



PROSPECT CONSUMER PRODUCTS LIMITED

3RD ANNUAL REPORT

2025

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CORPORATE INFORMATION

Registered Office

Prospect Consumer Products Limited
417, Sun Orbit,
B/h. Rajpath Club Road, Bodakdev,
Ahmedabad - 380054, Gujarat, India.
CIN: L01400GJ2022PLC128482
Website: www.prospectconsumer.com
Email: info@prospectconsumer.com
Contact No. 079-48000696

Board of Directors

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

Key Managerial Personnel (KMP)

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

Committee of Board of Directors

Audit Committee

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

Nomination & Remuneration Committee

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

Stakeholder's Relationship Committee

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

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

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

Banker
Standard Chartered Bank

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Third Annual General Meeting of the members of Prospect Consumer Products Limited will be held on Friday, 26th day of September, 2025 at 1.00 P.M. at 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad - 380054, Gujarat, India to transact the following business:

ORDINARY BUSINESS

- 1. TO CONSIDER AND TAKE NOTE OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING THE BALANCE SHEET AS ON 31ST MARCH, 2025, STATEMENT OF PROFIT & LOSS AND NOTES THERETO FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

To consider and pass following resolution as Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company comprising the Balance sheet as on 31st March, 2025, Statement of Profit & Loss and Notes thereto for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and taken on record.”

- 2. TO APPOINT A DIRECTOR IN PLACE OF MRS. RIDDHI BHARATKUMAR VASITA (DIN: 06876566), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR REAPPOINTMENT.**

To consider and pass following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Riddhi Bharatkumar Vasita (DIN: 06876566), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment, be and is hereby re - appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- 3. INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.**

To consider and pass following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 6,50,00,000 (Rupees Six Crore Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each to ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of ₹ 10/- each.

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

"V. The Authorised Share Capital of the Company is ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) divided into 75,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each (Rupees Ten Only) each."

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

4. ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON / ENTITY BELONGING TO THE PROMOTERS CATAGORY

To consider and pass following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013, as amended ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended ("**Takeover Regulations**") and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), as amended, the listing agreements entered into by the Company with BSE Limited ("**BSE**") and in accordance with other applicable Rules / Regulations / Guidelines / Notifications /Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of any third parties, statutory or regulatory authorities including the BSE Limited, subject to the approval of members for increase of authorised share capital of the Company and subject to any statutory amendment(s), modification(s), variation(s) or enactment(s) or re-enactment(s) of the aforementioned statutes/regulations for the time being in force and other applicable procedural laws made under any of the above mentioned statutes/regulations in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable

in this regard; and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 7,00,000 (Seven Lakh) warrants (“**Warrants**”), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 100/- (Rupees One Hundred only) each (“**Issue Price**”) including 25% of the Issue Price, *i.e.* the upfront amount (“**Warrants Subscription Price**”) and balance 75% of the Issue Price *i.e.* at the time of conversion of Warrants into equity shares (“**Warrant Exercise Price**”), including premium of ₹ 90/- (Rupees Ninety only) each payable in cash aggregating upto ₹ 7,00,00,000 (Rupees Seven Crore only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the members of Promoters of the Company (“**Proposed Allottees**”) as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board (“**Preferential Allotment**”):

Sr. No	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
A. Promoters				
1.	Vimal Sureshbhai Mishra	AMXPM0301M	2,50,000	2,50,00,000
2.	Priyanka Vimal Mishra	AOOPP6674F	2,00,000	2,00,00,000
3.	Prakash Mishra	AMXPM7299N	2,50,000	2,50,00,000

RESOLVED FURTHER THAT in accordance with Regulation 161 and the explanation thereto of the SEBI ICDR Regulations, the “Relevant Date” for the determination of the minimum price issue and allotment of the Warrants shall be Tuesday, August 26, 2025, being 30 (thirty) days prior to the date of the Annual General Meeting;

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

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

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

- a) The Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) The Warrants may be exercised into equity shares in one or more tranches as aforesaid by the Proposed Allottees at any time before the expiry of 18 months from the date of allotment of the Warrants.
- c) The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including either sub-divided or consolidated or the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between the allotment of Warrants and the conversion of the Warrants into equity shares of the Company then the face value, the number of equity shares to be allotted on conversion of the Warrants and the Issue Price shall automatically stand adjusted in the same proportion.
- d) The Warrant Subscription Price will be payable by the Proposed Allottees, at the time of subscription to the Warrants into the designated bank account of the Company as prescribed by Regulation 169 of the SEBI ICDR Regulations on or prior to the date of allotment thereof, from their respective bank account, which will be kept by the Company and to be adjusted and appropriated against the Issue Price. Further, the Warrant Exercise Price shall be payable by the Proposed Allottees from their respective bank account into the designated bank account of the Company at the time of exercising the Warrants.
- e) The equity shares to be issued to the Proposed Allottees pursuant to conversion of Warrants into equity shares shall be listed on the Stock Exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchange.
- f) The issue of the Warrants as well as equity shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- g) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Proposed Allottees within the aforesaid period of 18 (eighteen) months, the entitlement of the Proposed Allottees to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Proposed Allottees on such Warrants shall stand forfeited by the Company.
- h) The Warrants and the equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
- i) The Warrants by itself, until exercised and converted into equity shares, shall not give to the Proposed Allottees thereof any rights with respect to that of an equity shareholder of the Company.
- j) The equity shares so allotted to the Proposed Allottees pursuant to conversion of Warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

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

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

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

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

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

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

5. TO WAIVE RECOVERY OF EXCESS REMUNERATION PAID TO MR. VIMAL SURESHBHAI MISHRA, MANAGING DIRECTOR AND MRS. PRIYANKA VIMAL MISHRA, DIRECTOR FOR THE FINANCIAL YEAR 2024-25.

To consider and pass following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 197(10) of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made there under, including any statutory modification thereof, the consent of the members be and is hereby accorded to ratify and waive the recovery of excess remuneration in the form of Bonus amounting to ₹1,50,000 each, paid to Mr. Vimal Sureshbhai Mishra (DIN: 06820041), Managing Director, and Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director, during the Financial Year 2024-25, which exceeds the limits prescribed under Section 197(1) of the Act read with Section II (A) of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and desirable to give effect to this resolution in this regard.”

6. APPROVAL AND RATIFICATION OF EMPLOYER-EMPLOYEE / KEYMAN INSURANCE POLICY.

To consider and pass following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to ratify the action of the Board of Directors in obtaining an Employer-Employee / Keyman Insurance Policy on the life of a Key Managerial Personnel of the Company for a term of 35 years (“Policy Term”), with a premium of ₹1,00,000 (Rupees One Lakh only) per month;, and authorize the Board of Directors from time to time, procure Employer-Employee / Keyman Insurance Policy(ies) on the life of any Key Managerial Personnel, including Directors of the Company, from any insurance service provider(s) as may be determined by the Board, with such Policy Term(s) and premiums not exceeding ₹3,00,000 (Rupees Three Lakhs only) per month per policy.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize and execute all necessary documents, applications, agreements and deeds with the insurance company(ies), and to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution.”

7. APPROVAL FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR MR. VIMAL SURESHBHAI MISHRA.

To consider and pass following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory

modification(s) or re-enactment thereof for the time being in force), on recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the company, and such other consents and permission as may be necessary, the consent of the members be and is hereby accorded to increase the remuneration of Mr. Vimal Sureshbhai Mishra (DIN: 06820041), Managing Director and CFO of the Company to Rs. 19.5 Lakh per annum with effect from October 1, 2025 with authority to Board of Directors of the Company increase the same up to Rs. 84 Lakh per annum.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Vimal Sureshbhai Mishra, the company incurs loss or its profit are inadequate, the Company shall continue to pay Mr. Vimal Sureshbhai Mishra, the remuneration by way of salary and perquisites as minimum remuneration as approved by the shareholders as set out above and briefed in explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

8. APPROVAL FOR INCREASE IN REMUNERATION OF DIRECTOR MRS. PRIYANKA VIMAL MISHRA.

To consider and pass following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), on recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the company, and such other consents and permission as may be necessary, the consent of the members be and is hereby accorded to increase the remuneration of Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director of the Company to Rs. 19.5 Lakh per annum with effect from 01.10.2025 with authority to Board of Directors of the Company increase the same up to Rs. 84 Lakh per annum.

RESOLVED FURTHER THAT where in any financial year during the tenure of Mrs. Priyanka Vimal Mishra, the company incurs loss or its profit are inadequate, the Company shall continue to pay Mrs. Priyanka Vimal Mishra, the remuneration by way of salary and perquisites as minimum remuneration as approved by the shareholders as set out above and briefed in explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

**By Order of the Board of Directors of
PROSPECT CONSUMER PRODUCTS LIMITED**

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

Date: 28/08/2025

Place: Ahmedabad

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 3 to 8 of the Notice of the AGM, is annexed hereto.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM and is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

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

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

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

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

6. Electronic copy of the Notice of the 3rd Annual General Meeting of the Company indicating, inter alia, the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s)/RTA for communication purposes unless any member has requested for a hard copy of the same.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days will be inclusive).
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Private Limited ('the RTA') to provide efficient and better services.
9. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.
10. Members may now avail the facility of nomination by nominating, in the prescribed form, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the Registrars and Share Transfer Agents for the prescribed form.
11. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during working hours between 10:00 a.m. to 5:00 p.m. except on holidays.
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
14. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Bigshare Services Private Limited having their registered office at E-3 Ansa Industrial Estates, Sakivihar Road, Sakinaka, Mumbai- 400072, Maharashtra, India and office in Ahmedabad at address A- 802, Samudra Complex, Near Girish Cold Drinks, Off. C.G. Road, Navrangpura,

Ahmedabad-380009, Gujarat, India.

15. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2024-25.
16. Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report: In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.prospectconsumer.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

VOTING THROUGH ELECTRONIC MEANS:

17. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-voting" to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below. The Company has engaged the services of Central Depository Securities Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting").
Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, September 19, 2025 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM.
18. In addition the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General Meeting.
19. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners as on the cut-off date, i.e. Friday, September 19, 2025 shall be entitled to avail the facility of remote e-voting. Only those Shareholders, who will be present at the AGM and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote at the AGM.
- 20. The instructions for shareholders voting electronically are as under:**
- (i) The voting period begins on Tuesday, September 23, 2025 from 9.00 A.M. and ends on Thursday, September 25, 2025 at 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 i.e. Friday, September 19, 2025 may cast their vote Electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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

(DP)	during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.: 022-4886 7000 and 022-2499 7000

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Prospect Consumer Products Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution

details.

- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@prospectconsumer.com (designated email address by company) ,

if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

**By Order of the Board of Directors of
PROSPECT CONSUMER PRODUCTS LIMITED**

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

Date: 28/08/2025
Place: Ahmedabad

EXPLANATORY STATEMENT

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

Item No.3: INCREASED OF AUTHORISED SHARE CAPITAL OF THE COMPANY

Presently, the authorised share capital of the Company is ₹ 6,50,00,000/- (Rupees Six Crore and Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each.

The Company is planning to raise funds by way of issuing warrants on preferential basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on Friday, August 28, 2025, have recommended to increase the existing authorised share capital of the Company from ₹ 6,50,00,000/- (Rupees Six Crore and Fifty Lakh only) divided into 65,00,000 (Sixty-Five Lakh) Equity Shares of ₹ 10/- each to 7,50,00,000/- (Rupees Seven Crore and Fifty Lakh only) divided into 75,00,000 (Seventy Five Lakh) Equity Shares of ₹ 10/- each by creation of additional 10,00,000 (Ten Lakh) Equity Shares of ₹ 10/- each aggregating to ₹ 1,00,00,000/- (Rupees One Crore only), ranking pari-passu in all respects with the existing equity shares of the Company.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 3 of this Notice. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 3 to be passed as Ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item No.4: ISSUE OF WARRANT TO THE PERSON BELONGING TO THE PROMOTERS CATEGORY ON PREFERENTIAL BASIS

The Special Resolutions contained in Item No. 4 of the Notice, have been proposed pursuant to the applicable provisions of Section 42, and 62(1)(c) of the companies Act, 2013 read with Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163(1) of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), for the issuance and allotment of warrants, on a preferential basis, of **up to 7,00,000 (Seven Lakh) Convertible Warrants**, at an issue price of ₹ 100/- (Rupees One Hundred only) each ("**Issue Price**") (including a premium of ₹ 90/- per warrant), each convertible into or exchangeable for 1 (one) fully paid-up Equity Share of face value ₹ 10/- each at a future date, with 25% of the Issue Price payable on allotment ("**Warrant Subscription Price**") and the balance 75% of Issue Price payable at the time of conversion ("**Warrant Exercise Price**"), payable in cash, to the person belonging to Promoters category ("**Proposed Allottees**").

The aggregate amount proposed to be raised by way of issuance of, Warrants and equity share pursuant to conversion of Warrants is up to ₹ 7,00,00,000 (Rupees Seven Crore only) or such higher price as may be determined in accordance with Chapter V of the SEBI ICDR Regulations. The issuance and allotment of warrants shall be made to the Proposed Allottees, as detailed below, in such manner and on such terms and conditions as the Board of Directors may, in its absolute discretion, deem fit, subject to the approval of members of the Company. The proposal was approved by the Board at its meeting held on August 28, 2025.

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

The Company proposes to raise additional fund to meet its growth requirements and for general corporate purposes. Accordingly, the Board of Directors has proposed to raise up to ₹7,00,00,000 (Rupees Seven Crore only) through the issuance of 7,00,000 (Seven Lakh) convertible Warrants on a preferential basis to persons belonging to the Promoter Category. The proceeds from the Preferential Issue shall be utilized towards funding capital expenditure, meeting working capital requirements, acquisitions, investment in technology and for other general corporate purposes, thereby strengthening and enhancing the business operations of the Company and for any other purpose as may be decided and approved by the Board, as per the SEBI ICDR Regulations and other applicable laws.

