : Noncurrent Investment		(Rs. in Lakhs)	
Sr. No.	Particulars	31st March, 2022	31st March, 2021
	Quoted investments		
	50000 Eq. Shares of Rajendra Fiscal services ltd	5.00	5.00
	500 Eq. Shares of Sushila Pulp & Papers Ltd.	0.05	0.05
	Un Quoted investments		
	12500 Eq. Shares of Neogen Stone Crushers Pvt. Ltd	1.25	1.25
	258000 Eq. Shares of Prabhat Financial Services ltd	25.80	25.80
	Debt based mutual fund	NIL	NIL
	Total	32.10	32.10

All above investments are carried at cost

2.1 Other disclosures

(a)	Aggregate cost of quoted investment	5.05	5.05
	Aggregate market value of quoted investments	-	-
(b)	Aggregate amount of unquoted investments	27.05	27.05
(c)	Aggregate provision for diminution in value of investment	-	-
		-	-

Note 2.2: Other Financial Assets

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Security Deposit with Parties	0.00	0.00
	Total	0.00	0.00

Note 3.1 : Deferred Tax Assets

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Deferred tax assets (net)	0.31	0.32
	Total	0.31	0

Note 4 : Inventories*

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	Shares Trading Stock	19.27	13.88
	*Valued at lower of cost and net realizable value		
	Total	19.27	13.88

Note 5 : Trade receivables

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
1	<u>Outstanding for more than six months</u> a) Secured, considered good b) Unsecured, considered good c) Doubtful	0.00	0.00
2	<u>Others</u> a) Secured, considered good b) Unsecured, considered good c) Doubtful	0.00	0.00
	Total	0.00	0.00

Note 6 : Cash and Bank Balances
(Rs. In Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
6.1	<u>Cash and cash equivalent</u>	0.00	0.00
	Sub Total (A)	0.00	0.00
6.2	<u>Bank balances - current accounts</u>		-
	- In Fixed Deposit	-	2.81
	- In Current Account and Deposit A/c	0.02	0.00
	Sub Total (B)	0.02	2.81
	Total [A + B]	0.03	2.81

Note 7.1 : Other Current Assets
(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2022	31st March, 2021
	Security deposits	0.01	0.12
	Loans and Advance	304.87	205.56
	Advance Income Tax & TDS Receivable	4.63	4.64
	Loans and Advance to Associates firms	0.32	95.27
	Total	309.83	305.59

PRABHAT SECURITIES LIMITED
 CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347
 Notes Forming Part of Balance Sheet

Note 8:- Share capital

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Authorised share capital 550000 Equity Shares of Rs.10/-each at par value	550.00	550.00
Issued, subscribed & paid-up share capital 290007 Equity Shares of Rs.10/-each at par value	290.00	290.00
Share holding pattern and details (holding more than 5% of total shares)	-	-
Shareholder	%	No. of shares
Manoj Agarwal	6.897%	200000
Divya Agarwal	6.897%	200000
Anshuman Kapur	6.897%	200000
Rajshree Gattani	7.068%	205000
Success Vyappar Ltd.	15.517%	450000
Sonali Dimril	6.897%	200000
Total share capital	290.00	290.00

Note 8.1 : Reconciliation of number of shares outstanding is set out below:

Particulars	31st March, 2022	31st March, 2021
Equity shares at the beginning of the year	290.00	290.00
Add: Shares issued during the current financial year	-	-
Equity shares at the end of the year	290.00	290.00

Note 8.2 : **The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.**

Note 8.3 : **There is no fresh issue or buyback of shares during the year.**

Note 8.4 : **The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share.**

Note 8.5 : **There is no change in the number of shares outstanding at the beginning and at the end of the year.**

Note 8.6 : **There is no change in the pattern of shareholding during the year. It is same as the last year.**

Shares held by promoters at the end of the year 31st March 2022				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	RITIKA SHARMA	39000	1.34	NIL
2	RAJESH SHARMA	39000	1.34	NIL
3	ANIL KUMAR SHARMA	20000	0.69	NIL
4	ASHOK KUMAR SHARMA	49500	1.71	NIL
5	G. L. SHARMA HUF	20000	0.69	NIL
6	G. L. SHARMA	15000	0.52	NIL
7	SANTOSH DEVI SHARMA	15000	0.52	NIL
8	NIDHI SHARMA	20000	0.69	NIL
9	RADHIKA SHARMA	15000	0.52	NIL
10	KALI CHARAN SHARMA	50500	1.74	NIL
11	VANDANA SHARMA	40000	1.38	NIL
12	HIMANSHU SHARMA	40000	1.38	NIL
13	VINAYAK SHARMA	20000	0.69	NIL
14	NEOGEN STONE CRUSHERS PRIVATE LIMITED	100000	3.45	NIL
15	PRABHAT COMMODITY BROKERS PRIVATE LIMITED	100000	3.45	NIL
16	PRABHAT FINANCIAL SERVICES LIMITED	12000	0.41	NIL
	TOTAL	595000	20.52	

