

**NOTICE
OF
EXTRA-ORDINARY
GENERAL MEETING
(FINANCIAL YEAR 2025-26)**

Prabhat Securities Limited
Reg. Add: 118/610-A,
Kaushalpuri, Kanpur-208012



PRABHAT SECURITIES LIMITED

CIN:L22022UP1982PLC005759 Registered Office: 118/610-A, KAUSHAL PURI, KANPUR – 208 012 (U.P.)
Email: prabhatsecurities@gmail.com Phone No.: +91 512 2526347 <https://prabhatsecuritiesltd.co.in>

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF PRABHAT SECURITIES LIMITED FOR THE FINANCIAL YEAR 2025-26 WILL BE HELD ON MONDAY, MARCH 2ND, 2026 AT 01:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 118/610, A, KAUSHALPURI, KANPUR - 208012 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS

ITEM NO. 1: ADOPTION OF TABLE F OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies(Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to statutory approvals, if any, consent of the members be and is hereby accorded for adoption in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company and for adoption of Table F as new set of Articles of Association as prescribed under Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorised to sign and execute all such applications, forms and documents as required, to settle any questions, difficulties, or doubts that may arise in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making suitable alterations as may be required.”

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ITEM NO. 2: ADOPTION OF TABLE 'A' OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals, if any, the consent of the Members of the Company be and is hereby accorded to substitute existing memorandum of association and **adopt Table 'A' of the Memorandum of Association** as prescribed under **Schedule I** of the Companies Act, 2013 as new set of Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors, or Key Managerial Personnel of the Company be and are hereby authorized to sign and execute all such applications, forms and documents as may be required, to settle any questions, difficulties, or doubts that may arise in this regard, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making suitable alterations as may be required.”

ITEM NO. 3: ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, subject to statutory approval, if any, the consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores



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Fifty Lakh Only) consisting of 55,00,000 (Fifty Five Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT consequent to the increase in the Authorised Share Capital of the Company, **Clause 5 (Capital Clause)** of the Memorandum of Association of the Company be and is hereby **altered and substituted** with the following new clause 5:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributors among themselves), such amount as may be required, not exceeding * rupees.

(iii) The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into

1,00,00,000	Equity share	Share of	Rs 10	each
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including but not limited to signing and executing documents, filing of necessary forms with the Registrar of Companies, stock exchange and making suitable alterations as may be required."

DATE: 05.02.2026

PLACE: Kanpur By Order of the Board

For Prabhat Securities Limited

SD/
Rama Kant Kushwaha
Managing Director
DIN: 02237714

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NOTES:-

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.

Proxies, in order to be effective must be received at the Company's Registered Office at 118/610, A, Kaushalpur, Kanpur, Uttar Pradesh – 208012 and must be addressed to the Company or to prabhatsecurities@gmail.com not less than 48 hours before the Meeting. Proxies/Authorized Representations submitted for Corporate Members, Societies, Partnership Firms, etc. must be supported by a certified copy of the appropriate resolution/Power of Attorney/Authority Letter as applicable, issued on behalf of the nominating organization.

2. In case of Joint Members attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The route map as per the requirement of SS-2 and prominent landmark of the venue of the Meeting as well as Attendance Slip and Proxy Form are annexed to this Notice. Members are requested to bring their Attendance Slip along with.
4. The Register of Members and Share Transfer Books will remain closed from February 24, 2026 to March 02, 2026 (both days inclusive) for the purpose of EGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under the provisions of Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the provisions of Section 189 of the Act, will be available for inspection by the Members during the EGM.

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6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, address Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants (“DPs”) in case the shares are held by them in electronic form and to RTA (MaheshwariDatamatics Private Limited) in case the shares are held by them in physical form.
7. Regulation 40 of the Listing Regulations mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised form. Further, SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission, transposition, etc. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Any shareholder who is desirous of dematerializing their securities may write to the Company at prabhatsecurities@gmail.com or to MaheshwariDatamatics Private Limited, the Registrar and Share Transfer Agent of the Company (“RTA”) at mdpldc@yahoo.com.
8. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DPs with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
9. Members are requested to send in their queries on financial statements or any other business proposed to be transacted at the EGM at least ten (10) days in advance to the Company Secretary at the Registered Office of the Company or to prabhatsecurities@gmail.com to facilitate clarifications during the Meeting.

