



PRABHAT SECURITIES LIMITED

Regd. Off. : 'SATYAM', 4/276, Parwati Bagla Road, Kanpur 208 002

CIN : L22022UP1982PLC005759

Phones : 91-512-3073793 · Fax : 91-512-2526347

Email : prabhatsecurities@gmail.com

NOTICE

Notice is Hereby Given That the Thirty Fourth Annual General Meeting of **PRABHAT SECURITIES LIMITED** will be held at 'SATYAM', 4/276, Parwati Bagla Road, Kanpur 208002 on Friday, 23rd September 2016 at 1:00 P.M. to transact the following business:

▪ **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the Company for the year ended on 31st March, 2016 including the audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To re-appoint Mrs. Vandana Sharma (DIN 00954155) Director of the Company who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED that As per section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), The Company ratifies the appointment of **M/s. Kamal Gupta Associates**, Chartered Accountants (Firm Registration No. 000752C), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual general meeting until the conclusion of the 35th Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors."

By Order of the Board of Directors
For **PRABHAT SECURITIES LIMITED**

Divya Gupta
(Company Secretary)

Date: 12/08/2016

Registered Office
'**SATYAM**', 4/276, Parwati Bagla
Road, Kanpur, Uttar Pradesh
208002.



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NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bona-fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested that In order to enable us to register your attendance at the venue of the Annual General Meeting, to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members of the Company will remain closed from 15th September, 2016 to 23rd September, 2016 (Book Closure Date) for determining the names of members eligible for E-voting, at the meeting.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies will serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Maheshwari Datamatics Private Limited. Members holding shares in demat form are requested to



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register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

11. As there is no any Special Business the statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is not required to annexed hereto.
12. SEBI has mandated the submission of permanent account number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
14. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent by the permitted mode.
15. Members may also note that the Notice of the 35th Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2015-16 will also be available on the Company's website www.prabhatsecuritiesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Kanpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: prabhatsecurities@gmail.com.
16. Members may visit the company's corporate website (prabhatsecuritiesltd.com) to view the financial statements or access information pertaining to the company. Queries if any should be sent at least ten days before the AGM to the company secretary at registered office of the company.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.
18. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 44 of



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the Listing Regulation, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 23, 2016.

The Company has appointed Mr. Anurag Fatehpuria, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

19. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 23, 2016 are provided in **Annexure A** of this Notice. Requisite declarations have been received from the Directors for her reappointment.

20. Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20.09.2016 from 09.00 A.M and ends on 22.09.2016 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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



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	<ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.

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

(xi) Click on the EVSN for the PRABHAT SECURITIES LIMITED on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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



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- (xvi)** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii)** If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii)** Note for Institutional Shareholder
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create 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 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.
- (xix)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx)** The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 16th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (xxi)** Mr. Anurag Fatehpuria, Practising Company Secretary, Kolkata, C.P. No. 3447 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii)** The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Limited.

PRABHAT SECURITIES LIMITED
Regd Off-'SATYAM' 4/276 PARWATI BAGLA ROAD, KANPUR – 208002

ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on Friday, the 23rd September 2016, at the Registered Office of the Company at "'Satyam' 4/276 Parwati Bagla Road, Kanpur – 208002".

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)

FORM NO. MGT-11
PROXY FORM

I / We _____

Being a Member / Members of PRABHAT SECURITIES LIMITED hereby appoint Mr. / Ms.

as my / our Proxy to attend and vote for me / us and on my / our behalf at the ANNUAL GENERAL MEETING of the Company to be held on Friday, the 23rd September 2016, at the Registered Office of the Company at "'Satyam' 4/276 Parwati Bagla Road, Kanpur 208002", and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Optional (Please mention no. of shares)	
		For	Against
Ordinary Business:			
1	To receive, consider and adopt the financial statements of the Company for the year ended on 31st March, 2016 including the audited Balance Sheet as on 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon		
2	To re-appoint Mrs. Vandana Sharma (DIN 00954155) Director of the Company who retires by rotation at this meeting and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of M/s. Kamal Gupta Associates, Chartered Accountants (Firm Registration No. 000752C), as the Statutory Auditors of the Company		

Signed this _____ day of _____ 2016.

Signature of shareholder.....