Shares held by promoters at the end of the year ending 31st March 2021				% Change during the year***
Sr. No.	Promoter Name	No. of Shares**	% of total shares**	
1	RITIKA SHARMA	39000	1.34	NIL
2	RAJESH SHARMA	39000	1.34	NIL
3	ANIL KUMAR SHARMA	20000	0.69	NIL
4	ASHOK KUMAR SHARMA	49500	1.71	NIL
5	G. L. SHARMA HUF	20000	0.69	NIL
6	G. L. SHARMA	15000	0.52	NIL
7	SANTOSH DEVI SHARMA	15000	0.52	NIL
8	NIDHI SHARMA	20000	0.69	NIL
9	RADHIKA SHARMA	15000	0.52	NIL
10	KALI CHARAN SHARMA	50500	1.74	NIL
11	VANDANA SHARMA	40000	1.38	NIL
12	HIMANSHU SHARMA	40000	1.38	NIL
13	VINAYAK SHARMA	20000	0.69	NIL
14	NEOGEN STONE CRUSHERS PRIVATE LIMITED	100000	3.45	NIL
15	PRABHAT COMMODITY BROKERS PRIVATE LIMITED	100000	3.45	NIL
16	PRABHAT FINANCIAL SERVICES LIMITED	12000	0.41	NIL
	TOTAL	595000	20.52	

(Rs. in Lakhs)

Note 9: Surplus

Particulars	31st March, 2022	31st March, 2021
1.Other Reserve:- (Reserve in terms of Section 45 IC of the RBI Act,1934)		
At the beginning of the year	10.32	5.78
Add; Additions during the year	1.32	4.55
Less: withdrawals/transfer		
Balance at the year end	11.65	10.32
2.Capital Reserve	-	-
3.Security Premium Account	-	-
4.Reserve and Surplus	-	-
At the beginning of the year	45.88	33.85
Add. Profit during the year	2.74	16.57
	48.61	50.42
Less Transfer to Statutory Reserve	1.32	4.55
Balance at the year end	47.29	45.87
Total	58.94	56.20

Note 10 : Long term borrowings

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
ICICI Bank - Term loan for Car	2.59	4.49
Loans and advances from related parties:	-	-
TOTAL	2.59	4.49

Note 11: Deferred tax liability

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Opening balance	(0.33)	(0.22)
Total reversible timing difference in books maintained as per Companies Act 2013		
Depreciation as per Companies Act 2013	1.25	1.82
Total reversible timing difference in books maintained as per Income Tax Act 1961		
Depreciation as per Income Tax Act 1961	1.16	1.39
Net reversible timing difference (1) - (2)	0.09	0.43
Deferred tax asset recognised for the year	0.02	0.11
Add : Deferred tax income/(expense)		
Total	(0.31)	(0.32)

Note 12 : Short Term Borrowings

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Working Capital Loan repayable on demand from Banks : Secured Total (A)	-	-
From Body Corporate Total (B)	-	0.03
Total	-	0.03

Note 13 : Trade payables

(Rs. in Lakhs)

	Particulars	31st March, 2022	31st March, 2021
13.1	Total outstanding dues of micro enterprises and small enterprises		
13.2	Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	Total	-	-

Note 13.3: Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2021, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

Trade Payables ageing schedule: As at 31st March, 2022

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 1 year	1-2 years	2-3 years	
(i) MSME	-	-	-	-
(ii) Others	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Trade Payables ageing schedule: As at 31st March, 2021

(Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment			Total
	Less than 1 year	1-2 years	2-3 years	
(i) MSME	-	-	-	-
(ii) Others	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-

Note: Ageing has been considered from the date of transaction

Note 14 : Other Current Liabilities

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Statutory Dues:	-	0.00
Other Dues:	-	-
Payable to Depot	-	-
Other Liabilities/Adv. from Customers	-	-
Total	-	-