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

The Board of Directors of the Company at their meeting held on August 28, 2025 had, subject to the approval of the members of the Company ("**Members**") and such other approvals as may be required, approved the issue of upto 7,00,000 warrants ("**Warrants**"), each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each at a price of ₹ 100/- (Rupees One Hundred only) each ("**Issue Price**") including the 25% of the Issue Price payable on allotment ("**Warrants Subscription Price**") and balance 75% of the Issue Price *i.e.* at the time of conversion of Warrants into equity shares ("**Warrant Exercise Price**"), including premium of ₹ 90/- (Rupees Ninety only) each payable in cash aggregating upto ₹ 7,00,00,000 (Rupees Seven Crore only) or such higher price as may be arrived at in accordance with the Chapter V of SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, to the person belonging to the Promoters of the Company ("**Proposed Allottees**") as mentioned below by way of preferential allotment on such terms and conditions as may be determined by the Board ("**Preferential Allotment**"):

Sr. No.	Name of Proposed Allottees	PAN	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
1	Vimal Sureshbhai Mishra	AMXPM0301M	2,50,000	2,50,00,000
2	Priyanka Vimal Mishra	AOOPP6674F	2,00,000	2,00,00,000
3	Prakash Mishra	AMXPM7299N	2,50,000	2,50,00,000
Total			7,00,000	7,00,00,000

The terms and conditions of the Preferential Allotment are as stated in the Resolutions 4.

3. Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on August 28, 2025 has approved to issue not exceeding upto 7,00,000 (Seven Lakh) warrants ("**Warrants**"), each convertible into, or

exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each.

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

The Company intends to raise an aggregate amount up to ₹ 7,00,00,000/- (Rupees Seven Crore only) by way of issue of warrants on preferential basis.

5. Relevant Date:

In terms of Regulation 161 and the Explanation thereto of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the Issue Price for the Preferential Allotment of the Warrants shall be **Tuesday, August 26, 2025**, being the preceding trading day to the 30th day prior to the date on which the resolution will be deemed to be passed at the **Annual General Meeting, i.e., Friday, September 26, 2025**, in accordance with the provisions of the said Explanation.

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

The Equity Shares of the Company are listed on SME Platform of BSE Limited (“**BSE**”) (“**Stock Exchange**”) for a period of more than 90 trading days as on the relevant date i.e. August 26, 2025 and are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

For the purpose of computation of the Issue Price per Warrant to the Proposed Allottees of the Company, the Issue Price shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

In case of frequently traded shares as per Regulation 164(1) of the SEBI ICDR Regulations:

The highest trading volume of the stock exchange on which the equity shares of the Company have been listed, during the preceding 90 trading days prior to the Relevant Date has been considered. Trading volume of the Equity Shares on the BSE has been considered to determine the Issue Price as the Company is listed on BSE, during the preceding 90 trading days prior to the Relevant Date. In terms of the provisions of Regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the BSE preceding the Relevant Date i.e. ₹ 67.30; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the BSE preceding the Relevant Date i.e. ₹ 82.16.

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

None of the Propose Allottees categorized as the qualified institutional buyers.

Further, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, the proposed Preferential Issue will result in an allotment exceeding five percent of the post-issue fully

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diluted share capital of the Company to an allottee or to allottees acting in concert. Accordingly, in compliance with the provisions of Regulation 166A(1) of the SEBI ICDR Regulations, a valuation report from a registered valuer determining the price of the Warrants proposed to be allotted shall be obtained and made available for inspection by the Members.

Pursuant to the above the Company has obtained a valuation report from CA Gaurav Jain, an Independent Registered Valuer with Registration No. IBBI/RV/06/2021/13914, having office at 1511/1512, R.G. Trade Tower, Netaji Subhash Place, Pitampura, New Delhi - 110034. and the price determined by such Independent Registered Valuer in the Valuation Report dated August 28, 2025 is ₹ 71.32 The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://prospectconsumer.com/docs/doc1.pdf>

Pursuant to the above, the minimum floor price of ₹ 71.32, has been determined in accordance with Regulations 164(1) read with Regulation 166A(1) of Chapter V of the SEBI ICDR Regulations, payable in cash. Accordingly, the Board of the Company has fixed the Issue Price of each Warrant of ₹ 100/- which include premium of ₹ 90/-, which is above the floor price *i.e.* minimum issue price as determined in compliance with the requirements of the SEBI ICDR Regulations.

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

Sr. No.	Category	Pre Issue Shareholding*		No. of Warrants to be Allotted	Post Issue Shareholding^	
		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoters and Promoter Group Holding:					
1	Indian:					
	Individual	28,28,340	51.09	7,00,000	35,87,500	52.48
	Sub Total (A)	28,28,340	51.09	7,00,000	35,87,500	52.48
B	Non – Promoters’ Holding:					
1	Institutions:	-	-	-	-	-
2	Non-Institutions:					
	a) Resident Individuals	19,32,000	34.90	-	24,72,000	36.16
	b) Non-Resident Indians	65,000	1.17	-	65,000	0.95
	c) Bodies Corporate	2,53,000	4.57	-	2,53,000	3.70
3	Any Other (Specify)					
	a) Clearing Member	22,000	0.40	-	22,000	0.32
	b) Hindu Undivided Family	4,36,000	7.88	-	4,36,000	6.38
	Sub Total (B)	27,08,000	48.91	-	32,48,000	47.52
	Grand Total (A + B)	55,36,340	100.00	7,00,000	68,35,500	100.00

* Include 2,12,840 equity shares allotted on July 16, 2025 pursuant to conversion of warrants into equity shares which are pending listing and trading approval with the Stock Exchange. Out of these, 1,17,840 shares were allotted to the Promoters (Vimal Sureshbhai Mishra – 45,840; Priyanka Vimal Mishra – 30,000; and Prakash Mishra – 42,000) and the balance 95,000 warrants were allotted to public shareholders.

^In the earlier preferential allotment of 11,75,000 warrants on April 25, 2025, 3,63,000 warrants were converted into equity shares in August 2024 and 2,12,840 warrants were converted on July 2025, while as on date 5,99,160 warrants remain outstanding and eligible for conversion out of which 59,160 warrants belongs to Promoters (Vimal Sureshbhai Mishra - 29,160; and Priyanka Vimal Mishra - 30,000) and balance 5,40,000 warrants belongs to public shareholder. Post Issue shareholding calculated by assuming full conversion of the outstanding warrants as on date from the earlier issue i.e. 5,99,160 warrants together with the conversion of warrants proposed to be issued under the current issue i.e. 7,00,000 warrants.

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

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

Sr. No.	Particulars	Maximum number of Warrants to be allotted	Maximum Aggregate Amount (in ₹)
1	Vimal Sureshbhai Mishra- Promoter and Managing Director	2,50,000	2,50,00,000
2	Priyanka Vimal Mishra - Promoter and Executive Director	2,00,000	2,00,00,000
3	Prakash Mishra - Promoter and Non-Executive Director	2,50,000	2,50,00,000

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

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

The Proposed Allottees shall be required to pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Proposed Allottees upon exercise of the entitlement attached to Warrant(s) to subscribe for equity share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted/ set off against the Issue Price of the resultant equity shares. The Proposed Allottees shall be entitled to exercise their right to subscribe for the equity

shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The Proposed Allottees shall be required to pay the balance amount of 75% of the issue price to the extent of the number of Warrants they intend to subscribe in each such tranche.

Upon receipt of the Warrant Exercise Price, the Board (or a committee thereof) shall allot one equity share of face value of ₹ 10/- each, per warrant by appropriating ₹ 10/- towards equity share capital and the balance amount paid against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

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

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

Identity of the Proposed Allottees	Pre-Preferential Allotment Shareholding*		Maximum no. of Equity shares proposed to be allotted upon full conversion of Warrants	Post issue Shareholding^		Ultimate Beneficial Owner
	No. of Equity Shares	%		No. of Equity Shares	%	
Promoter – Individual						
Vimal Sureshbhai Mishra	13,25,840	23.95	2,50,000	16,05,000	23.48	NA
Priyanka Vimal Mishra	12,95,000	23.39	2,00,000	15,25,000	22.31	NA
Prakash Mishra	1,84,000	3.32	2,50,000	4,34,000	6.35	NA

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

** 45,840 equity shares of Vimal Sureshbhai Mishra, 30,000 equity shares of Priyanka Vimal Mishra and 42,000 equity shares of Prakash Mishra have allotted on July 16, 2025 pursuant to conversion of warrants into equity shares are pending for listing and trading with stock exchange. Further, the pre-issue percentage shareholding is calculated on the issued and paid-up equity shares on the Company as on date which is 55,36,340 Equity Shares of face value of ₹ 10/- each.*

[^]As on date there are 5,99,160 warrants outstanding which were allotted on April 25, 2024 are pending for conversion into equity shares which includes 29,160 warrants allotted to Vimal Sureshbhai Mishra and 30,000 warrants allotted to Priyanka Vimal Mishra. Post-issue shareholding is calculated assuming conversion of all warrants into equity shares including the present issue which is proposed to be issued are subscribed and converted into equity shares which shall be 68,35,500 Equity Shares of face value of ₹ 10/- each.

11. Change in control if any in the Company that would occur consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid Preferential Allotment. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

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

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of equity shares shall not be applicable. However, the Company shall re-compute the Issue Price of the Warrants and/or the equity shares to be allotted on exercise of the Warrants in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants and/or equity shares to be allotted on exercise of the Warrants under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

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

During the year, the Company allotted 2,12,840 equity shares of ₹ 10/- each at a premium of ₹ 54/- per share, upon conversion of warrants, to nine (9) individual allottees, out of which three (3) individuals belong to the Promoter Category. The details are as under:

Sr. No.	Name of Allottee(s)	Category	Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Premium (₹)	Issue Price (₹)
1	Vimal Sureshbhai Mishra	Promoter	16-Jul-25	45,840	10	54	64
2	Priyanka Vimal Mishra	Promoter	16-Jul-25	30,000	10	54	64
3	Prakash Mishra	Promoter Group	16-Jul-25	42,000	10	54	64
4	Madhu Bala	Public	16-Jul-25	50,000	10	54	64
5	Ronak Khambhati	Public	16-Jul-25	10,000	10	54	64
6	Nikhil Vijaysingh Pangariya	Public	16-Jul-25	10,000	10	54	64
7	Rahul Govind Chaturvedi	Public	16-Jul-25	10,000	10	54	64
8	Pravinbhai Babubhai Zapadiya	Public	16-Jul-25	10,000	10	54	64
9	Jigar Ratilal Shah	Public	16-Jul-25	5,000	10	54	64
	Total			2,12,840			

Note: The above equity shares were allotted during the current financial year (FY 2025-26)

and are pending listing and trading approval from the Stock Exchange.

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

Not Applicable as the allotment will be made for cash.

15. Lock-in Period:

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

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

16. Practicing Company Secretary Certificate:

A certificate from Mr. Hitesh Kumar Bhardwaj Proprietor of HKB & Associates, Company Secretaries, (Membership No. 55268, COP No. 21001) certifying that the preferential issue of Securities is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at <https://prospectconsumer.com/docs/doc2.pdf>

17. SEBI Takeover code:

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

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

The entire shareholding of the Proposed Allottees in the Company, if any is held by them in dematerialized form. The Proposed Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of Warrants on preferential basis. The Proposed Allottees have Permanent Account Number. The lock-in kindly refers to above point 15.

19. Listing:

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

20. Compliances:

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

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

Vimal Sureshbhai Mishra, Priyanka Vimal Mishra and Prakash Mishra are the Promoters of the Company, as on date of this Notice. Further, upon the issuance and allotment of the Warrants and equity shares to be allotted on exercise of the Warrants, they will continue to be categorized as Promoters of the Company.

22. Monitoring Agency

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

23. Principal terms of assets charged as securities:

Not Applicable

24. Other disclosures/undertaking

- a) The Company, its Promoter and Promoter Group and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- b) None of Directors or Promoter and Promoter Group of the Company are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- d) The Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories.
- e) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.
- f) The Company shall be making application seeking in-principle approval to the Stock Exchange, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- g) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.
- h) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- i) The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

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

The Preferential Allotment is proposed to be made to Promoters

26. Pursuant to the proposed investment and in accordance with **Rule 14(1)** of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

27. Approval under the Companies Act:

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

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

Except, as specify in this notice none of the promoter and promoter group, Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, either directly or indirectly, in the above referred resolutions except to the extent to their shareholding in the Company.

A copy of the Memorandum of Association of the Company duly amended, Valuation Certification, PCS certificates and such other documents which are mentioned elsewhere in the proposed resolutions will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 4 to be passed as a special resolution.

Item No.5: TO WAIVE RECOVERY OF EXCESS REMUNERATION PAID TO MR. VIMAL SURESHBHAI MISHRA, MANAGING DIRECTOR AND MRS. PRIYANKA VIMAL MISHRA, DIRECTOR FOR THE FINANCIAL YEAR 2024-25.

The Company has paid a bonus of ₹1,50,000 each to Mr. Vimal Sureshbhai Mishra (DIN: 06820041), Managing Director, and Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director, during the Financial Year 2024-25. This amount exceeds the limits prescribed under Section 197(1) of the Companies Act, 2013, read with Section II (A) of Part II of Schedule V to the Act.

Section 197(10) of the Companies Act, 2013, allows the shareholders to waive the recovery of such excess remuneration by passing a special resolution. Accordingly, the Board of Directors recommends the passing of the special resolution to ratify and waive the recovery of the excess remuneration paid.

The board recommends the said resolution No. 5 to be passed as Special resolution.

Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra are interested in the resolution to the extent of the excess remuneration paid to them. Save as aforesaid, none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution.

Item No.6: APPROVAL AND RATIFICATION OF EMPLOYER-EMPLOYEE / KEYMAN INSURANCE POLICY.

The Company, in the course of its business, has obtained an Employer-Employee / Keyman Insurance Policy on the life of a Key Managerial Personnel (KMP) of the Company, with a monthly premium of ₹1,00,000 (Rupees One Lakh only), the benefits of the policy may be assigned to the concerned individual at a later date, subject to applicable laws and Board approval. As per the provisions of Section 188 of the Companies Act, 2013, and applicable rules made thereunder, any contract or arrangement with a related party that is not in the ordinary course of business or not on an arm's length basis requires the approval of the members by way of a resolution. Since Key Managerial Personnel are considered related parties under the Act, obtaining or continuing such insurance policies may fall within the purview of related party transactions.

In light of the above, the Board of Directors has proposed this resolution to ratify the existing arrangement and to authorize the Board to obtain, from time to time, similar insurance policies on the life of any Key Managerial Personnel, including Directors, from any insurance service provider, with such Policy Term(s) as may be determined by Board subject to a maximum premium limit of ₹3,00,000 (Rupees Three Lakhs only) per month per policy.