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10. The Board of Directors has appointed Mr. Vaibhav Agnihotri (Membership No. F10363 and CP No. 21596), Practicing Company Secretary, Kanpur, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. Electronic copy of the notice of the EGM of the Company inter alia indicating the e-voting procedure along with the attendance slip and proxy form is being sent to all the members whose e-mail address are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the notice of the EGM of the Company inter alia indicating the e-voting procedure along with the attendance slip and proxy for is being sent in the permitted mode.
12. The results shall be declared not later than 2 working days from the conclusion of the EGM and the resolutions will be deemed to be passed on the date of the EGM subject to receipt of the requisite number of votes in favor of the resolutions.
13. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. MSEI Limited, in accordance with the provisions of the Act. The results will also be displayed on the Company's corporate website i.e. <https://prabhatsecuritiesltd.co.in> and on the website of RTA i.e. at www.mdpl.in.
14. Relevant documents referred to in this Notice are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) during normal business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting. For any communication, the Members may also send requests to the Company at: prabhatsecurities@gmail.com, or to the RTA at www.mdpl.in
15. Instructions for remote e-voting:

A. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time

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to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by CDSL, on all the resolutions set forth in the accompanying Notice. The instructions for e-Voting are given herein below:

B. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

C. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (‘ESP’) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

D. The remote e-voting period commences on Friday, February 27, 2026 (09:00 a.m. IST) and ends on Sunday, March 1st, 2026 (05:00 p.m. IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A Member can opt for only single mode of voting i.e., through remote e-Voting or voting at the EGM. If a Member casts votes by both modes, then voting done through remote e-Voting shall prevail and vote at the EGM shall be treated as invalid.

E. The voting rights of Members shall be in proportion to their shares in the paidup equity share capital of the Company as on the cut-off date i.e. Monday, February 23, 2026.

F. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after dispatch

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of the Notice and holding shares as on the Cut-off Date, may obtain the login ID and password by sending a request at mdpldc@yahoo.com. However, if he / she is already registered with CDSL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

G. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as on the Cut-off Date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

H. Instructions for remote e-Voting are explained herein below:

- (i) Login method for remote e-Voting for Individual Shareholders holding shares in demat mode.

Type of shareholders	Login Method
<u>Individual Shareholders holding securities in demat mode with NSDL</u>	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">i. Visit URL: https://eservices.nsdl.comii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”iv. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">i. To register click on link : https://eservices.nsdl.comii. Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspiii. Proceed with completing the required fields.iv. Follow steps given in points 1 above.

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	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name</p> <p>V. On successful selection, you will be redirected to e-Voting page for casting your vote during the remote e-Voting period.</p>
<p><u>Individual Shareholders holding securities in demat mode with CDSL</u></p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I) Visit URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>II) Click on New System Myeasi</p> <p>III) Login with your registered user id and password.</p> <p>IV) The user will see the e-Voting Menu. The Menu will have links of ESP i.e. e-Voting portal.</p> <p>V) Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II) Proceed with completing the required fields.</p> <p>III) Follow the steps given in point 1 above</p> <p>3. Alternatively, by directly accessing the e-Voting</p>

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	<p>website of CDSL</p> <p>I) Visit URL: www.cdslindia.com</p> <p>II) Provide your demat account number and PAN.</p> <p>III) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.</p> <p>IV) After successful authentication, user will be provided links for the respective ESP, where the e-Voting is in progress.</p>
<p><u>Individual Shareholder login through their demat accounts / Website of DP</u></p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider –and you will be redirected to e-Voting website for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with	Please contact CDSL helpdesk by sending a

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CDSL	request at helpdesk.evoting@cdslindia.com contact at 022- 23058738 or 022-23058542-43
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- ii) Login method for e-Voting for shareholders other than Individual Shareholders holding shares in demat mode and shareholders holding shares in physical mode.

Members whose email IDs are registered with the Company/ DP, will receive an email from RTA which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- A. Launch internet browser by typing the URL: <https://mdpl.in/>
- B. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting the vote.
- C. After entering these details appropriately, click on “LOGIN”.
- D. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- E. You need to login again with the new credentials.
- F. On successful login, the system will prompt you to select the “EVEN” i.e., ‘ _____ ’ - “EGM” and click on “Submit”.