Note 15 : Outstanding Liabilities

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Outstanding liabilities/Deposit from customers	0.00	0.00
Other outstanding liabilities. for exp.	11.45	5.07
Total	11.45	5.07

Note 16 : Short Term Provisions

(Rs. in Lakhs)

Particulars	31st March, 2022	31st March, 2021
Provision for Income Tax/ Advance Tax/ TDS	1.90	3.48
Provision for Bonus	-	-
Provision for Doubtful Debtors	-	-
Total	1.90	3.48

PRABHAT SECURITIES LIMITED
CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347
Note 1.1 :- Property, plant & equipments as on 31st March, 2022
(As per the Companies Act, 2013)

Tangible Assets
(Rs. in Lakhs)

Details of Assets	Gross Block				Accumulated Depreciation				Net Block	
	As On 01st April, 2021	Additions	Deductions	Total	As On 01st April, 2021	For The Year	Deductions	As on 31st March, 2022	As At 31st March, 2022	As At 31st March, 2021
TANGIBLE ASSETS										
Office Equipments	1.11	-	-	1.11	1.00	0.01	-	1.01	0.09	0.11
Computer	3.01	-	-	3.01	2.79	0.05	-	2.84	0.17	0.21
Motor Vehicles	20.50	-	-	20.50	16.46	1.12	-	17.58	2.92	4.04
Mobile	0.62	-	-	0.62	0.41	0.04	-	0.44	0.18	0.21
	25.23	-	-	25.23	20.66	1.22	-	21.88	3.36	4.57
INTANGIBLE ASSETS										
Software development	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
Total	25.23	-	-	25.23	20.66	1.22	-	21.88	3.36	4.57
Figures of previous year	25.23	-	-	25.23	18.84	1.82	-	20.66	4.57	3.36

PRABHAT SECURITIES LIMITED

CIN: L22022UP1982PLC005759, Email Id: prabhtsecurities@gmail.com, Phone : 0512-2526347

Notes Forming Part of Statement of Profit & Loss

Note 17 : Revenue from operations

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales of products <i>(refer sub note 17(a))</i>	6.03	2.04
2	Sale of services	-	-
3	Other operating revenues - Interest from Financial services	22.94	24.58
	Total	28.97	26.62

Note 17(a) Sale of products

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Sales - Export	-	-
2	Sales - Indigenous	6.03	2.04
	Total	6.03	2.04

Note 17.1 : Other income

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Other Non-operating revenue Profit on sale of Investment Foreign Exchange Difference Other Income	 - - -	 27.72 - -
	Total	-	27.72

(Rs. in Lakhs)

Note 18 : Cost of Trading of Shares

Sr. No.	Particulars	2021-22	2020-21
1	Cost of materials consumed: (refer sub note 18.1)	5.47	17.92
	Total	5.47	17.92

Sub Note 18.1 : Cost of Share Trading

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Consumption of Raw Material		
	Opening Stock	13.76	-
	Add :- Purchase during the year	10.86	31.68
		24.62	31.68
	Less :- Closing Stock	19.15	13.76
	Total	5.47	17.92
	Total	5.47	17.92

Note 19 : Change in Inventories

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	<u>Change in inventories of finished goods</u>		
	Opening Stock	0.12	0.12
	Closing Stock	0.12	0.12
	Sub Total (a)	-	-
	Total	-	-

Note 20 : Employment Benefit Expenses

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
(i)	Salaries & Other Allowance	8.17	7.20
(ii)	Directors Remuneration (Plant)	2.40	2.40
(iii)	Contribution to Provident Fund	-	-
(iv)	Bonus	-	-
(v)	Contribution to ESIC	-	-
(vi)	Staff welfare Expenses	0.15	0.36
	Total	10.72	9.96

*** Considered as Related Party Transaction. Refer to note no. 25 for related party disclosure.**

20.1 Incentives to Employees (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Bonus	0	0
	Total	-	-

20.2 Employment Provident Fund (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Contribution to Provident Fund	-	-
	Total	-	-

20.3 ESIC (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Contribution to ESIC	-	-
	Total	-	-

Note 21 : Financial Costs (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
(i)	Bank Charges	0.00	0.00
(ii)	Interest on CC Limit	0.00	0.00
(iii)	Interest paid on other loans & Brokerage	0.00	0.00
(iv)	Foreign Exchange Difference	0.00	0.00
	Total	0.00	-