The board recommends the said resolution No. 6 to be passed as Special resolution.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise, concerned or interested in the resolution, except to the extent of their position as Key Managerial Personnel in the Company,

Item No.7 and 8: APPROVAL FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR VIMAL SURESHBHAI MISHRA AND DIRECTOR PRIYANKA VIMAL MISHRA

Mr. Vimal Sureshbhai Mishra (DIN: 06820041), Managing Director and Chief Financial Officer, and Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director have been associated with the company since January 6, 2022. Their current remuneration of ₹1.5 lakh per month was approved by shareholders through a special resolution on January 5, 2023, in accordance with Sections 196, 197, 198, and 203 of the Companies Act, 2013, read with Schedule V. This approval is valid for a period of three years.

To ensure continued compliance with legal provisions and to approve a new remuneration structure before the current resolution expires, the Board of Directors, acting on the recommendation of the Nomination and Remuneration Committee, has proposed a new annual remuneration. The proposed remuneration for each director is ₹19.5 lakh per annum, effective from October 1, 2025. Furthermore, the Board will be authorized to increase this remuneration up to a maximum of ₹84 lakh per annum at a later date, subject to the provisions of the Companies Act, 2013.

This increase has been approved to reflect the directors' continued service, their significant contributions to the company, and to align their compensation with industry standards. The Board believes this new structure is fair and necessary to retain key managerial personnel.

Brief resume of the Directors and other details as required under schedule V of the Companies Act, 2013 is provided in Annexure to the Explanatory Statement attached herewith as Annexure to the Notice.

The board recommends the said resolution No. 7 and 8 to be passed as Special resolution.

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Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra are interested in the resolution to the extent of the excess remuneration paid to them. Save as aforesaid, none of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution.

By Order of the Board of Directors of

PROSPECT CONSUMER PRODUCTS LIMITED

Bhargavi Jay Pandya
Company Secretary & Compliance officer

Date: 28/08/2025

Place: Ahmedabad

ANNEXURE TO NOTICE OF AGM

ANNEXURE-I

Details of the Directors seeking appointment and/or fixation of remuneration of Directors pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Secretarial Standard on General Meetings (SS-2) Issued by the Institute of Company Secretaries of India, as applicable.

Particulars	Riddhi Bharatkumar Vasita	Vimal Sureshbhai Mishra	Priyanka Vimal Mishra
DIN	06876566	06820041	09459276
Date of Birth	15/01/1985	23/04/1985	11/10/1983
Date of Appointment	23/12/2022	06/01/2022	06/01/2022
Qualification	Bachelor of Arts	Graduate in Commerce	MBA (Finance)
Expertise in specific functional areas	Mrs.Riddhi Bharatkumar Vasita has overall 23 years of experience in the Finance and loan department. She has been associated with the Company since December 23, 2022.	Mr. Vimal Mishra is Managing Director of the Company. He has over all more than 17 years of experience in different field like sales in charge, project manager and working with the logistic company. He is Expertise in Negotiations, handling Operations, team building, administration & Finance Sectors. He handles the overall affairs of the Company.	Mrs. Priyanka Vimal Mishra has overall more than 10 years of experience in the handling the Administration work, monitoring the Marketing and Financing team and motivates them to achieve the target industry in which the company is presently engaged. Currently she is looking after Admin / HR Activities of the company along with Financial controller.
Directorship in other companies	BLACKPEARL SHIPPING & LOGISTICS PRIVATE LIMITED	NIL	NIL
Chairman/ Membership of the committee of the Board of companies on which	Member of Audit Committee and Nomination and Remuneration committee and Chairman of Stakeholder Relationship	NIL	NIL

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he/she is a Director	committee		
Number of shares held in the Company	27500 Equity Shares	1325840 Equity Shares	12,95,000 Equity Shares
Relationship with Directors	Not related to any Director	Husband of Mrs. Priyanka Vimal Mishra, Director of the Company and Brother of Mr. Prakash Mishra, Director of the Company.	Wife of Mr. Vimal Sureshbhai Mishra, Managing Director of the Company and Sister in law of Mr. Prakash Mishra, Director of the Company.
Number of meeting of the Board attended during the year	10	10	10
Terms and Conditions of appointment reappointment	In accordance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Not Applicable	As per Explanatory statement provided with Notice of AGM	As per Explanatory statement provided with Notice of AGM
Last drawn remuneration	Not Applicable	Rs. 19.5 Lakh p.a.	Rs. 19.5 Lakh p.a.

ANNEXURE-II

(Disclosure required under Schedule V of the Companies Act, 2013)

I. General information:				
(1) Nature of industry	Prospect Consumer Products Limited has rapidly positioned itself as a significant player in the highly competitive cashew processing and supply industry. Based in the commercially vibrant state of Gujarat, India, the company has carved out a niche for itself by focusing on the processing, export, and supply of premium cashew kernels and associated products. Company's operations cater to both domestic and international B2B markets under their proprietary brand, DRIFRUTZ. The company's primary offering includes an array of cashew kernels, catering to various market segments and customer preferences. The company has strategically expanded its product line to include valuable by-products such as cashew husk, cashew husk pellets, and cashew shells. This comprehensive utilization of the cashew nut not only maximizes resource efficiency but also opens up additional revenue streams and markets for the company.			
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4) Financial performance based on given indicators	STANDALONE BASIS:-			
	PARTICULARS	FY 2022-23	FY 2023-24	FY 2024-25
	Total Income	1269.30	2469.04	3112.05
	Profit before Tax and exceptional items	79.88	225.65	278.90
	Total Profit before Tax after exceptional items	79.88	225.65	278.90
	Total Profit after Tax	54.67	172.51	214.36
	Basic & Diluted Earnings Per Equity Share	4.53	4.22	4.19 & 4.03
(5) Foreign investments or collaborations, if any.	The share capital of the Company has a fractional shareholding (1.22 %) by NRI shareholders as on 31.03.2025.			

II. Information about the appointee:	
(1) Background details	(i) Mr. Vimal Sureshbhai Mishra –Managing Director Vimal Sureshbhai Mishra is Promoter and Managing Director of the Company. He has completed Bachelor of Commerce from Gujarat University in the year 2006. He is a driving force behind the Company. He has over all more than 17 years of experience in different field like sales in charge, project manager and working with the logistic company. He is Expertise in Negotiations, handling Operations, team building, Administration & Finance Sectors. He handles the overall affairs of the Company. (ii) Mrs. Priyanka Vimal Mishra- Director Mrs. Priyanka Vimal Mishra is the Promoter and Director of the company. She has Completed Post Graduate Diploma in Business Administration, specialized in Finance management from Symbiosis Center for Distance Learning, Pune in the year 2009. She has overall more than 10 years of experience in the handling the Administration work, monitoring the Marketing and Financing team and motivates them to achieve the target industry in which the company is presently engaged. Currently she is looking after Admin / HR Activities of the company along with Financial controller.
(2) Past remuneration	Remuneration of Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra is Rs. 1,50,000 p.m.
(3) Recognition or awards	Nil
(4) Job profile and his suitability	As mentioned in Point No.1
(5) Remuneration proposed	The Remuneration proposed to be paid to Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra is as per the details set out in the Special Resolution at Item No. 7 and 8 of the Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra the Board believes that the remuneration proposed to be paid to them as Managing Director and Director is appropriate and commensurate with their profile and is comparable with the industry standards. Further the remuneration proposed to be paid to them is as per the approval and recommendation of Nomination and Remuneration Committee of the Board.

PROSPECT CONSUMER PRODUCTS LIMITED
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(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Vimal Sureshbhai Mishra holds 13,25,840 Equity Shares of the Company and Mrs. Priyanka Vimal Mishra holds 12,95,000 Equity Shares of the Company. Mr. Vimal Sureshbhai Mishra and Mrs. Priyanka Vimal Mishra are related to each other as Husband-Wife. Further Mr. Vimal Sureshbhai Mishra is Brother of Director Mr. Prakash Mishra.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has been a consistent performer for the last almost more than 3 years. However, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to some global economic factors, which are critical for the Company.
(2) Steps taken or proposed to be taken for improvement	The Company has expanded its product line. Earlier product includes Cashew Kernels. Now Company has expanded its product line to include valuable by-products such as cashew husk, cashew husk pellets, and cashew shells. This comprehensive utilization of the cashew nut not only maximizes resource efficiency but also opens up additional revenue streams and markets for the company
(3) Expected increase in productivity and profits in measurable terms	The company's primary offering includes an array of cashew kernels, catering to various market segments and customer preferences. The company has strategically expanded its product line to include valuable by-products such as cashew husk, cashew husk pellets, and cashew shells. This comprehensive utilization of the cashew nut not only maximizes resource efficiency but also opens up additional revenue streams and markets for the company.

**By Order of the Board of Directors of
PROSPECT CONSUMER PRODUCTS LIMITED**

Sd/-

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

Date: 28/08/2025

Place: Ahmedabad

PROSPECT CONSUMER PRODUCTS LIMITED
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PROSPECT CONSUMER PRODUCTS LIMITED

CIN: L01400GJ2022PLC128482

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

Email: info@prospectconsumer.com | Phone no.: +91 7948000696 |

Website: www.prospectconsumer.com

Attendance Slip Third Annual General Meeting

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

Folio No.	
DP Id	
Client ID	
No. of shares	

I/We hereby record my presence at the 3rd Annual General Meeting of the Company at 417, Sun Orbit B/h. Rajpath Club Road, Bodakdev Ahmedabad- 380054, Gujarat, India on Friday, September 26, 2025 at 1:00 P.M.

Name of the Shareholder		Signature of Shareholder	
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Notes:

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

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Form No. MGT-12 Polling paper

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

BALLOT PAPER

S. No.	Particulars	Details		
1.	Name of the First Shareholder			
2.	Postal Address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	TO CONSIDER AND TAKE NOTE OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING THE BALANCE SHEET AS ON 31ST MARCH, 2025, STATEMENT OF PROFIT & LOSS AND NOTES THERETO FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.			
2.	TO APPOINT A DIRECTOR IN PLACE OF MRS. RIDDHI BHARATKUMAR VASITA (DIN: 06876566), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR REAPPOINTMENT.			
Special Businesses:				
3.	INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.			
4.	ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO THE PROMOTER / PROMOTER GROUP			

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5.	TO WAIVE RECOVERY OF EXCESS REMUNERATION PAID TO MR. VIMAL SURESHBHAI MISHRA, MANAGING DIRECTOR AND MRS. PRIYANKA VIMAL MISHRA, DIRECTOR FOR THE FINANCIAL YEAR 2024-25.			
6.	APPROVAL OF EMPLOYER-EMPLOYEE INSURANCE SCHEME.			
7.	APPROVAL FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR MR. VIMAL SURESHBHAI MISHRA			
8.	APPROVAL FOR INCREASE IN REMUNERATION OF DIRECTOR MRS. PRIYANKA VIMAL MISHRA			

Place:

Date:

(Signature of the Shareholder)

INSTRUCTIONS:

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

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10. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/ Trust/ Society etc., a certified copy of the relevant authorization/ Board Resolution to vote should accompany the ballot Form.
11. Instructions for e-voting procedure are available in the Notice of the Annual General Meeting. Please follow the steps for e-voting procedure as given in the Notice of AGM or as available on www.evoting.nsdl.com
12. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.

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

CIN: L01400GJ2022PLC128482

Name of the Company: PROSPECT CONSUMER PRODUCTS LIMITED

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3rd Annual General Meeting of the company, to be held on the Friday, September 26, 2025 at 1:00 P.M. at 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad- 380054, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Particulars		Vote	
Sr. No.	Ordinary Business	For	For
1	TO CONSIDER AND THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING THE BALANCE SHEET AS ON 31ST MARCH, 2025, STATEMENT OF PROFIT & LOSS AND NOTES THERETO FOR THE FINANCIAL YEAR ENDED 31ST MARCH,2025 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.		

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2	TO APPOINT A DIRECTOR IN PLACE OF MRS. RIDDHI BHARATKUMAR VASITA (DIN: 06876566), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR REAPPOINTMENT.		
Special Business			
3	INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY.		
4	ISSUE OF WARRANTS ON PREFERENTIAL BASIS TO THE PERSON BELONGING TO THE PROMOTER / PROMOTER GROUP		
5	TO WAIVE RECOVERY OF EXCESS REMUNERATION PAID TO MR. VIMAL SURESHBHAI MISHRA, MANAGING DIRECTOR AND MRS. PRIYANKA VIMAL MISHRA, DIRECTOR FOR THE FINANCIAL YEAR 2024-25.		
6	APPROVAL OF EMPLOYER-EMPLOYEE INSURANCE SCHEME.		
7	APPROVAL FOR INCREASE IN REMUNERATION OF MANAGING DIRECTOR MR. VIMAL SURESHBHAI MISHRA		
8	APPROVAL FOR INCREASE IN REMUNERATION OF DIRECTOR MRS. PRIYANKA VIMAL MISHRA		

Signed this _____ day of _____ 2025

Signature of Shareholder _____ Signature of Proxy holder(s) _____

Notes:

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

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DIRECTORS' REPORT

To,
The Members,
PROSPECT CONSUMER PRODUCTS LIMITED

Your Directors have pleasure in submitting their 3rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2025.

1. FINANCIAL RESULTS

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

(Rs. In Lakhs)		
Particulars	For the year ended on 31st March, 2025	For the year ended on 31st March, 2024
Revenue From Operations	3099.11	2426.65
Other Income	12.94	42.39
Total Income	3112.05	2469.04
Less Total Expenses	2833.15	2243.39
Profit / Loss before Tax	278.90	225.65
Tax Expense:		
Current Tax	76.59	60.74
Deferred Tax	-12.05	-7.60
Profit/Loss For the Period	214.36	172.51
Earnings per equity share		
Basic	4.19	4.22
Diluted	4.03	4.22

2. SHARE CAPITAL:

As on 31 March, 2025, The Authorized Capital of the Company is Rs.6,50,00,000 (Rupees Six Crore Fifty Lakh) consisting of 65,00,000 (Sixty Five Lakh) equity shares of Rs.10 each and the Issue and Paid up Capital of the Company is Rs. 5,32,35,000 (Rupees Five Crore Thirty Two Lakh Thirty Five Thousand) consisting of 53,23,500 (Fifty Three Lakh Twenty Three Thousand Five Hundred) equity shares of Rs.10 each.

3. LISTING ON BSE –SME PLATFORM:

Company is listed on SME Platform of BSE Limited.

4. DIVIDEND:

The Board decided that the profits should be retained for the expansion of the Company, which is in pipeline for more growth and value addition to the company and forming a strong business base so that revenue flows from many channels and hence the Directors of your Company do not recommend any dividend for FY 2024-25.

