Date: 04/09/2026

To,
Department of Corporate Services,
BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
Security ID: PCL, Security Code: 543814

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2025-26 and Notice of Annual General Meeting of the Company.

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith copy of Annual Report for the financial Year 2025-26 along with Notice of Fourth Annual General Meeting of the Company which is scheduled to be held on Wednesday, September 30, 2026 at 1:00 P.M at registered office of the Company at 417, Sun Orbit, B/h. Rajpath Club Road, Bodakdev, Ahmedabad - 380054 as per the provision of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual Report and Notice of Annual General Meeting is also available on the company's Website at www.prospectconsumer.com.

Kindly take the same on record.

Thanking You,

For Prospect Consumer Products Limited

BHARGAVI JAY PANDYA
Digitally signed by BHARGAVI JAY PANDYA
Date: 2026.09.04 14:10:46 +05'30'

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





4th ANNUAL REPORT 2026

DriFrutz™
By Prospect

Prospect Consumer Products Limited

www.prospectconsumer.com +91 79480 00696 info@prospectconsumers.com

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CORPORATE INFORMATION

Registered Office

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

Board of Directors

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

Key Managerial Personnel (KMP)

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

Committee of Board of Directors

Audit Committee

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

Nomination & Remuneration Committee

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

Stakeholder's Relationship Committee

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

Statutory Auditor	**Secretarial Auditor**
C. R. Sharedalal & Co. Chartered Accountants 304 & 305 - North Tower, One42, Near Ashok Vatika, Ambli Bopal Road, Ahmedabad 380054, Gujarat, India Contact No. +91 9824055181 Email id: info@crsharedalalco.com	Kadambari Dave & Associates Practicing Company Secretaries H-103, Akash Elegance, Science City Road, Near Anurag Bunglows, Sola Overbridge, Sola Ahmedabad-380060. Gujarat, India. Contact No: +91 93761 36121 Email id: kadambaridave2000@yahoo.com

Registrar and Share Transfer Agent
Bigshare Services Private Limited Registered office address: Pinnacle Business Park, Office no. S6-2 ,6th floor, Mahakali Caves Road , Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093 Website: www.bigshareonline.com Contact No. +91 22-62638200 Email id: info@bigshareonline.com Ahmedabad office address: Office No. 303, Sun Square Complex, Near Chakradhari Society Bus Stop, Girish Cold Drinks Cross Road, C.G. Road, Navrangpura Ahmedabad-380009, Gujarat, India. Contact No. 079 40392571 Email id: bssahd@bigshareonline.com

Banker
Standard Chartered Bank

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

CHAIRMAN'S MESSAGE

Dear Shareholders,

FY26 was an important year for Prospect Consumer Products Limited. We strengthened our established B2B business while taking deliberate steps towards expanding our brand 'DriFrutz'. This is an extension of the sourcing, processing and manufacturing capabilities we have built over the years. I thank our shareholders, employees, customers, trade partners and business associates for their continued support.

India's consumption landscape continues to evolve, with growing interest in health-conscious, premium and convenience-oriented snacking. We believe this creates an attractive opportunity for companies that can combine quality, reliable sourcing and efficient processing with a strong consumer proposition. Digital commerce is also creating new avenues for companies of our scale to reach consumers.

FY26 reflected this progress. Total income increased to ₹57.62 crore, up 85.1% over the previous year. The year also saw higher utilisation at our Changodar facility, the commissioning of a more automated processing unit and the early development of DriFrutz as a consumer brand.

Under DriFrutz, we introduced flavoured cashews, dried berries and seeds, and began establishing an online and retail presence through marketplace and ONDC channels. We also secured a listing on Hyperpure and used select gifting and corporate events to build early brand visibility. Our installed manufacturing capacity now stands at over 4,800 metric tonnes per annum, providing a stronger base for future growth.