*** Considered as Related Party Transaction. Refer to note no. 27 for related party disclosure.**

Note 22 : Depreciation and amortised cost (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Depreciation on Tangible Assets	1.22	1.81
	Total	1.22	1.81

Note 23 : Lease Rental (Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
	Lease Rent for Immovable Property	0.00	0.00
	Total	-	-

Note 24 : Other Expenses

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
(a)	Administration Expenses		
	Travelling and Conveyance Expenses	0.06	0.13
	Postage & Courier Expenses	0.00	0.15
	Advertisement Expenses	0.47	0.64
	Payment to Auditors		
	-Statutory Audit Fees	0.30	0.30
	-Secretarial Audit	0.08	0.08
	ROC Filing Fee	0.02	0.01
	Legal & Professional Expenses	0.88	0.40
	Listing Fees & Secretarial Comp. Expenses	1.61	1.68
	Electricity Exp.	0.12	0.00
	Printing and Stationery	0.00	0.02
	Rates & Taxes	3.60	1.65
	Repairs & Maintenance -General	0.02	0.03
	DP and F&O Charges	0.00	0.00
	Interest on Vehicle loan	0.33	0.49
	Insurance Premium (Comprehensive & Others)	0.00	0.10
	Total	7.47	5.67

(Rs. in Lakhs)

Sr. No.	Particulars	2021 - 22	2020 - 21
25.1	Current Tax		
	Provision for Income Tax (Current Year)	1.34	2.29
	Short / (Excess) Provision for Income tax of earlier Years Adjusted	.	.
	Total	1.34	2.29
25.2	Deferred Tax		
	Deferred Tax charge/(credit)	0.02	0.11
	Total Deferred Income Tax expense/(benefit)	0.02	0.11

Note 26 : Earning per share

(Rs. in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
1	Net profit after tax	2.73	16.58

2	Weighted average number of equity shares	29.00	29.00
	Earnings per share (face value of Rs.10/-fully paid)	0.09	0.57

Note 25 : Disclosure as required by Para 20 of Accounting Parties”
of the Companies (Accounting Standard) Ru
CIN : L23201RJ1986PLC003704

Relevant
Para of
the
CARO
2020 -
3(xiii)

Names of related parties and description
of relationship :

Sr. No.	Name	Relation
1	RAMA KANT KHUSHWAHA	MANAGING DIRECTOR
2	REKHA KEJRIWAL	COMPANY SECRETARY
3	DIVYA GUPTA	COMPANY SECRETARY
4	DHARMENDRA KUMAR	CHIEF FINANCIAL OFFICER
5	ASHOK KUMAR SHARMA	RELATIVE OF DIRECTOR
6	VIMAL KUMAR SHARMA	RELATIVE OF DIRECTOR

Transactions with related parties for the year ended March

(Rs. In Lakhs)

Sr. No.	Particulars	Rent charges		Interest Expenses		Salary Expenses	
		2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
1	RAMA KANT KHUSHWAHA	-	-	-	-	2.40	2.40
2	REKHA KEJRIWAL	-	-	-	-	2.72	3.60
3	DHARMENDRA KUMAR	-	-	-	-	1.80	1.80
4	DIVYA GUPTA	-	-	-	-	0.88	-
5	ASHOK KUMAR SHARMA	1.35	0.65	-	-	-	-
6	VIMAL KUMAR SHARMA	1.35	0.65	-	-	-	-
	Total	2.70	1.30	-	-	7.80	7.80

COMPANY: PRABHAT SECURITIES LIMITED

Relevant Para of the CARO 2020 - 3(xix)

	Ratio Analysis	Numerator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	Denominator	31/03/22 Rs in Lacs	31/03/21 Rs in Lacs	31/03/22 Ratios	31/03/21 Ratios
1	Current Ratio	Current Assets Inventories Sundry Debtors Cash and Bank balances Receivables/Accruals Loans and Advances Disposable Investments Any other current assets	19 0 0 0 - - 310	14 - 3 - - 306	Current Liabilities Creditors for goods and services Short term loans Bank Overdraft Cash Credit Other Current Liability Outstanding Liabilities Any other current liabilities	- - - - - 11	- - 0 - - 5	28.75	63.21
2	Debt Equity Ratio	Total Liabilities Total Outside Liabilities	16	13	Shareholder's Equity Total Shareholders' Equity	349	346	0.05	0.04
3	Debt Service Coverage Ratio (For Ind AS Companies Profit before OCI)	Net Operating Income Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets, etc.	4	18	Debt Service Current Debt Obligation (Interest & Lease payment+ Principal Repayment.	98	56	0.04	0.33
4	Return on Equity Ratio	Profit for the period Net Profit after taxes - preference dividend (if any)	3	17	Avg. Shareholders Equity (Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	348	729	0.01	0.02
5	Inventory Turnover Ratio	Cost of Goods sold (Opening Stock + Purchases) – Closing Stock	5	1,327	Average Inventory (Opening Stock + Closing Stock)/2	17	662	0.33	2.01
6	Trade Receivables Turnover Ratio	Net Credit Sales Credit Sales	6	2	Average Trade Receivables (Beginning Trade Receivables +	0	66	20,984.77	0.03