5. AMOUNTS PROPOSED TO BE CARRIED TO RESERVES:

Net Profit of the Company after tax is Rs. 214.36 Lakhs and same is transferred to Reserves and Surplus under the head Surplus/ (Deficit) in the statement of Profit and Loss.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

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

7. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

During the year, your Company has achieved the Total Revenue from Operation of Rs. 3099.11 Lakhs as compared to Rs. 2426.65 Lakh of Previous Financial year. Other income during the year is Rs.12.94 Lakh. Total expense of the company during the year is Rs. 2833.15 Lakhs. After meeting the expenses, Company has earned profit of Rs. 214.36 Lakhs which is approx. 24.26 % higher than Net Profit of previous Financial year. The management of the Company is putting all efforts for better performance in coming period.

8. BUSINESS OVERVIEW:

Prospect Consumer Products Limited is a leading player in the cashew processing and premium dry fruits industry in India. The Company specializes in sourcing, processing, and distribution of high-quality cashew kernels and other premium dry fruits across domestic and international markets. With a focus on quality, innovation, and customer satisfaction, the Company has established itself as a trusted brand in the organized dry fruits segment.

9. DEPOSITS FROM PUBLIC:

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

10. CHANGE IN NATURE OF THE BUSINESS:

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

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

There is no material changes and commitment which can affect the financial position of the company occurred between the end of the financial year to which financial statements relate and the date of the report.

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

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

A. Conservation of Energy

the steps taken or impact on conservation of energy;	The Company is taking due care for using electricity in the office and its sites. The Company usually takes care for optimum utilization of energy and trying to minimize use of energy by Using good rated and energy efficient appliances in factory as well as office premises.
the steps taken by the company for utilizing alternate sources of energy;	
the capital investment on energy conservation equipments;	

B. Technology absorption

the efforts made towards technology absorption;	During the financial year, the Company successfully relocated its factory operations to a new premises.
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the benefits derived like product improvement, cost reduction, product development or import substitution;	This strategic move has resulted in a significant enhancement of production capacity—from the earlier 1,200 MT per annum to over 2,500 MT per annum at the new location. The newly developed facility is equipped with scalable infrastructure, providing the Company with the flexibility to further expand its capacity to over 6,000 MT per annum in the future, in line with market demand and growth opportunities.
in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	NIL
the expenditure incurred on Research and Development	NIL

C. Foreign Exchange Earnings and outgo

Particulars	2024-25 (Amt in Lakhs.)	2023-24 (Amt in Lakhs.)
Foreign exchange earnings in terms of actual Inflows	38.86	19.22
Foreign exchange outgo in terms of actual Outflows	Nil	Nil
Purchase of Raw material and traded goods	219.37	806.52

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

14. PARTICULARS OF EMPLOYEES, DIRECTORS AND KEY MANAGERIAL PERSON:

In terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the necessary disclosures have been annexed as Annexure II to the Directors' Report.

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

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

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

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

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

There is no a qualification, reservations or adverse remarks made by the Statutory Auditor in their Report.

Below Remarks made by Practicing Company Secretary in Secretarial Audit reports.

Sr. No	Qualification/Adverse Remarks	Comments of Board
1	Company has filed Form CHG-1 for Modification of charge of ICICI Bank after due date.	The filing of Form CHG-1 was completed by a professional engaged by the bank, and the delay in filing was solely attributable to the bank
2	Company has filed Form AOC-4 for Financial Year 2023-24 after due date.	Form was filed after due date due to Challenges in MCA portal submission and form validation.

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

Pursuant to provisions of Section 178 (1) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has framed a policy for selection, nomination, appointment and remuneration of Directors suitably containing the criteria determining qualifications, positive attributes and independence of a Director.

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

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of the Company comprises of Six (6) Directors. As on the date of this report, the Board of the company constitutes of the following directors:

Sr. No.	Name of Directors/KMP	Designation	DIN	Date of Appointment/ Change in Designation
1.	Mr. Vimal Sureshbhai Mishra	Managing Director	06820041	Appointed as a Director on 06.01.2022 and change in Designation from Director to Managing Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
2.	Mrs. Priyanka Vimal Mishra	Executive Director	09459276	Appointed as a Director on 06.01.2022
3.	Mrs. Riddhi Bharatkumar Vasita	Non-Executive Director	06876566	Appointed as Additional Director in Board Meeting held on 23.12.2022 and appointed as regular Director w.e.f. 29.09.2023 in Annual General Meeting held on 29.09.2023

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4.	Mr. Prakash Mishra	Non-Executive Director	10749967	Appointed as a Director in Annual General Meeting held on 06.09.2024
4.	Mr. Nevil Prameshkumar Soni	Non-Executive Independent Director	08206415	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
5.	Mr. Divya Shaileshbhai Shah	Non-Executive Independent Director	09842159	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
6.	Mr. Vimal Sureshbhai Mishra	CFO	06820041	Appointed as CFO w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023
7.	Mrs. Bhargavi Jay Pandya	Company Secretary		Appointed as Company Secretary w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023

i. Retire by Rotation- Mrs. Riddhi Bharatkumar Vasita

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting Mrs. Riddhi Bharatkumar Vasita (DIN: 06876566), Director of the Company is liable to retire by rotation and being eligible to offer herself for re-appointment.

20. CHANGE IN BOARD COMPOSITION:

Mr. Prakash Mishra (DIN: 10749967) is appointed as Non-Executive Director of the Company in Annual General Meeting held on 6th September, 2024.

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

The Board meets at regular interval with gap between not exceeding 120 days. Additional meetings are held as and when necessary. During the year 2024-25, the Board of Directors met Ten times scheduled as under:

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Sr. No.	Date of Board Meeting
1	25.04.2024
2.	23.05.2024
3.	14.06.2024
4.	10.07.2024
5.	10.08.2024
6.	29.08.2024
7.	23.09.2024
8.	28.10.2024
9.	27.11.2024
10.	15.03.2025

Attendance of Directors during the Board Meeting

Sr.No.	Name of Directors	No. of Meeting	
		No of Meeting entitled to attend	Attended
1	Vimal Sureshbhai Mishra	10	10
2	Priyanka Vimal Mishra	10	10
3.	Riddhi Bharatkumar Vasita	10	10
4.	Nevil Prameshkumar Soni	10	9
5.	Divya Shaileshbhai Shah	10	10

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

22. COMMITTEE OF BOARD:

A. AUDIT COMMITTEE:

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

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

Meeting of Audit Committee

During the year 2024-25, the Audit committee Members met four times scheduled

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as under:

Sr. No.	Date of Audit committee Meeting
1	22.05.2024
2	09.08.2024
3	26.10.2024
4	15.02.2025

B. NOMINATION AND REMUNERATION COMMITTEE:

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

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

Meeting of Nomination and Remuneration Committee

During the year 2024-25, the Nomination and Remuneration committee Members met one time scheduled as under:

Sr. No.	Date of Nomination and Remuneration Committee Meeting
1	09.08.2024

C. STAKEHOLDER RELATIONSHIP COMMITTEE:

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

Name of the Member	Nature of Directorship	Designation in Committee
Riddhi Bharatkumar Vasita	Non-executive Director	Chairman

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Divya Shaileshbhai Shah	Independent Director	Member
Nevil Prameshkumar Soni	Independent Director	Member

Meeting of Stakeholder Relationship Committee

During the year 2024-25, the Nomination and Remuneration committee Members met One time scheduled as under:

Sr. No.	Date of Stakeholder Relationship Committee Meeting
1	15.02.2025

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

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

24. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

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

25. DECLARATION OF INDEPENDENT DIRECTORS

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

26. DECLARATION IN RESPECT OF COMPLIANCE WITH THE CODE OF CONDUCT

The Company has received declaration from Chief Financial officer stating that the members of board of directors and senior management personnel have affirmed

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compliance with the code of conduct of board of directors and senior management. The said Declaration is attached as Annexure III to this report.

27. WEBLINK OF ANNUAL RETURN

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return as on March 31, 2025 is available on website of the Company and can be viewed at www.prospectconsumer.com.

28. DIRECTORS RESPONSIBILITY STATEMENT:

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

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The Directors had device and implemented adequate systems and procedures for adequate internal financial controls over financial reporting and the Board believed that the same were operative effectively for the financial year under review.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29. STATUTORY AUDITORS

M/s. C.R Shredalal & Co., Chartered Accountants (Firm Registration No.:109943W) is appointed as the Statutory Auditor of the Company in Annual General Meeting held on 29th September, 2023. They will hold position as Statutory Auditor of the company till Annual General Meeting to be held in the year 2028.

30. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Kadambari Dave, proprietor of M/s. Kadambari Dave & Associates, Company Secretary in practice (COP No. 5854) to undertake the Secretarial Audit of

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the Company for the year under review. The Board has duly reviewed the Secretarial Auditor's Report and the comments, appearing in the report are self-explanatory and do not call for any further explanation by the Board of Directors as provided under section 134 of the Act.

The Secretarial Audit Report is annexed herewith as "Annexure-IV".

31. INTERNAL AUDITORS

In terms of Section 138 of the Companies Act, 2013 and Rules made there under, M/s. Sweta Patel & Associates, Chartered Accountants, Ahmedabad(FRN: 139165W) have been appointed as an Internal Auditors of the Company. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of works includes, Review of the accuracy and reliability of the Corporation accounting records and financial reports, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths, opportunities for cost saving and recommending company for improving cost efficiencies.

32. REPORT ON CORPORATE GOVERNANCE

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

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

33. MANAGEMENT AND DISCUSSION ANALYSIS REPORT:

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

34. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

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

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

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

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

Following are the members of the committee:

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

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Internal Complaints Committee of the Company has not received any complaint of Sexual Harassment during the year under review and no complaint was pending as of 31st March, 2025.

No. of Complaints received: NIL

No. of Complaints disposed of: NIL

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

36. BUSINESS RESPONSIBILITY REPORT:

As stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives

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

37. POLICY ON CODE OF CONDUCT AND ETHICS:

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

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

38. DISCLOSURE WITH RESPECT TO MAINTENANCE OF COST RECORDS:

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

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

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

40. LISTING FEES:

The Company affirms that the annual listing fees for the year 2024-25 to the BSE Limited (BSE SME) has been duly paid.

41. REPORTING OF FRAUDS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in boards report.

42. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR

COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:

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

43. COMPLIANCE OF SECRETARIAL STANDARDS:

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

44. PREVENTION OF INSIDER TRADING

The Board has Insider Trading Policy for regulating, monitoring and reporting of Trading of Shares by Insiders. The Code lays down guidelines, procedures to be followed and disclosures to be made while dealing with shares of the Company. The copy of the same is available on the website of the Company at <https://prospectconsumer.com/docs/policies/code of%20 internal procedure conduct for prevention of insider trading.pdf>

45. MATERNITY BENEFIT:

As Employees of the Company are less than 10, all provisions of the Maternity Benefit Act, 1961 not applicable to the Company.

46. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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

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

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

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(Rs. In Lakhs)

	Loans from Directors and their Relatives
Amount Outstanding at the beginning of the financial year	2.34
Change during the financial year	
* Addition	-
* Reduction	2.34
Net Change	(2.34)
Total amount at the end of the financial year	0

48. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2024-25.

49. DIFFERENCE IN VALUATION:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

50. SHARE CAPITAL

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

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

b. Issue of Sweat Equity Shares

The Company has not issued any sweat equity share during the financial year

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in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

c. Issue of Equity Shares With Differential Rights

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

d. Issue of Employee Stock Options

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

51. ACKNOWLEDGEMENTS

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

For and on Behalf of Board of Directors

Date: 28/08/2025
Place: Ahmedabad

Vimal Sureshbhai Mishra
Managing Director
(DIN: [06820041](#))

Priyanka Vimal Mishra
Director
(DIN: [09459276](#))

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ANNEXURE I

FORM NO. AOC-2

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

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

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

NIL

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

(Rs. In Lakh)						
Sl. No.	Name of the related party and nature of relationship (a)	Nature of contracts / arrangements / transactions (b)	Duration of contracts / arrangements / transactions (c)	Justification for entering into such contracts / arrangements / transactions (e)	Date(s) of approval by the Board (f)	Amount paid /Received
-	-	-	-	-	-	-

For and on Behalf of Board of Directors

Date: 28/08/2025
Place: Ahmedabad

Vimal Sureshbhai Mishra
Managing Director
(DIN: [06820041](#))

Priyanka Vimal Mishra
Director
(DIN: [09459276](#))

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ANNEXURE II

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

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2024-25 is as follows:

Name of Director	Designation	Total Remuneration F.Y 2024-25	Ratio of remuneration of each director to median remuneration of employees
Vimal Sureshbhai Mishra	Managing Director and CFO	19,50,000	6.82
Priyanka Vimal Mishra	Executive Director	19,50,000	6.82
Riddhi Bharatkumar Vasita	Non-Executive Director	-	-
Prakash Mishra	Non-Executive Director	-	-
Nevil Prameshkumar Soni	Non-Executive Independent Director	-	-
Divya Shaileshbhai Shah	Non-Executive Independent Director	-	-

Notes:

1. Independent Directors receiving only sitting fees for attending the board meeting. The sitting fees paid to Independent Directors is not covered in the above table.
 2. Median remuneration of the Company for all its employees is Rs. 2,86,000/- per annum for the financial year 2024-25.
 3. The aforesaid details are calculated on the basis of remuneration for the financial year 2024-25.
- B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2024-25 is as follows:

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Name	Designation	Remuneration (in Rs.)		Increase (%)	Decrease (%)
		2024-25	2023-24		
Vimal Sureshbhai Mishra	Managing Director and CFO	19,50,000	13,00,000	50	NA
Priyanka Vimal Mishra	Executive Director	19,50,000	13,00,000	50	NA
Riddhi Bharatkumar Vasita	Non-Executive & Non-Independent Director	-	-	-	-
Nevil Prameshkumar Soni	Non-Executive & Independent Director	-	-	-	-
Divya Shaileshbhai Shah	Non-Executive & Independent Director	-	-	-	-
Bhargavi Jay Pandya	Company Secretary	5,20,000	3,25,000	60	NA

C. Percentage increase in the median remuneration of all employees in the Financial Year 2024-25: NIL

D. Number of permanent employees on the rolls of the Company as on 31st March, 2025: 9

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

Average salary of all employees other than Managerial Personnel is increase by 6.67 % in FY2024-25 compared to FY 2023-24.

