

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 CATEGORY

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

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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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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

	<p>provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote</p>

(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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN 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) ,

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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**").

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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

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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

PROSPECT CONSUMER PRODUCTS LIMITED
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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	<p>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.</p> <p>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.</p>			
(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	<p>(i) Mr. Vimal Sureshbhai Mishra –Managing Director</p> <p>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.</p> <p>(ii) Mrs. Priyanka Vimal Mishra- Director</p> <p>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.</p>
(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)	<p>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.</p> <p>Further the remuneration proposed to be paid to them is as per the approval and recommendation of Nomination and Remuneration Committee of the Board.</p>

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

ROUTEMAP FOR AGM

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