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- G. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.
- H. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat account.
- I. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- J. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login multiple times till they have voted on the Resolution(s).
- K. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer Mr. Vaibhav Agnihotri (Membership No. F10363 and CP No. 21596), Practicing Company Secretary, at E-mail ID: fcsvaibhav@gmail.com with a copy marked to RTA and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name ___ Even No.”

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Security holders can register/update the

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contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1: Form can be obtained by following the link:

<https://mdpl.in/updates/ISR-1.pdf>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	MaheshwariDatamatics Private Limited
Address	5th floor, 23, RN Mukherjee Rd, Esplanade, Lal Bazar, Kolkata, West Bengal 700001

- c) Through electronic mode with e-sign by following the link and procedure hosted on RTA's website.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT account is being held.



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PRABHAT SECURITIES LIMITED ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING- MARCH 02, 2026

DP ID/Client ID/ Folio No

No. of shares held

I, certify that I am a member/proxy for the member of the Company.

I, hereby record my presence at the Extra Ordinary General Meeting to be Held on
March 02, 2026 at 01:30p.mat 118/610-A, KaushalPuri, Kanpur – 208012

Name of the Member

Name of the Proxy

Signature

Note: Please complete this Attendance Slip and hand it over at the Attendance
Verification Counter at the entrance of the meeting hall.

BRANCH OFFICE: 212, NAVJEEVAN COMPLEX, 29, STATION ROAD, JAIPUR – 302 006 (Rajasthan)

Email: prabhatsecuritiesltd@gmail.com Phone No.: +91 141 416 2023



PRABHAT SECURITIES LIMITED

CIN:L22022UP1982PLC005759 Registered Office:118/610-A, KAUSHAL PURI, KANPUR – 208 012 (U.P.)
Email:prabhatsecurities@gmail.com Phone No.: +91 512 2526347 <https://prabhatsecuritiesltd.co.in>

PRABHAT SECURITIES LIMITED

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

Name of the member(s)	
Registered Address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of the above named Company holdshares,
hereby appoint:

1) Name:
E-mail Id:
Address:
.....

or failing him

2) Name:
E-mail Id:
Address:
.....

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or failing him

3) Name:

E-mail Id:

Address:

.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf in the Extra Ordinary General Meeting of the Company to be held on Monday, March 02, 2026 at 01:30 pm. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu tion No	Resolutions	Optional (Refer Note 3 below)	
		FOR	AGAINST
1.	Adoption of table F of articles of association of the company		
2.	Adoption of table 'A' of memorandum of association and alteration in the capital clause of memorandum of association		
3.	Alteration in the capital clause of memorandum of association		

Signed this.....day of 2026.

Signature of the Member

Signature of the Proxy Holder(s)

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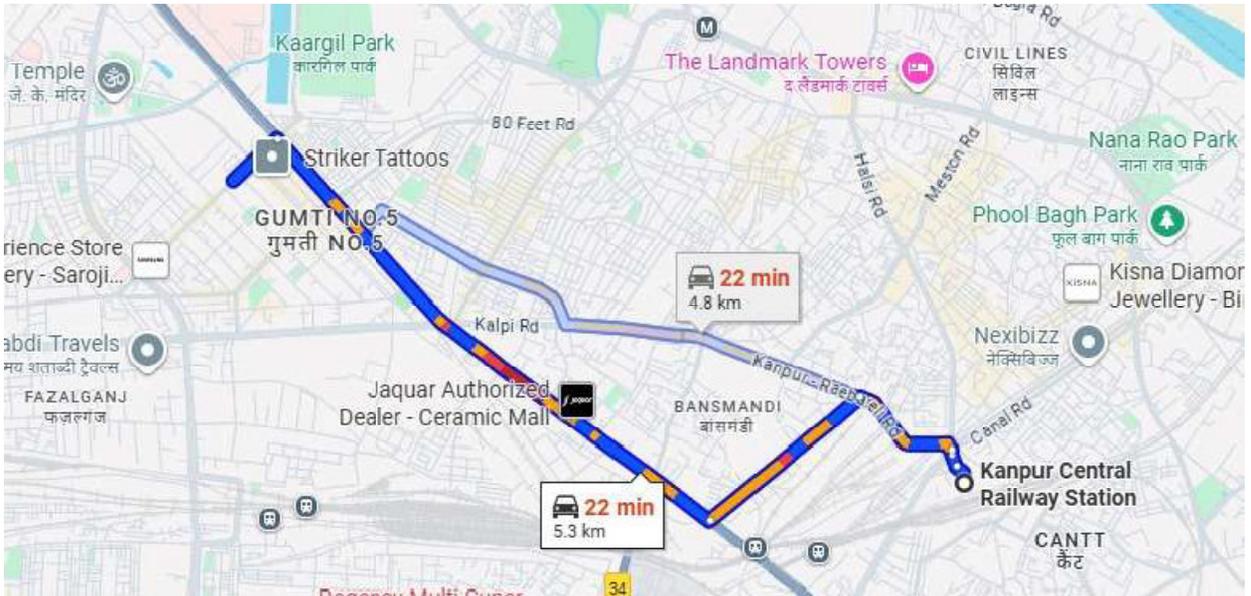
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Notes:-