					Ending Trade Receivables) / 2				
7	Trade Payables Turnover Ratio	Total Purchases Annual Net Credit Purchases	11	32	Average Trade Payables (Beginning Trade Payables + Ending Trade Payables) / 2	-	89		0.36
8	Net Capital Turnover Ratio	Net Sales Total Sales - Sales Return	29	27	Average Working Capital Current Assets - Current Liabilities	318	317	0.09	0.08
9	Net Profit Ratio	Net Profit Profit After Tax	3	17	Net Sales Sales	29	27	0.09	0.62
10	Return on Capital employed	EBIT Profit before Interest and Taxes	4	19	Capital Employed * Capital Employed = Equity + Long Term Debt	293	294	0.01	0.06
11	Return on Investment	Return/Profit/Earnings			Investment **	-	-		

* Capital Employed could be treated three ways

Total Assets - Current Liabilities
Fixed Assets + Working Capital
Equity + Long Term Debt



**
*
ROI as per GN

$$ROI = \frac{MV(T1) - MV(T0) - \text{Sum } [C(t)]}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$$

where, T1 =
End of time
period

T0 = Beginning of time period
t = Specific date falling
between T1 and T0

MV(T1) = Market Value at T1
MV(T0) = Market Value at T0
C(t) = Cash inflow, cash

outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as $[T1 - t] / T1$

Companies may provide ROI separately for each asset class (e.g., equity, fixed income, money market, etc.).

AGM NOTICE

Notice is hereby given that the Fortieth annual general meeting of the shareholders of Prabhat Securities Limited (PSL or the Company') will be held on Friday, 30th September 2022 at 01.30 p.m. through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following:

ORDINARY BUSINESS:

1. To consider and adopt the standalone financial statements of the Company for the financial year ended 31 March 2022, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Ramakant Kushwaha (DIN: 02237714), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. 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 sections 139, 140, 141, 142 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, M/s. Kamal Gupta Associates, Chartered Accountants (Firm Regn. No.: 000752C) be and is hereby appointed as the Auditors of the company, in place of retiring auditor M/S R.P.Khandelwal & Associates., Chartered Accountants (FRN: 001795C), who has shown his unwillingness to be re-appointed, to hold office from the conclusion of this meeting until the conclusion of 45th AGM of the members of the company, subject to ratification of the appointment by the members at every AGM in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors and that such remuneration may be paid on a progressive billing basis to be agreed upon between the Board of Directors and the Auditors."

By order of the Board of Directors

For Prabhat Securities Limited




Rama Kant Kushwaha

Managing Director

DIN:02237714

7th September, 2022

Notes:

General instructions for accessing and participating in the 40th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, MCA has allowed Companies whose AGMs are due in the Year 2022, to conduct their AGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) till 31st December, 2022, vide its circular no. 02/2022 dated 05.05.2022 as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of AGM and the annual report, including financial statements, directors' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated 12 May 2020 and 15 January 2021, Notice of 40th e-AGM along with the Annual Report for FY2022 is being sent only through courier and also through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the said Notice and Annual Report for FY2022 will also be available on the Company's website <https://www.prabhatsecuritiesltd> and website of the stock exchanges i.e. Metropolitan Stock Exchange of India Limited (MSEI) and Calcutta stock Exchange (CSE) at www.msei.in and www.cse-india.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, MCA General Circular No. 02/2022 dated 05th May, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.
9. The deemed venue for 40th e-AGM shall be the Registered Office of the Company at 118/610A, Kaushalpuri, Kanpur-208012.
10. Statement pursuant to section 102 of the Act forms a part of this Notice. The Board of Directors, having deemed it as unavoidable, proposes to seek approval of members for business at stated Item no. 3.
11. Brief details of the director, who is being re-appointed, is annexed hereto as per requirements of regulation 36(3) of SEBI Listing Regulations and as per provisions of the Act.
12. Pursuant to section 91 of the Act and Regulation 42 of SEBI Listing Regulations, the register of members and the share transfer books of the Company will remain closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive)
13. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in demat form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Maheshwari Datamatics.
14. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in demat form.