Looking ahead, our priorities are clear. We will continue to strengthen our B2B customer relationships while building DriFrutz with a focus on product quality, credible communication and wider distribution. We will expand our presence across relevant digital channels, improve sourcing efficiency and focus on extracting greater benefits from our investments in automation. We remain committed to disciplined growth, prudent capital management and sustainable value creation.

We recognise that the path ahead will have its challenges. Raw cashew price volatility, execution requirements and the time needed to establish a consumer brand will require continued focus and discipline. At the same time, we believe our sourcing experience, manufacturing capabilities, established customer relationships and emerging consumer platform provide a strong foundation for the next phase of our journey.

I close with my sincere thanks to our shareholders, employees, customers, business partners and fellow Directors for their trust and support. FY26 has strengthened the foundation of our business, and I look forward to building on this progress together.

With warm regards,
Vimal Mishra
Chairman & Managing Director
Prospect Consumer Products Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Fourth Annual General Meeting of the members of Prospect Consumer Products Limited will be held on Wednesday, 30th September, 2026 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, 2026, STATEMENT OF PROFIT & LOSS AND NOTES THERETO FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 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, 2026, Statement of Profit & Loss and Notes thereto for the financial year ended 31st March, 2026 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. PRIYANKA VIMAL MISHRA (DIN: 09459276), 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. Priyanka Vimal Mishra (DIN: 09459276), 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 ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of ₹ 10/- each to ₹ 8,50,00,000 (Rupees Eight Crore Fifty Lakh only) divided into 85,00,000 (Eighty-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 ₹ 8,50,00,000 (Rupees Eight Crore Fifty Lakh only) divided into 85,00,000 (Eighty-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. APPROVAL FOR PAYMENT OF REMUNERATION TO MR. PRAKASH MISHRA, NON-EXECUTIVE DIRECTOR.

To consider and pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 197, Section 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for payment of remuneration up to ₹13,00,000/- (Rupees Thirteen Lakh only) per annum, as may be determined by the Board of Directors in consultation with Nomination and Remuneration committee from time to time, to Mr. Prakash Mishra (DIN: 10749967), Non-Executive Director of the Company.

RESOLVED FURTHER THAT the aforesaid remuneration, if and to the extent determined by the Board of Directors, may be paid from time to time, within the maximum limit approved herein.

RESOLVED FURTHER THAT any remuneration paid pursuant to this resolution shall be in addition to the sitting fees, if any, payable to Mr. Prakash Mishra for attending meetings of the Board of Directors or Committees thereof, in accordance with the applicable provisions of the Act and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual amount, manner and periodicity of payment of such remuneration, if any, and to do all such acts, deeds, matters and things and execute all such documents, writings and filings as may be necessary, proper, expedient or incidental 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: 02/09/2026
Place: Ahmedabad

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Act relating to Items no. 3 and 4 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 4th 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 Thursday, September 24, 2026 to Wednesday, September 30, 2026 (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 Pinnacle Business Park, Office no S6-2,6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093 and office in Ahmedabad at address 303, Sun Square Complex, Near

Chakradhari Society Bus Stop, Girish Cold Drinks Cross Road, 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 2025-26.

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 2025-26 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 2025-26 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 otherthan 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 Wednesday, September 23, 2026 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. Wednesday, September 23, 2026 shall be entitled to avail the facility of remote e-voting. Only those Shareholders, who willbe present at the AGM and who would not have cast their vote by remote e- votingprior 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 Sunday, September 27, 2026 from 9.00 A.M. and ends on Tuesday, September 29, 2026 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. Wednesday, September 23, 2026 may cast their vote Electronically. The e-voting module shall be disabled by CDSLfor voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

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

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

(DP)	During the remote e-Voting period.

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

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

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

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

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant Prospect Consumer Products Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@prospectconsumer.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting

system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No.,Name of shareholder, scanned copy of the share certificate (front and back), PAN(self-attested scanned copy of PAN card), AADHAR (self-attested scanned copyof 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.