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

For and on Behalf of Board of Directors

Date: 28/08/2025
Place: Ahmedabad

Vimal Sureshbhai Mishra
Managing Director
(DIN: [06820041](#))

Priyanka Vimal Mishra
Director
(DIN: [09459276](#))

ANNEXURE III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]***

**To,
The Members
PROSPECT CONSUMER PRODUCTS LIMITED
CIN: L01400GJ2022PLC128482
417, Sun Orbit,B/h. Rajpath Club Road,
Bodakdev, Ahmedabad - 380054,
Gujarat, India.**

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure A for the Financial Year ended on 31st March, 2025 according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made thereunder;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d. Foreign Exchange Management Act, 1999 and the rules and regulations

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made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period)
- v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)
 - vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the period)
 - viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Company during the period)
 - ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;
 - x. The Food Safety and Standards Act, 2006 ("FSS Act")

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

- i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS- 2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the BSE Ltd read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

mentioned in Notes.

Note: We report that below non-compliance was observed during the financial year 2024-25

- 1. Company has filed Form CHG-1 for Modification of charge of ICICI Bank after due date.*
- 2. Company has filed Form AOC-4 for Financial Year 2023-24 after due date.*

I further report that

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

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

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

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

I further report that during the Audit Period, the Company has

- Allotted 8,70,000 Equity Shares of face value of ₹ 10/- each ("Equity Shares") at a price of ₹ 64/- (Rupees Sixty-Four only) each including premium of ₹ 54/- (Rupees Fifty Four only) each on preferential basis and 11,75,000 Warrants each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 64/- (Rupees Sixty Four only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 54/- (Rupees Fifty Four only) each on preferential basis in Board Meeting held on 25th April, 2024.
- Allotted 3,63,000 Equity shares of the face value of Rs. 10/- each pursuant to conversion of 3,63,000 warrants into equity shares upon receipt of Warrant exercise price in Board Meeting held on 29th August, 2025.
- changed its name from PROSPECT COMMODITIES LIMITED to PROSPECT CONSUMER PRODUCTS LIMITED w.e.f. 18.10.2024 upon receipt of Certificate of Incorporation from ROC pursuant to change of name .

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

Date: 25/08/2025
Place: Ahmedabad

For, Kadambari Dave & Associates
Company Secretaries

Kadambari Dave
Proprietor
M. No.: F7545C
P No.: 5854
Peer Review No.: 1646/2022
UDIN: F007545G001075183

ANNEXURE - A

To,
The Members
PROSPECT CONSUMER PRODUCTS LIMITED
417, Sun Orbit, B/h. Rajpath Club Road,
Bodakdev, Ahmedabad - 380054,
Gujarat, India.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
4. Considering the effectiveness of information technology tools in the audit processes, we have conducted only online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
7. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

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

Date: 25/08/2025
Place: Ahmedabad

For, Kadambari Dave & Associates
Company Secretaries

Kadambari Dave
Proprietor
M. No.: F7545
C P No.: 5854
Peer Review No.: 1646/2022
UDIN: F007545G001075183

ANNEXURE IV

DECLARATION IN RESPECT OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby declared that all Board Members, Key Managerial Personnel and Senior Management Personnel of the company have affirmed Compliance with the Code of Conduct of the Company, for the financial year ended March 31, 2025.

FOR, PROSPECT CONSUMER PRODUCTS LIMITED

Sd/-

Vimal Sureshbhai Mishra
Managing Director and CFO
(DIN: 06820041)

Date: 28/08/2025

Place: Ahmedabad

Management Discussion and Analysis Report

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

1. ECONOMIC OVERVIEW

India's Economic Performance in FY 2024-25

India's GDP growth of approximately 6.5-7.2% in FY 2024-25 positioned it as one of the world's fastest-growing major economies, demonstrating remarkable resilience amid global economic headwinds. While advanced economies grappled with persistent inflation, supply chain disruptions, and geopolitical tensions that moderated their growth, India's robust domestic demand, strategic government-led capital expenditure, and focus on manufacturing self-reliance provided strong economic momentum. Prudent government efforts, changing consumer patterns, and strong capital markets drove India's growth story through deep, structural transformation rather than just numerical expansion.

The FMCG sector emerged as a key beneficiary of this economic dynamism, powered by rising rural incomes from improved agricultural productivity and welfare schemes, accelerating urbanization that expanded consumer markets, and enhanced retail infrastructure including e-commerce penetration. This created a virtuous cycle where increased domestic consumption supported manufacturing growth, which in turn generated employment and further boosted consumer spending. India's achievement of becoming a \$4 trillion economy in 2025 underscores the scale and significance of this growth trajectory.

Looking ahead, India's economic model of balancing self-reliance with global integration appears well-positioned to sustain growth momentum. With GDP expected to grow between 6.3 and 6.8 percent in FY26, the economy's fundamental strengths - strong domestic markets, infrastructure investment, and manufacturing capabilities - suggest continued outperformance relative to global peers facing more challenging economic conditions.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Dry Fruits & Cashew Industry

The global dry fruits and nuts market is a fast-expanding segment of the broader packaged foods industry. According to IMARC Group, the global dry fruit market was valued at approximately USD 9.8 billion in 2023 and is projected to grow at a CAGR of 4.5% between 2024–2030, driven by rising health consciousness, premium snacking trends, and demand for plant-based protein sources. Within this space, cashews form a high-value niche due to their premium positioning, taste profile, and versatility in food processing.

The global cashew market alone was valued at USD 6.2 billion in 2023 and is forecasted to reach USD 8.9 billion by 2030, growing at a CAGR of 5.2%. Major consumption markets include the US, Europe, China, and the Middle East, with India and Vietnam being the largest processors and exporters globally. Increasing applications in confectionery, bakery, plant-based dairy alternatives, and ready-to-eat snacks are further boosting demand.

Indian Dry Fruits & Cashew Industry

India is the largest consumer and second-largest producer of cashews in the world, accounting for over 20% of global production. The Indian cashew processing industry handles around 1.8 million tons annually, with major production states being Kerala, Karnataka, Goa, Maharashtra, Andhra Pradesh, and Odisha. The domestic market for dry fruits in India was valued at ₹30,000 crore in 2023, and is expected to grow at a CAGR of 10–12% over the next five years, aided by rising disposable incomes, urbanization, and health-focused consumption patterns.

Cashews dominate the premium segment of the Indian dry fruit category, with retail prices ranging between ₹800–₹1,200 per kg depending on grade and quality. The Indian cashew kernel market is projected to grow at a CAGR of 8% between 2024–2030, supported by both rising domestic demand and export opportunities.

Export Potential and Policy Support

India exports cashew kernels worth approximately USD 400–500 million annually, with major markets being the UAE, USA, Netherlands, Japan, and Saudi Arabia. Export growth is supported by APEDA (Agricultural and Processed Food Products Export Development Authority) through branding, quality certification, and market access initiatives.

Government policies are enabling further expansion:

Production Linked Incentive (PLI) Scheme for Food Processing – Offers financial incentives for value-added processing and branding of cashews and other dry fruits.

PM Formalisation of Micro Food Processing Enterprises (PM-FME) Scheme – Provides grants and credit-linked support for modernisation, technology upgrades, and capacity expansion.

APEDA Export Promotion Programs – Focused on promoting "Brand India" cashews in overseas markets.

Reduction in Import Duties for raw cashew nuts to support domestic processors.

Emerging Trends in Dry Fruit FMCG

Premiumization: Growth of flavored, roasted, and gourmet cashew variants, with exotic seasonings like peri-peri, masala, and chocolate-coated offerings.

Health & Wellness Positioning: Cashews marketed as rich in plant protein, healthy fats, and micronutrients.

E-commerce & D2C Growth: Online dry fruit sales are growing at 20%+ CAGR, creating opportunities for branded players to reach pan-India audiences.

Portfolio Diversification: Players expanding from cashews into almonds, pistachios, walnuts, and blended dry fruit packs to capture a larger share of consumer spend.

3. BUSINESS OVERVIEW

Company Profile

Prospect Consumer Limited is a leading player in the cashew processing and premium dry fruits industry in India. The Company specializes in sourcing, processing, and distribution

of high-quality cashew kernels and other premium dry fruits across domestic and international markets. With a focus on quality, innovation, and customer satisfaction, the Company has established itself as a trusted brand in the organized dry fruits segment.

Business Model

The Company operates an integrated business model that encompasses:

Sourcing & Processing: Direct sourcing of raw cashews through strategic partnerships, including the joint venture with Africa Negoce for West African cashew procurement, ensuring quality control and cost optimization.

Product Portfolio: Premium cashew kernels, almonds, pistachios, and innovative flavored variants catering to evolving consumer preferences in the healthy snacking segment.

Distribution Network: Multi-channel distribution strategy covering traditional trade through a robust distributor network, modern retail partnerships with leading supermarket chains, and growing presence in e-commerce platforms including Amazon, Jio Mart, and ONDC.

Operational Performance

1. Manufacturing & Capacity

- Successfully ramped up from a legacy ~500 MTPA cashew-processing setup to a modern, automated facility exceeding 2,500 MTPA by end of FY 2024-25.
- Infrastructure is scalable: plans are underway to expand to around 4,800 MTPA in the next 12- 18 months, with potential further growth to 6,000+ MTPA as demand strengthens.
- Automation investments have significantly improved throughput, consistency, and operational efficiency.

2. Sourcing & Supply Chain

- Direct procurement from Africa, including a strategic JV/partnership structure, streamlined the supply chain. This approach helped control costs and secure steady raw-material inflows with weekly shipments.
- These efforts strengthened working-capital efficiency and reduced dependency on intermediaries.

3. Product Portfolio & Packaging

- Expanded the product range to over 35 SKUs, covering multiple kernel grades and value-added by-products.
- Entered the premium segment with six flavoured variants, both in kernel and value-added forms.

- Launched high-quality packaging — including nitrogen-flushed tins (100 g, 250 g, 400 g) and convenient 35 g on-the-go pouches — optimized for freshness, taste, and consumer convenience.

4. Market Access & Sales Channels

- Continued strong presence in traditional B2B channels, while B2C/D2C business gained traction via Amazon, Jio Mart, and ONDC. Additional rollouts are planned on Flipkart, Big Basket, and quick-commerce platforms.
- Retail SKUs are designed for the premium consumer segment, helping differentiate the brand and attract higher engagement.
- Early-stage exports (primarily to the U.S.) are emerging and expected to grow as capacity and brand awareness improve.

7. Outlook

- The company is targeting robust growth driven by capacity expansion to ~4,800 MTPA, enhanced sourcing efficiencies, and broader retail reach.
- A focus on product innovation, premium packaging, and multi-channel distribution is expected to enhance market penetration and brand equity.

4. FINANCIAL PERFORMANCE

- For the financial year ended March 31, 2025, the Company recorded revenues of ₹30.99 crore, reflecting a 27.7% increase over FY24. Total expenditure stood at ₹26.86 crore, resulting in an EBITDA of ₹4.25 crore, up 40.7% from ₹3.02 crore in FY24. Profit Before Tax rose to ₹2.79 crore, while Profit After Tax stood at ₹2.14 crore, representing 23.7% growth compared to ₹1.73 crore in FY24. The Company reported an EPS of ₹4.03 for the year.
- On the balance sheet front, net worth nearly doubled to ₹23.95 crore, compared to ₹12.61 crore in FY24, supported by strong reserves growth. Total assets expanded to ₹31.48 crore, a 78% increase over FY24, with healthy contributions from inventories, trade receivables, and cash balances, underscoring improved scale and financial strength.

Key Competitive Advantages

Supply Chain Integration: The joint venture with Africa Negoce has delivered up to 20% savings in procurement costs while ensuring reliable supply chain operations and quality consistency.

Quality Focus: Stringent quality control measures and certifications position the Company as a premium player in the organized cashew processing industry.

Innovation Pipeline: Continuous product development with six new flavored cashew variants launched in FY25, addressing the premiumization trend in dry fruits

consumption.

Market Access: Strong relationships with distributors, modern trade partners, and e-commerce platforms providing pan-India reach and market penetration capabilities.

5. OPPORTUNITIES AND OUTLOOK

Market Opportunity

The Total Addressable Market (TAM) for Prospect Consumer spans the ₹30,000 crore domestic dry fruits market, the USD 6.2 billion global cashew segment, and a share of the larger USD 9.8 billion global dry fruits industry. The shift toward branded, value-added, and flavored dry fruits offers significant room for scale in both domestic and export markets.

India's packaged dry fruits market is expected to grow at a CAGR of over 12% in the next five years, driven by rising disposable incomes, urbanization, and increasing preference for healthy snacking. As one of the most organized and quality-focused players in the cashew processing and distribution industry, Prospect Consumer is well-positioned to capitalize on this opportunity.

Strategic Focus Areas

With the FMCG sector expected to grow at a CAGR of 8–10% over the next five years, Prospect Consumer is well-positioned to leverage its strong distribution network, brand portfolio, and innovation pipeline. Our focus areas include:

Product Portfolio Expansion: Expanding product range in health, wellness, and convenience foods beyond core cashew offerings

Market Penetration: Increasing rural penetration through micro-distribution and affordable SKUs

Channel Development: Scaling presence in modern retail and e-commerce channels while strengthening traditional trade

Technology Integration: Leveraging data analytics for consumer insights and targeted marketing

Supply Chain Optimization: Further enhancing procurement efficiency and quality control through strategic partnerships

Long-term Vision

Our long-term vision is to become a leading FMCG player with a presence across all major consumption categories in the premium dry fruits and healthy snacking segment, driving value for both consumers and shareholders through consistent innovation, quality excellence, and market expansion.

6. THE DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

During the financial year, the details of significant change in the key financial ratios i.e. change of more than 25% as compared to the previous year along with the detailed explanation is summarized below on standalone basis:

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Particulars	2024-25(%)	2023-24(%)	Change in Ratio (%)	Explanation if deviation is more than 25%
Current Ratio	3.77	4.12	-8.55%	NA
Debt-Equity Ratio	0.22	0.22	-1.03%	NA
Debt Service Coverage Ratio	3.04	6.62	-54.13%	Companies debt services increase but simultaneously profit not increase in same line so the ratio has decrease
Return on Equity Ratio	9%	14%	-34.55%	Company has issued new share capital through preferential allotment so the ratio has decreased
Inventory turnover ratio	4.17	6.66	-37.37%	Company operation and efficiency has been increased because of which sales has been increased and accodinly investory ratio has decreased
Trade Receivables turnover ratio	4.34	4.23	2.57%	NA
Trade payables turnover ratio	17.37	18.22	-4.67%	NA
Net capital turnover ratio	1.56	1.97	-21.03%	NA
Net profit ratio	7%	7%	-1.00%	NA
Return on Capital employed	13%	21%	-34.28%	Company operation and efficiency has been increased because of which sales and profit has been increased.
Return on investment	0.89%	0.98%	-8.64%	NA

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company gives utmost importance to the capacity-building and well-being of its employees. The Industrial Relations in the Company continued to be on a cordial note. There are regular interactions between the management and Employees. The Company has an atmosphere of trust and cooperation, which results in a motivated work force and consistent growth in the performance. The total employee strength as on March 31, 2024 is Nine.