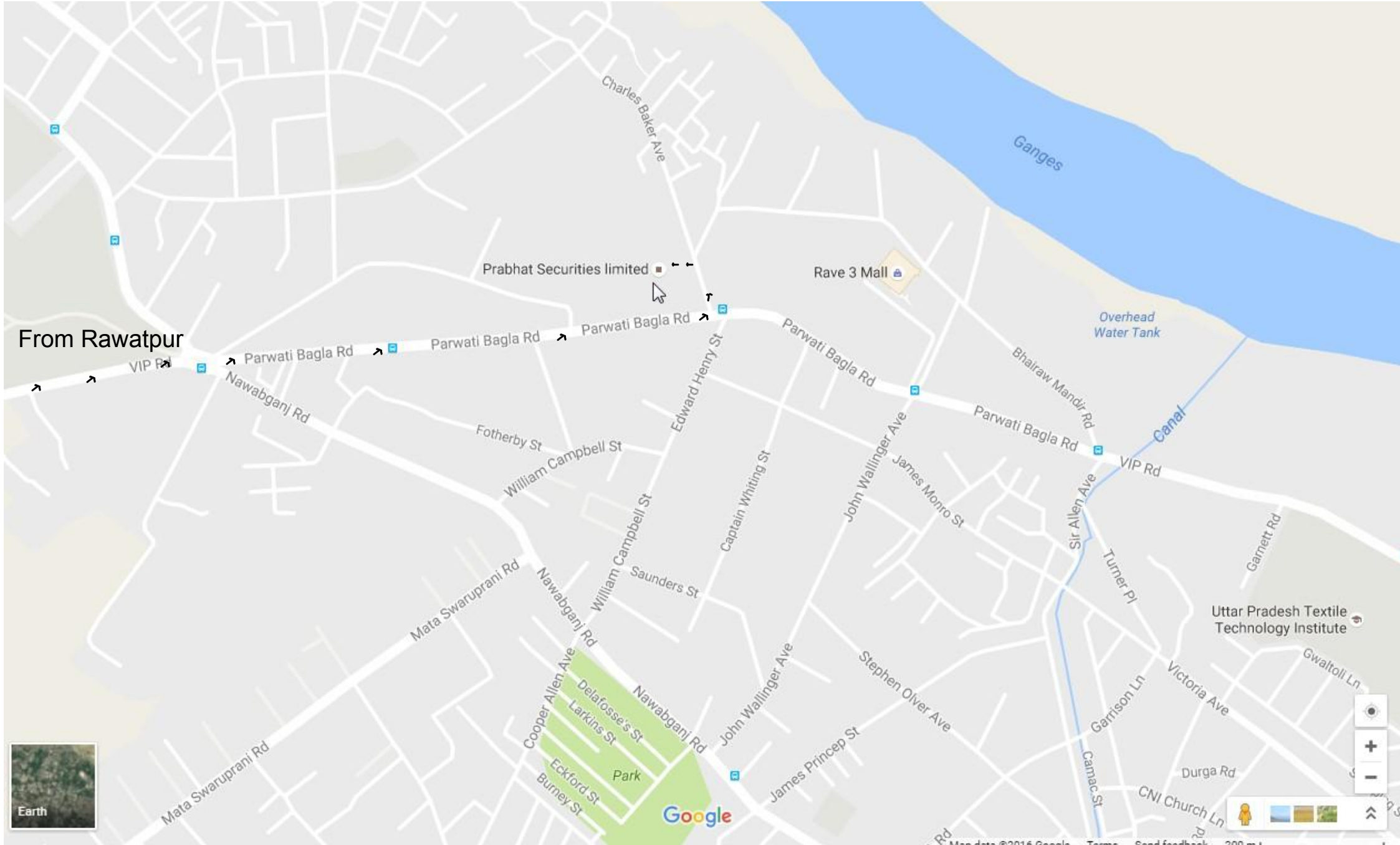
Signature of Proxy holder(s).....

Affix Re.1/- Revenue Stamp

FOR OFFICE USE ONLY
DATE OF RECEIPT

Notes:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



From Rawatpur

Ganges

Prabhat Securities limited

Rave 3 Mall

Overhead Water Tank

Uttar Pradesh Textile Technology Institute

Google





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ANNEXURE 1

Details of Directors Seeking Re-Appointment at the Annual General Meeting

Particulars	Re- Appointment
Name of Director	Mrs. Vandana Sharma
DIN	954155
Date of Birth	9th July 1968
Date of Appointment/Re-appointment	20th March 2015
Qualification	Matriculation
Expertise in specific functional Area	Mrs. Vandana Sharma is a Non-Executive Director of our Company. She has been associated with our Company since March, 2015. She is a housewife.
List of other public limited companies in which	
Directorship held	NIL