15. Members who have not registered their email addresses and mobile numbers and consequently could not be served the Annual Report for FY2022 and Notice of 40th e-AGM, may temporarily get themselves registered with Maheshwari Datamatics, by Link for email id registration: <https://mdpl.in/form>
16. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
17. SEBI through its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that with effect from 1 April 2019, transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. However, SEBI through circular dated 2 December 2020 had fixed 31 March 2021 as the cut-off date for re-lodgment for any pending physical transfers and that such transferred shares shall be issued only in demat mode. In accordance with the said circular, SEBI has also provided operational guidelines for effecting demat to the transferee's account and in case transferee fails to furnish necessary details within stipulated timelines, such shares will be transferred to Suspense Escrow Demat Account to be opened by the Company.
18. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include transferability, easy liquidity, trading, savings in stamp duty and elimination of any possibility of loss of documents.
19. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
20. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 118/610A, Kaushalpuri, Kanpur-208012:
 - a. Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
21. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with Maheshwari Datamatics. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
22. General instructions for remote e-voting and joining the e-AGM are as follows:
 - (i) The voting period begins on 27.09.2022 from 09:00 A.M. to 29.09.2022 till 05:00 P.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form,

as on the cut-off date Friday, 23rd September, 2022 (end of day) 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.

- (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 and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit

<p>Demat mode with CDSL</p>	<p>www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service</p>

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

(v) Login method for e-Voting and joining virtual meetings 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)

	<ul style="list-style-type: none"> 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 220907007 for the relevant <Prabhat Securities 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) 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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; prabhatsecurities@gmail.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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN 220907007of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 or go to the Link at RTA website for email id registration: <https://mdpl.in/form>
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

B. General Instructions:

- i. The Board of Directors has appointed Mr. Vaibhav Agnihotri, Practising Company Secretary (FCS No. 10363 .CP No.21596) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizer's' report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- iii. The scrutinizer shall submit his report to the Chairman or in his absence to any other Director of the Company, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website <https://www.prabhatsecuritiesltd.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.

ANNEXURE TO NOTICE

BRIEF RESUME OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND PROVISIONS OF THE ACT.

Item no. 2 of the Notice:

Particulars	Re- Appointment
Name of Director	Mr. Ramakant Kushwaha
DIN	02237714
Shareholding in the Company	NIL
Date of Appointment/Re-appointment	30.09.2021
Qualification	B.A.
Expertise in specific functional Area	Mr. Ramakant Kushwaha has been associated with our Company for more than Thirty Years and having the experience of more than 35 years of in the field of Financial market.
List of other Listed companies in which Directorship held	NEOGEN STONE CRUSHERS PRIVATE LIMITED PRABHAT STOCK SHARE BROKERS PRIVATE LIMITED G.L.SHARMA STOCK BROKERS PRIVATE LIMITED
Memberships/Chairmanships of committees of the Listed Company	Nil

1. **EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

Item no.3

Pursuant to Section 102(1) of the Companies Act, 2013 Item No.3 Appointment of M/s. Kamal Gupta Associates, Chartered Accountants (Firm Regn. No.: 000752C) be and is hereby appointed as the Auditors of the company, in place of retiring auditor M/S R.P.Khandelwal & Associates., Chartered Accountants (FRN: 001795C).

By their letter dated 01.09.2022 M/S R.P.Khandelwal & Associates., Chartered Accountants have informed the company that they do not wish to continue as Auditors of the company with effect from the conclusion of the ensuing Annual General Meeting to be held on Accordingly, their re-appointment at the ensuing 40th AGM of the company cannot be considered by the members.



At the Meeting held on 07.09.2022 the Board of Directors has recommended the appointment of M/s. Kamal Gupta Associates, Chartered Accountants (Firm Regn. No.: 000752C), Chartered Accountants as Statutory Auditors of the company, in place of M/S R.P.Khandelwal & Associates., Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of 45th AGM on remuneration to be fixed by the Board of Directors, subject to the approval of the members.

The resolution under this item seeks the approval of the members by an ordinary resolution for the said appointment of the new auditors.

None of the Directors or Key Managerial Personnel of the company their or concerned respective relatives are interested in the foregoing resolution.