8. CAUTIONARY STATEMENT

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

PROSPECT CONSUMER PRODUCTS LIMITED
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INDEPENDENT AUDITOR'S REPORT

To the Members of Prospect Consumer Products Limited (Formerly known as Prospect Commodities Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Prospect Consumer Products Limited (Formerly known as Prospect Commodities Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March 2025, the statement of Profit and Loss, the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in 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 31st March 2025, its profits and its cash flows for the year ended on that date.

Basis for Opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Expenditure Incurred on Leasehold Premises	
During the year, the Company incurred capital expenditure of ₹37.73 lakhs towards improvements and modifications to the leased factory premises to make it suitable for operational use. Such expenditure has been capitalized as leasehold improvements under property, plant and equipment. The accounting for these expenditures involved auditor attention due to:	Our audit procedures, among others, included: • Obtaining an understanding of the nature of improvements made to the leased premises. • Evaluating management's assessment regarding capitalization of the expenditure and its compliance with applicable accounting standards. • Verifying, on a test check basis, supporting documents such as invoices, and payment

• Assessment of whether the costs incurred meet the capitalization criteria under the applicable accounting standards. • Determination of the appropriate useful life of the leasehold improvements, considering the lease term and the expected period of economic benefits.	proofs. • Assessing whether the costs capitalized meet the recognition criteria under AS 10 Property, Plant and Equipment. • Reviewing the estimate of useful leasehold improvements with reference to the lease agreement and expected usage period.
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Information Other than the Standalone Financial Statements and Auditor's Report Thereon

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

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

PROSPECT CONSUMER PRODUCTS LIMITED

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

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- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules.
- e. On the basis of written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of section 164(2) of the Act.
- f. With respect to the adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations to report on its financial position in its financial statements as reported by management.
 - ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year hence provisions of section 123 of the Companies Act, 2013 are not applicable.
- vi. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration has been complied with.
- vii. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has

PROSPECT CONSUMER PRODUCTS LIMITED
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operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

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PLACE: Ahmedabad
DATE: 23-05-2025

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

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 25033189BMLIDS5580

Annexure 'A' to Independent Auditors' Report

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

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment and intangible assets.
- (b) As explained to us, physical verification of property, plant and equipment was conducted by the management during the year. In our opinion, frequency of physical verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of relevant documents, the title deeds of immovable property are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year and there are no discrepancies of 10% or more. In our opinion the frequency of such verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (b) During any point of time in the year, the company has not been sanctioned a working capital limit in excess of 5 crore rupees from banks or financial institutions.
- (iii) (a) In terms of Information and explanation sought by us and given by the company and books of accounts and records examined by us in the normal course of the audit and to the best of our knowledge and belief, during the financial year, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or any other parties. Accordingly, para 3(iii)(a) of the Order is not applicable to the company.
- (b) In our opinion and according to the information and explanation given to us, during the course of the audit, the company has not made any investments, guarantees provided, or security given to any other entity in relation to loans and advances. Accordingly, para 3(iii)(b) of the Order is not applicable to the company.
- (c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.
- (d) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.
- (e) There were no loans or advances in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the company.

PROSPECT CONSUMER PRODUCTS LIMITED
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- (v) The Company has not accepted any deposits or any amount which are deemed to be deposits from the public to which the directives issued by the Reserve bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 apply. Accordingly, para 3(v) of the Order is not applicable to the company.
- (vi) According to the information and explanation given to us the maintenance of cost records has not been prescribed under sub-section (1) of Section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations are given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Value Added Tax, Wealth Tax, Custom duty, Excise duty, Service Tax, Cess, Goods and Service Tax and any other statutory dues whichever is applicable during the year with the appropriate authorities and no undisputed dues payable in respect of outstanding statutory dues were in arrears as at 31st March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no amounts in respect of sales tax/ income tax/customs duty/excise duty/ service tax/ Goods and Service Tax that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, there are no unrecorded transactions in the books of accounts that have been surrendered or disclosed as income during the year in tax assessment under the Income Tax Act, 1961.
- (ix) (a) As informed to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender, hence clause 3(ix)(a) is not applicable to the company.
- (b) As informed to us, the company has not declared a willful defaulter by any bank or financial institution or other lender, hence clause 3(ix)(b) is not applicable to the company.
- (c) According to the information and explanation given to us, the company has applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us, the company has not utilized funds raised on a short-term basis for long-term purposes, hence clause 3(ix)(d) is not applicable to the company.
- (e) According to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence clause 3(ix)(e) is not applicable to the company.
- (f) According to the information and explanations given to us, the company has not raised any loan during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies, hence clause 3(ix)(f) is not applicable to the company.
- (x) (a) During the year, the Company has not raised money by way of initial public offer or further public offer (including debt instruments); hence the clause 3(x) (a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the amounts raised have been utilized by the Company for the purposes for which these funds were raised.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us we have neither come across any instance of fraud by the Company or on the Company by its officer or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) We have not issued any report under section 143(12) of the Companies Act, hence the provisions of Clause 3(xi)(b) of the Order are not applicable to the Company.

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- (c) As informed us, the company has not received any whistle-blower complaints during the year, hence the provisions of Clause 3(xi)(c) of the Order are not applicable to the Company.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; hence the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with its size and nature of the business activities.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.
- (xvii) In our opinion and based on our examination, the Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of statutory auditor during the year, accordingly clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 that Company is not capable 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 for corporate social responsibility are not applicable. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the order is not applicable to the company.
- (xxi) As informed to us, company is not required to prepare consolidated financial statements during the year, hence provisions of clause 3(xxi) of the order is not applicable to the company.

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

PLACE: Ahmedabad
DATE : 23-05-2025

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 25033189BMLIDS5580

Annexure 'B' to Independent Auditors' Report

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

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

We have audited the internal financial controls over the financial reporting of **Prospect Consumer Products Limited (Formerly Known as Prospect Commodities Limited)** ("the Company") as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, 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.

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PLACE: Ahmedabad
DATE: 23-05-2025

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

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 25033189BMLIDS5580

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)

CIN: L01400GJ2022PLC128482

Balance sheet as at 31st March 2025

(Currency : Indian Rupees in Lakhs)

Particulars	Note No.	As at 31-03-2025	As at 31-03-2024
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	532.35	409.05
Reserves and Surplus	3	1732.47	852.29
Money Received Against Share Warrants	3(a)	129.92	0.00
		2394.74	1261.34
Non-Current Liabilities :			
Long term borrowings	4	33.22	109.86
		33.22	109.86
Current Liabilities :			
Short Term Provisions	5	59.96	49.57
Short Term Borrowings	6	488.18	172.48
Trade Payable:	7		
(A) total outstanding dues of micro enterprises and small enterprises; and		0.00	1.09
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		155.51	170.33
Other Current liabilities	8	16.13	0.99
		719.78	394.46
TOTAL		3147.73	1765.66
ASSETS			
Non - Current Assets			
Property, Plant and Equipment and Intangible assets:	9		
Property, Plant and Equipment		342.99	57.60
Intangible Assets		31.93	47.92
Deffered tax assets	10	27.34	15.29
Non Current Investment	11	0.52	0.52
Long term loans and advances	14	33.16	18.79
		435.94	140.13
Current Assets			
Inventories	12	932.56	553.52
Trade Receivable	13	871.67	556.88
Short term loan and advances	14	641.56	403.64
Cash and Cash Equivalents	15	166.79	69.85
Other Current Assets	16	99.22	41.65
		2711.80	1625.53
TOTAL		3147.73	1765.66

Significant Accounting policies

The accompanying notes are integral part of financial statements

As per our report of even date

For, C. R. Sharedalal & Co.

Chartered Accountants

Firm Registration No. : 109943W

Jayesh C. Sharedalal

Partner

Membership No. 033189

Place : Ahmedabad

Date : 23-05-2025

For and on behalf of the Board of Directors

Prospect Consumer Products Limited

Vimal Sureshbhai Mishra

Managing Director

DIN 06820041

Place : Ahmedabad

Date : 23-05-2025

Priyanka Vimal Mishra

Director

DIN 09459276

Place : Ahmedabad

Date : 23-05-2025

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482
Statement of Profit and Loss Account for the year ended 31st March 2025

Particulars	Note No.	Year Ended 31-03-2025	Year Ended 31-03-2024
INCOME			
Revenue from Operations	17	3099.11	2426.65
Other Income	18	12.94	42.39
TOTAL INCOME		3112.05	2469.04
EXPENSES			
Cost of Material Consumed	19	1417.68	560.93
Purchases of Stock-in-Trade	19(a)	1053.37	1266.10
Changes in Inventory	20	4.00	67.08
Employees Benefits Expenses	21	78.46	69.91
Depreciation and Amortization Expenses	9	97.97	39.13
Finance Costs	22	48.27	36.74
Other Expenses	23	133.39	203.49
TOTAL EXPENSES		2833.15	2243.39
Profit (Loss) before tax		278.90	225.66
Tax Expenses :			
a) Current Income tax		76.59	60.74
b) Deferred Tax Expense / (Income)	10	-12.05	-7.60
Profit / (Loss) for the Period		214.36	172.51
Earning per equity share : Basic			
Diluted	25	4.19	4.22
	25	4.03	4.22

The accompanying notes are integral part of financial statements

As per our report of even date

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

For and on behalf of the Board of Directors
Prospect Consumer Products Limited

Jayesh C. Sharedalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 23-05-2025

Place : Ahmedabad
Date : 23-05-2025

Place : Ahmedabad
Date : 23-05-2025

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482
Cash Flow Statement for the Year Ended 31st March 2025

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

Particulars	Year Ended 31-03-2025	Year Ended 31-03-2025	Year Ended 31-03-2024	Year Ended 31-03-2024
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit/(loss) before tax		278.90		225.66
Adjustments for				
Depreciation & Amortization expense	97.97		39.13	
Dividend received	0.00		-0.01	
(Profit)/Loss on sale of fixed assets	-0.10		0.00	
Finance Costs	48.27		36.74	
		146.14		75.86
Operating profit/(loss) before working capital changes		425.03		301.51
(Increase)/Decrease in Trade Receivables	-314.80		54.82	
(Increase)/Decrease in Inventories	-379.04		-378.72	
(Increase)/Decrease in Other Current Assets	-57.57		-16.36	
Increase/(Decrease) in Trade Payables	-15.91		98.90	
(Increase)/Decrease in Loans & Advances	-237.92		-140.25	
Increase/(Decrease) in Borrowings	315.70		158.83	
Increase/(Decrease) in Other liabilities	-40.64		-99.34	
		-730.18		-322.12
Cash Generated from operations		-305.15		-20.60
less : Taxes paid		-10.42		0.00
NET CASH FROM OPERATING ACTIVITIES		-315.57		-20.60
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from Sale of Fixed assets	0.25		0.00	
Subsidy received on Machinery	0.00		5.43	
Increase in Investment	0.00		-0.52	
Purchase of Fixed Assets-	-367.51		-36.52	
		-367.26		-31.61
NET CASH FROM INVESTING ACTIVITIES		-367.26		-31.61
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase/(Decrease) in Borrowings	-76.64		-1.23	
(Increase)/Decrease in Loans & Advances	-14.36		-10.96	
Proceeds from issue of share capital	556.80		0.00	
Proceeds from issue of share warrants	362.24			
Dividend Received	0.00		0.01	
Finance Costs	-48.27		-36.74	
		779.77		-48.92
NET CASH FROM FINANCING ACTIVITIES		779.77		-48.92
NET CASH FLOWS		96.93		-101.14
Cash & Cash Equivalents at the beginning of the period	69.85		170.99	
Total Cash & Cash Equivalents		69.85		170.99
Cash & Cash Equivalents at the end of the period		166.79		69.85

As per our report of even date

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

For and on behalf of the Board of Directors
Prospect Consumer Products Limited

Jayesh C. Sharedalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
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PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482

Notes to the financial statements for the year ended on 31st March 2025

CORPORATE INFORMATION:

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited). is a SME Listed Company incorporated under the Companies Act, 2013. The company is engaged in the trading and processing of cashew nuts and allied products.