1. This form of proxy in order to be effective should be duly completed and have to be deposited at the Registered Office of the Company, in not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
3. It is optional to put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all the details including detail of member(s) in above box before submission.

ROUTE MAP FOR EXTRA ORDINARY GENERAL MEETING OF THE COMPANY



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EXPLANATORY STATEMENT

ITEM NO. 1 : ADOPTION OF TABLE F OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

The Company is presently governed by its existing Articles of Association based on the erstwhile Companies Act, 1956 and certain provisions contained therein are not fully in conformity with the requirements of the Companies Act, 2013, and rules made thereunder. In order to align its AOA with the Companies Act, 2013 the Company proposes to adopt Table 'F' as contained in Schedule I to the Companies Act, 2013.

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company will have to make numerous changes in the existing AOA, therefore, it is considered desirable to adopt a new set of Articles of Association in the form of Table 'F' of Schedule I of the Companies Act, 2013, in substitution of, and to the exclusion of, the existing Articles of Association of the Company.

It is, therefore, necessary to seek your consent of members by way of Special Resolution to give effect to the aforesaid proposal. Your Board, therefore, recommends the resolution for your approval.

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

ITEM NO. 2: ADOPTION OF TABLE 'A' OF MEMORANDUM OF ASSOCIATION (MOA)

The Company is presently governed by its existing Memorandum of Association based on the erstwhile Companies Act, 1956. In order to align the Memorandum of Association with the provisions of the **Companies Act, 2013**, it is proposed to adopt **Table 'A' of the Memorandum of Association** as prescribed under **Schedule I** of the Act, in substitution of the existing Memorandum of Association of the Company.



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Members are requested to note that there is no change in main objects of the Company, liability or any other clause of the MOA. The MOA is being amended and replaced only to bring the same in line with the new Act.

The proposed adoption of Table 'A' of the Memorandum of Association requires approval of the Members by way of a **Special Resolution** pursuant to the provisions of **Sections 4 and 13** of the Companies Act, 2013.

The Board of Directors recommends the resolution set out in **Item No. 2** of the Notice for approval of the Members.

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

ITEM NO. 3: ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

The Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company to ensure compliance with the minimum Net Owned Fund (NOF) requirements for certain categories of companies as prescribed by Reserve Bank of India. In order to comply with the said regulatory requirement and to strengthen the capital base of the Company, it is considered necessary to increase the Authorized Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakh Only) consisting of 55,00,000 (Fifty Five Lakh Only) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- each.

Consequent upon the increase in the Authorized Share Capital, **Clause 5 (Capital Clause)** of the Memorandum of Association is required to be **altered and substituted** to reflect the revised authorized share capital of the Company.

In view of the above, it is necessary to amend Clause 5 (iii) of the Memorandum of Association to reflect authorized share capital as Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- each.



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The proposed alteration of the Capital Clause of the Memorandum of Association requires approval of the Members by way of an **Ordinary Resolution** pursuant to the provisions of **Sections 13 and 61** of the Companies Act, 2013.

The Board of Directors recommends the resolution set out in **Item No. 3** of the Notice for approval of the Members.

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