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis Of Preparation of financial statements:

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

ii. Revenue recognition:

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

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

iii. Segment Reporting:

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

iv. Use of estimates:

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

v. Property Plant & Equipments

Property Plant & Equipment (PPE) are stated at their historical cost. Addition to PPE comprise of its purchase and expenses attributable with the same including taxes. On disposal of the Property, Plant and Equipment, the difference between the carrying amount and its sale proceeds is recognized in the Statement of Profit and Loss as "Profit/Loss on sale of PPE".

a) Depreciation:

Company provides for depreciation on the Property Plant and Equipments as per written down value method based on the estimated useful life of the assets as specified under Schedule II of the Companies Act, 2013. Depreciation for assets purchased/sold during the year is proportionately charged.

b) Intangible Assets:

An intangible asset is recognized if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and its cost can be measured reliably. Intangible assets having finite useful lives are amortized on a straight-line basis over their estimated useful lives. Intangible assets are stated at their cost of acquisition less accumulated amortization.

vi. Taxation:

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

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

liabilities if it has a legally enforceable right, and these relate to taxes on income levied by the same governing taxation laws.

vii. Cash & Cash Equivalents:

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

viii. Earnings Per Share:

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

ix. Inventories:

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

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

x. Provisions And Contingent Liabilities:

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

xi. Business Purchase:

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

xii. Borrowing Cost:

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost

that the company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

xiii. Employee Benefit Expenses:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered. Provision for long-term employee benefits such as Gratuity has been made in the books of account in accordance with AS-15.

xiv. Cash flow Statement:

The Cash flow statement is prepared by Indirect method as per AS 3.

xv. Impairment of Assets:

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

xvi. Prior period comparatives:

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

xvii. Foreign Currency Transactions:

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (ii) Monetary items denominated in foreign currencies at the period/year-end are restated at period/year-end rates.
- (iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.
- (iv) Premiums or discounts on forward contracts for hedging foreign currency transactions are amortized and recognized in the statement of profit and loss over the period of the contract.

xviii. Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received, and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off from the respective expenses necessary to match them on a systematic basis to the costs, which it is intended to compensate. Where the grants or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025
(Currency: Indian Rupees in Lakhs, unless otherwise stated)

NOTE : 2 -Share Capital :

Particulars	As at 31st March 2025	As at 31st March 2024
	Rs 'lakhs	Rs 'lakhs
Authorized Share Capital		
6500000 Equity shares of Rs. 10/- each	650.00	650.00
	650.00	650.00
Issued, Subscribed & Fully Paid Up Share Capital		
5323500 Equity shares of Rs. 10/- each	532.35	409.05
TOTAL	532.35	409.05

2.1 Terms/Rights attached to Equity Shares :

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

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

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

Particular	As at 31st March 2025		As at 31st March 2024	
	No. of shares	Rs 'lakhs	No. of shares	Rs 'lakhs
Equity Shares				
At the beginning of the period	4090500	409.05	4090500	409.05
Add : Equity shares allotted on Preferential basis	870000	87.00	0	0.00
Add : Warrants converted into shares	363000	36.30	0	0.00
Add: Share issued to Public	0	0.00	0	0.00
Less : Bought back during the period	0	0.00	0	0.00
At the end of the year	5323500	532.35	4090500	409.05

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

Particular	As at 31st March 2025		As at 31st March 2024	
	No. of shares	% holding of total shares	No. of shares	% holding of total shares
Name of Shareholders				
Vimal Sureshbhai Mishra	1280000	24.04%	1205000	29.46%
Priyanka Vimal Mishra	1265000	23.76%	1205000	29.46%
TOTAL	2545000.00	47.81%	2410000.00	58.92%

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

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

Promoters	As at 31st March 2025		As at 31st March 2024	
	No. of shares	% of total shares	No. of shares	% of total shares
Vimal Sureshbhai Mishra	1280000	24.04%	1205000	29.46%
Priyanka Vimal Mishra	1265000	23.76%	1205000	29.46%

PROSPECT CONSUMER PRODUCTS LIMITED

ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

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

NOTE : 3 : Reserves and Surplus :

Particulars	As at 31st March 2025	As at 31st March 2024
Surplus/ (deficit) in the statement of profit and loss		
Securities premium		
Opening	625.26	625.26
Add: Received during the year	665.82	0.00
Total Securities Premium	1291.08	625.26
Reserves (P&L Account)		
Opening Balance	227.03	54.52
Add: Profit/ Loss During the Year	214.36	172.57
Total Reserves	441.39	227.03
TOTAL	1732.47	852.29

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

NOTE : 3(a) : Money Received Against Share Warrants:

Particulars	As at 31st March 2025	As at 31st March 2024
Money Received Against Share Warrants	129.92	0.00
TOTAL	129.92	0.00

Issuance of Shares on preferential basis & warrants and conversion of Warrants into Shares

During the Year, the Company has undertaken the following transactions related to the issue of shares on preferential basis and conversion of warrants into shares:

Issuance of Equity Shares on Preferential Basis

The Company has issued 8,70,000 equity shares with a face value of INR 10 per share, aggregating to INR 87,00,000 resulting in a total share capital increase of INR 87,00,000 and these shares were issued at a premium of INR 54.

Issuance of Warrants

The Company has issued 11,75,000 warrants, each convertible into one equity share of INR 10 per share. The warrants are convertible within a period of 18 months from the date of issuance. These warrants are eligible for conversion into equity shares under the terms and conditions outlined in the warrant issuance agreement.

Conversion of Warrants into Equity Shares

During the reporting period, 3,63,000 warrants were converted into equity shares at a conversion price of INR 64 per share, resulting in the issuance of 3,63,000 equity shares, increasing the paid-up equity share capital of the Company by INR 36,30,000 with a premium of INR 54 per share.

Outstanding Warrants

As of the reporting date, 8,12,000 warrants remain outstanding. These warrants are eligible for conversion into equity shares under the terms and conditions outlined in the warrant issuance agreement.

Impact on Equity

As a result of the above transactions, the total equity share capital of the Company has increased to INR 5,32,35,000 and the securities premium has increased by INR 6,65,82,000.

These transactions are in compliance with applicable regulations and the terms of the relevant agreements.

NOTE : 4 : Long Term Borrowings :

Particulars	As at 31st March 2025	As at 31st March 2024
Secured Loan		
ICICI Car Loan	33.22	0.00
(Secured against car for which loan taken & Repayable within a period of 4.2 years from the reporting date & bearing 9.30% rate of interest)		
Hdfc Term loan	0.00	29.61
(Repayable within a period of 62 month from the reporting date & bearing 9.5% rate of interest and loan is secured by hypothecation of 50% of Plant and Machinery)		
Hero Fin Corp loan	0.00	64.27
(Secured against office property & it's repayable within a period of 15 year from the reporting date & bearing 11% rate of interest)		
Unsecured, Repayable on Demand		
From Related Parties :	0.00	2.34
(Unsecured & Repayable after a period of 12 months from the reporting date & bearing NIL rate of interest)		
From Others:	0.00	13.67
TOTAL	33.22	109.84

NOTE : 5 : Short Term Provisions :

Particulars	As at 31st March 2025	As at 31st March 2024
Provision for Audit fees	1.90	2.00
Provision for Gratuity	2.34	0.84
Provision for Income-Tax	55.06	46.53
Provision of legal and professional fees	0.63	0.00
Provision on Electricity Expenses	0.00	0.11
TOTAL	59.94	49.53

PROSPECT CONSUMER PRODUCTS LIMITED

ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

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

Note : 6 : Short term Borrowings :

Particulars	As at 31st March 2025	As at 31st March 2024
(i) Short-term borrowings:		
Loan repayable on demand (Bank Overdraft)	0.00	0.00
From Banks (Cash credit facility is primarily secured against inventories and debtors. It is repayable on demand and carries interest 10.10 % and the spread will be modified basis on TBILL(for 3 month) rate applicable on booking date.)	303.04	160.48
From Others	111.12	0.00
(ii) Current maturities of long-term borrowings	74.03	12.00
TOTAL	488.18	172.48

NOTE: 7: Trade payable

Particulars	As at 31st March 2025	As at 31st March 2024
Trade payable:		
(A) total outstanding dues of micro enterprises and small enterprises; and (Refer note no. 26.1)	0.00	1.09
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.]	155.51	170.33
TOTAL	155.51	171.42

Particulars	As at 31st March 2025				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME					
(ii) Others	155.51	0.00	0.00	0.00	155.51
(iii) Disputed dues — MSME					
(iv) Disputed dues — Others					

Particulars	As at 31st March 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	1.09	0.00	0.00	0.00	1.09
(ii) Others	170.33	0.00	0.00	0.00	170.33
(iii) Disputed dues — MSME					
(iv) Disputed dues — Others					

Note : 8 : Other Current liabilities

Particulars	As at 31st March 2025	As at 31st March 2024
Salary/remuneration payable	16.13	0.73
Advance received from Customer	0.00	0.24
TOTAL	16.13	0.97

NOTE : 10 : DEFERRED TAX LIABILITIES/ASSETS COMPRISE :

Particulars	As at 31st March 2025	As at 31st March 2024
Deferred Tax Assets :		
Arising on account of timing difference in :		
Depreciation	11.68	7.34
Gratuity	0.37	0.23
Deferred Tax Income for the year	12.05	7.64
Net Deferred Tax Liability/(Assets) at the beginning of the year	15.29	7.63
Net Deferred Tax Liability/(Assets) at the end of the year	27.34	15.29

PROSPECT CONSUMER PRODUCTS LIMITED

ANNUAL REPORT 2024-25

(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025
(Currency: Indian Rupees in Lakhs, unless otherwise stated)

Note :11 : Non Current Investment

Particulars	As at 31st March 2025	As at 31st March 2024						
Investment in Shares								
Tata Consumer Product limited	0.52	0.52						
<table border="1" style="display: inline-table; margin-left: 20px;"> <tr> <th>No of share</th><th>Cost (Rs.)</th><th>Market value(Rs.)</th></tr> <tr> <td>60</td><td>52,185.60</td><td>58,500.00</td></tr> </table>	No of share	Cost (Rs.)	Market value(Rs.)	60	52,185.60	58,500.00		
No of share	Cost (Rs.)	Market value(Rs.)						
60	52,185.60	58,500.00						
TOTAL	0.52	0.52						

Note: 12: Inventories:

Particulars	As at 31 March 2025	As at 31st March 2024
Finished Goods	17.99	21.99
Packing Material	30.15	17.31
Raw Material	884.41	514.27
TOTAL	932.55	553.57

Prospect Consumer Products Limited
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

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

NOTE : 13: Trade Receivables :

Particulars	As at 31 March 2025	As at 31st March 2024
(Unsecured and considered good)		
Trade Receivables	871.67	556.88
TOTAL	871.67	556.88

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2025					
	Outstanding for following periods from due date of payment					
	Less than 6 mths	6 mths-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	810.30	61.37	0.00	0.00	0.00	871.67
(ii) Undisputed Trade Receivables — considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
	Less than 6 mths	6 mths-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	508.88	48.00	0.00	0.00	0.00	556.88
(ii) Undisputed Trade Receivables — considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

NOTE : 14 : Loans and Advances :

Particulars	As at 31 March 2025	As at 31st March 2024
Long term loans and Advance		
Security Deposit	33.16	18.79
	33.16	18.79
Short term loans and advances		
(Unsecured and considered good)		
Advances recoverable in cash or in kind	636.67	398.37
Advance to Others	1.73	1.73
Advance to Employee	3.17	3.55
TOTAL	641.54	403.64

NOTE : 15 : Cash and Cash Equivalents :

Particulars	As at 31 March 2025	As at 31st March 2024
Balance with banks:		
- On Current account	81.53	19.74
- Bank Overdraft	0.07	0.07
- Other Bank Balances	1.12	0.00
Deposit with original maturity for more than 3 months but less	59.72	16.16
Cash on hand	24.39	33.93

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

TOTAL	166.74	69.83
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Note : 16: Other Current Assets:

Particular	As at 31 March 2025	As at 31st March 2024
Duties and taxes	97.66	41.53
Prepaid Expenses	1.54	0.11
TOTAL	99.20	41.64

PROSPECT CONSUMER PRODUCTS LIMITED
ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

Note :9 : Property , Plant and Equipment and Intangible Assets:

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

Item	Gross Block				Depreciation / Amortization				Net Block	
	As at 01-04-2024	Addition	Deletions/ Adjustments	As at 31-03-2025	Upto 01-04-2024	For the year	Deletions/ Adjustments	Up to 31-03-2025	As on 31-03-2025	As on 31-03-2024
Tangible Assets:										
Office Equipment	5.51	6.62	0.00	12.13	3.09	2.24	0.00	5.33	6.80	2.42
Computer	1.21	0.05	0.00	1.26	0.86	0.10	0.00	0.96	0.30	0.35
Office Building	32.01	40.10	2.37	69.74	0.65	5.19	0.00	5.83	63.91	31.37
Plant and Machinery	57.71	278.45	0.15	336.00	42.08	66.20	0.12	108.28	227.72	15.62
Motor Cars	11.70	42.31	0.00	54.01	7.28	7.10	0.00	14.38	39.63	4.42
Furniture	6.26	2.36	0.00	8.61	2.83	1.16	0.00	3.99	4.63	3.43
Subtotal	114.39	369.89	2.52	481.76	56.79	81.97	0.12	138.77	342.99	57.60
Previous year	83.68	36.14	5.43	114.39	33.80	22.99	0.00	56.79	57.60	49.88
Intangible Assets:										
Goodwill	79.51	0.00	0.00	79.51	31.80	15.90	0.00	47.70	31.80	47.70
Computer Software	0.50	0.00	0.00	0.50	0.28	0.10	0.00	0.38	0.12	0.22
Subtotal	80.01	0.00	0.00	80.01	32.08	16.00	0.00	48.08	31.93	47.92
Previous year	79.63	0.38	0.00	80.01	15.95	16.14	0.00	32.08	47.92	63.68
Grandtotal	194.40	369.89	2.52	561.76	88.88	97.97	0.12	186.85	374.92	105.52
Previous year	163.31	36.52	5.43	194.40	49.75	39.13	0.00	88.88	105.52	113.56

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Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

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

NOTE : 17: Revenue from Operations :

Particulars	As at 31st March 2025	As at 31st March 2024
Sales of Product :		
Trading Income	1305.06	1186.82
Processing Income	1794.05	1239.83
TOTAL	3099.11	2426.65

NOTE : 18 : Other Income

Particulars	As at 31st March 2025	As at 31st March 2024
Dividend Income	0.00	0.01
Interest Income	3.41	0.66
Short Term Capital Gain	0.00	0.75
Subsidy received	0.00	5.54
Discount Income	2.72	0.42
Vatav and Kasar	0.00	0.03
Profit on sale of Machinery	0.10	0.00
Freight Income	0.04	0.00
Other Income	5.64	0.00
Conversion Difference	1.02	0.00
Sundry Written Off	0.00	34.97
TOTAL	12.94	42.39

NOTE : 19 : Cost of Material Consumed :

Particulars	As at 31st March 2025	As at 31st March 2024
Cost of Material Consumed :-		
Inventory at the beginning of the year	531.53	85.73
Add: Purchases	2829.92	2222.36
Add: Purchase related expenses	24.17	50.47
	3385.62	2358.56
Less: Inventory at the end of period	914.57	531.53
Total	2471.05	1827.03

19(a)* Cost of material consumed includes Purchases of Stock-in-Trade of Rs. ('Lacs) 1053.37

NOTE: 20: Changes in inventories:

Particulars	As at 31st March 2025	As at 31st March 2024
Inventory at the beginning of the year (finished goods)	21.99	89.07
Inventory at the end of the year(Finished Goods)	17.99	21.99
Changes in inventories	4.00	67.08

NOTE : 21 : Employee Benefit Expenses :

Particulars	As at 31st March 2025	As at 31st March 2024
Salaries, wages and bonus	31.40	37.94
Employer Contribution to PF	2.09	2.76

PROSPECT CONSUMER PRODUCTS LIMITED
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Employer Contribution to ESIC	0.07	0.07
Gratuity Expense	1.48	0.86
Staff Welfare	2.91	3.53
Sitting fees	1.50	0.75
Director Remuneration	39.00	24.00
TOTAL	78.46	69.91

Prospect Consumer Products Limited
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(Currency: Indian Rupees in Lakhs, unless otherwise stated)

NOTE : 22 : Finance Costs :

Particulars	As at 31st March 2025	As at 31st March 2024
Bank Charges	7.18	3.79
Bank Interest	5.97	12.64
Interest on Business loan	21.92	11.02
Interest on late payment	0.01	4.07
Interest on Car Loan	1.42	0.60
Interest on Term Loan	11.79	4.62
TOTAL	48.27	36.74

NOTE : 23 : Other Expenses :

Particulars	As at 31st March 2025	As at 31st March 2024
Administrative & Office Expenses	26.08	14.01
Donations & Other Charges	0.00	0.25
Printing, Stationery & Courier	8.12	2.89
Production & Factory Related Expenses	26.51	18.91
Professional & Consultancy Fees	22.67	32.81
Repairs, Maintenance & AMC	7.58	11.69
Selling & Marketing Expenses	0.27	1.14
Software & Communication Expenses	0.58	0.64
Taxes, Duties & Penalties	5.15	14.29
Testing, Designing & Rating	0.45	2.61
Transportation, Freight & Travelling	32.48	86.94
Conversion difference	0.00	2.54
Share Issue Expenses	0.00	11.30
Audit fees (Note 24)	3.50	3.50
Grand Total	133.39	203.49

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Prospect Consumer Products Limited
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NOTE : 24: Auditor's Remuneration :

Particulars	As at 31st March 2025	As at 31st March 2024
As Auditors		
Audit Fees	3.50	3.50
TOTAL	3.50	3.50

NOTE : 25 : Particulars of Earning Per Share as per AS-20 issued by ICAI :

Particulars	As at 31st March 2025	As at 31st March 2024
Net Profit/(Loss) after Tax for the Year attributable to Equity Shareholders	214.36	172.51
Weighted Average Number of Equity Shares (Nos)	5117116	4090500
Earnings Per Share (in Rs.)	4.19	4.22
Diluted Earnings per share (in Rs.)	4.03	4.22

NOTE : 26 : Certain Additional Disclosures

26.1 : The details of dues to Micro enterprise and small enterprises (MSME) as defined under Micro ,Small and Medium Enterprise Development Act, 2006 ('MSMED Act') and hence disclosure pursuant to the MSMED Act are as follows.

Sr. No	Particulars	As at 31st March 2025	As at 31st March 2024
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	108.86
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	Nil	Nil
7	Further interest remaining due and payable for earlier years	Nil	Nil

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

26.3 : The amounts of previous year have been regrouped and reclassified wherever necessary.

26.4 : There are no significant events, which have taken place post 31st March 2025 up to the date of adoption of financial statement by the board of Director that requires to be adjusted.

PROSPECT CONSUMER PRODUCTS LIMITED

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

NOTE : 27: Disclosures of Related Party Transactions as per AS-18 issued by ICAI

a) Name of Related Party & Nature of Relationship :

Description of relationship	Names of related parties
KMP	Vimal SureshBhai Mishra ,Priyanka Vimal Mishra

b) Transactions with Related Parties during the period :

Particulars	KMP	Total
Loan taken	1.59	1.59
(Previous period)	11.83	11.83
Loans Repaid	3.93	3.93
(Previous period)	40.33	40.33
Director remuneration	39.00	39.00
(Previous period)	24.00	24.00
Reimbursement	1.83	1.83
(Previous period)	0.00	0.00

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

Particulars	KMP	Concern in which Directors are Control	Total
Loans and Borrowings	0.00	0.00	0.00
(Previous period)	2.34	0.00	2.34
Creditors for Remuneration	16.13	0.00	16.13
(Previous period)	8.89	0.00	8.89
Sales of Goods (Debtors)	0.00	0.00	0.00
(Previous period)	0.00	0.00	0.00

NOTE : 28 : Foreign Exchange Transactions :

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

Particulars	As at 31st March 2025	As at 31st March 2024
Purchase of raw materials and traded goods	219.37	806.52
TOTAL	219.37	806.52

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

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

28.4 : Earning on account of export

Particulars	As at 31st March 2025	As at 31st March 2024
Export sales	38.86	19.22
TOTAL	38.86	19.22

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Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

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

NOTE : 29: Employee benefits

- a) As per the Gratuity Act, every employee who has completed atleast five years of service gets a gratuity on departure @ 15 days of last drawn salary for each completed year of service.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and amounts recognized in the balance sheet for the respective plans:

Statement of profit and loss

Net employee benefit expense recognized in the employee cost:

Particulars	As at 31st march 2025	As at 31st march 2024
Current service cost	1.17	0.86
Net Interest Cost	0.06	0.00
Actuarial (Gains)/Losses	0.25	0.00
Net benefit expense	1.48	0.86
Balance sheet		
Benefit asset/(liability)		
Opening Net Liability	-0.86	0.00
Present value of defined benefit obligation	-1.48	-0.86
Fair value of plan assets	0.00	0.00
Present value of defined benefit obligation	-2.34	-0.86

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at 31st march 2025	As at 31st march 2024
Opening defined benefit obligation	0.86	0.00
Current Service Cost	1.17	0.86
Net Interest Cost	0.06	0.00
Actuarial (Gains)/Losses	0.25	0.00
Closing defined benefit obligation	2.34	0.86

The principal assumptions used in determining gratuity for the company's plans are shown below:

Particulars	As at 31st march 2025	As at 31st march 2024
Discount rate	6.80% p.a.	7.20% p.a.
Expected rate of return on assets	N.A.	N.A.
Salary Escalation Rate	7%	7%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012 14 (Urban)

PROSPECT CONSUMER PRODUCTS LIMITED
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Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
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Notes Forming Part of Financial Statement for the year ended 31st March, 2025

NOTE : 30 : Analysis Of Significant Financial Ratios:

Particulars	Numerator	Denominator	Numerator	Denominator	2024-25(%)	2023-24(%)	Change in Ratio (%)	Explanation if deviation is more than 25%
Current Ratio	Current assets	Current liabilities	2711.80	719.78	3.77	4.12	-8.55%	NA
Debt-Equity Ratio	Total debt	Equity	521.40	2394.74	0.22	0.22	-1.03%	NA
Debt Service Coverage Ratio	Profit before Interest & Tax	Debt Service	327.17	107.73	3.04	6.62	-54.13%	Companies debt services increase but simultaneously profit not increase in same line so the ratio has decrease
Return on Equity Ratio	Net profit -Preferred Dividend	Shareholder equity	214.36	2394.74	9%	14%	-34.55%	Company has issued new share capital through preferential allotment so the ratio has decreased
Inventory turnover ratio	Sales	Average Inventory	3099.11	743.04	4.17	6.66	-37.37%	Company operation and efficiency has been increased because of which sales has been increased and accordinly investory ratio has decreased
Trade Receivables turnover ratio	Net Sales	Average Accounts Receivables	3099.11	714.27	4.34	4.23	2.57%	NA
Trade payables turnover ratio	Net Purchase	Average trade payable	2829.92	162.92	17.37	18.22	-4.67%	NA
Net capital turnover ratio	Net sales	Working Capital	3099.11	1992.02	1.56	1.97	-21.03%	NA
Net profit ratio	Net Profit	Net Sales	214.36	3099.11	7%	7%	-1.00%	NA
Return on Capital employed	Earning before Interest and Taxes	Capital employed	327.17	2427.96	13%	21%	-34.28%	Company operation and efficiency has been increased because of which sales and profit has been increased.
Return on investment	Income from Investment	Average Cost of Investment	0.00	0.52	0.89%	0.98%	-8.64%	NA

PROSPECT CONSUMER PRODUCTS LIMITED

ANNUAL REPORT 2024-25

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN:L01400GJ2022PLC128482
Notes Forming Part of Financial Statement for the year ended 31st March, 2025

NOTE 31 : Additional Regulatory Information as required by Schedule III of the Companies Act, 2013			
a) All Title deeds of Immovable Property held in the name of the Company.			
b) Whether the Company has revalued its Property, Plant and Equipment - Company has not revalued its Property, Plant and Equipment.			
c) The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties, either severally or jointly with any other person.			
d) During the year there is no capital work-in-progress hence ageing schedule is not applicable.			
e) During the year there is no intangible assets under development hence ageing schedule is not applicable.			
f) There is no proceedings that have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and			
g) The company has availed borrowings from banks or financial institutions against the security of stock and has been submitting quarterly returns/statements of stock to them. The discrepancies between the stock details submitted and the records as per the books of accounts are not more than 10%.			
h) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.			
i) As the company is not a wilful defaulter it is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.			
j) During the year there were charges or satisfaction of charges registered with Registrar of Companies:			
Registration of charges or satisfaction with Registrar of Companies	Statutory period of Registration	Actual date of registration	Reason if Charge is registered beyond statutory period
Creation of charge - ICICI Bank	30 days i.e. 25-05-2024	27/05/2024	The filing of Form CHG-1 was completed by a professional engaged by the bank, and the delay in filing was solely attributable to the bank
Creation of charge - ICICI Bank	30 days i.e. 25-05-2024	27/05/2024	The filing of Form CHG-1 was completed by a professional engaged by the bank, and the delay in filing was solely attributable to the bank
Creation of charge - ICICI Bank	30 days i.e. 25-05-2024	27/05/2024	The filing of Form CHG-1 was completed by a professional engaged by the bank, and the delay in filing was solely attributable to the bank
Modification of charge - ICICI Bank	30 days i.e. 24-07-2024	24/07/2024	No delay
Modification of charge - ICICI Bank	30 days i.e. 24-07-2024	24/07/2024	No delay
Modification of charge - ICICI Bank	30 days i.e. 24-07-2024	24/07/2024	No delay
Satisfaction of charge - HDFC Bank	30 days i.e. 06-07-2024	05/07/2024	No delay
k) Provisions of clause (87) of section 2 of the act read with Companies (Restriction on number of Layers) Rules, 2017 regarding compliance with number of layers of companies is not applicable to the company.			
l) Details of ratios provided in NOTE 30.			
m) During the year the company has not proposed any Scheme of Arrangements in terms of Section 230 to 237 of the Companies Act, 2013			
n) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall			
(i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or			
(ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.			
o) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall			
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or			
(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.			
p) During the year the company is not having any unrecorded transactions that are surrendered or disclosed as income during tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) and there is no previously unrecorded income and related assets that have been properly recorded in the books of accounts during the year.			
q) Provisions of section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility is not applicable to the company.			
r) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.			

As per our report of even date

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

For and on behalf of the Board of Directors
Prospect Consumer Products Limited

Jayesh C. Shredalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

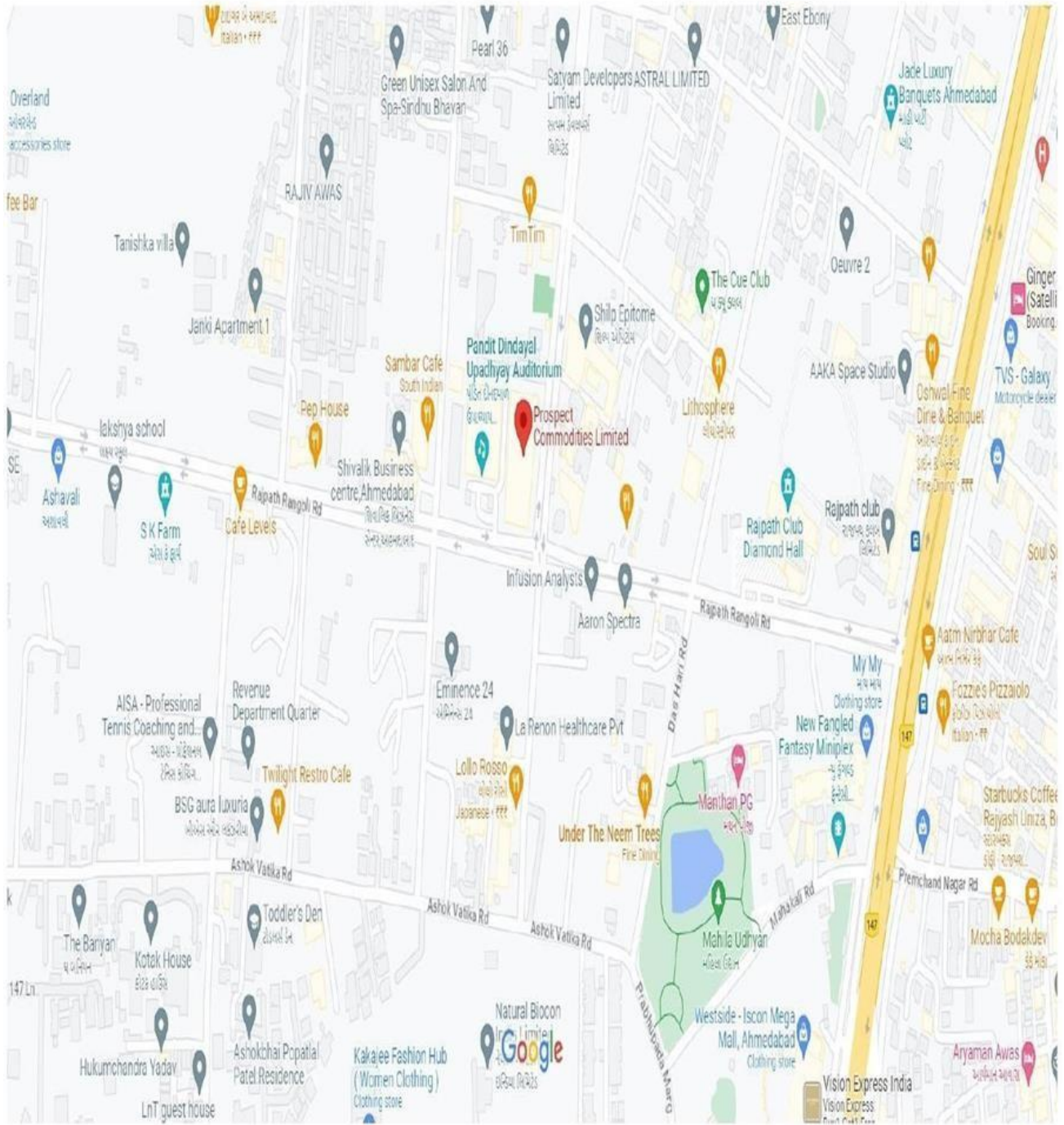
Place : Ahmedabad
Date : 23-05-2025

Place : Ahmedabad
Date : 23-05-2025

Place : Ahmedabad
Date : 23-05-2025

ROUTEMAP FOR AGM

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PROSPECT



PROSPECT CONSUMER PRODUCTS LIMITED

CIN: L01400GJ2022PLC128482

Registered Office

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