Other Instructions:

1. Mrs. Kadambari Manish Dave, Practicing Company Secretary, Proprietor of M/s. Kadambari Dave & Associates, Company Secretaries (Membership No. F7545), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process conducted at the Annual General Meeting through ballot papers in a fair and transparent manner.

2. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting through ballot papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report on the total votes cast in favour of or against the resolutions, if any, to the Chairman or any other person authorised by the Board, not later than two working days from the conclusion of the Annual General Meeting.

3. The results of the voting, along with the Scrutinizer's Report, shall be declared and

placed on the website of the Company at www.prospectconsumer.com and on the website of BSE Limited at www.bseindia.com , and shall also be placed on the website of the Company's e-voting agency, CDSL, at www.evotingindia.com , within the time prescribed under the applicable provisions of the Companies Act, 2013 and the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Date: 02/09/2026
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 ₹7,50,00,000/- (Rupees Seven Crore and Fifty Lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of ₹ 10/- each. the Board of Directors at its meeting held on Thursday, August 27, 2026, have recommended to increase the existing authorised share capital of the Company from ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakh only) divided into 75,00,000 (Seventy-Five Lakh) Equity Shares of ₹ 10/- each to ₹ 8,50,00,000 (Rupees Eight Crore Fifty Lakh only) divided into 85,00,000 (Eighty-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: APPROVAL FOR PAYMENT OF REMUNERATION TO MR. PRAKASH MISHRA, NON-EXECUTIVE DIRECTOR.

The Board of Directors of the Company, at its meeting held on 27th August, 2026, considered the requirement of providing flexibility to determine remuneration payable to Mr. Prakash Mishra (DIN: 10749967), Non-Executive Director of the Company, subject to the applicable provisions of the Companies Act, 2013 ("Act").

Pursuant to Section 197 of the Act, the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors is subject to the limits prescribed under the Act. In view of the remuneration payable to the Directors of the Company, approval of the Members by way of a Special Resolution is being sought for payment of remuneration to Mr. Prakash Mishra.

Accordingly, approval of the Members is sought by way of a Special Resolution for payment of remuneration to Mr. Prakash Mishra, Non-Executive Director, up to a maximum amount of ₹13,00,000/- (Rupees Thirteen Lakh only) per annum, as may be determined by the Board of Directors from time to time, subject to the applicable provisions of the Act and

Schedule V thereto.

The remuneration, if determined by the Board, may be paid in such manner and at such intervals as may be decided by the Board, within the maximum amount approved by the Members. The proposed approval also provides flexibility to the Company to determine the actual remuneration payable based on the responsibilities entrusted to and contribution made by Mr. Prakash Mishra.

It is clarified that the approval sought under this resolution is for the maximum amount of remuneration that may be paid to Mr. Prakash Mishra and the actual remuneration, if any, shall be determined by the Board of Directors from time to time.

The remuneration, if any, payable pursuant to the proposed resolution shall be in addition to the sitting fees, if any, payable to Mr. Prakash Mishra for attending meetings of the Board of Directors or Committees thereof, in accordance with the applicable provisions of the Act.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Except Mr. Prakash Mishra and his relatives, if any, to the extent of their shareholding or interest in the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors of

PROSPECT CONSUMER PRODUCTS LIMITED

Bhargavi Jay Pandya
Company Secretary & Compliance officer

Date: 02/09/2026
Place: Ahmedabad

ANNEXURE TO NOTICE OF AGM

ANNEXURE-I

Details of the Directors seeking appointment/reappointment 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	Priyanka Vimal Mishra	Prakash Mishra
DIN	09459276	10749967
Date of Birth	11/10/1983	08/10/1980
Date of Appointment	06/01/2022	06/09/2024
Qualification	MBA (Finance)	MBA in sales & marketing
Expertise in specific functional areas	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.	Mr. Prakash Mishra has overall 22 years of corporate experience, primarily in sales and marketing. Throughout his career, he has been a part of senior management teams and has been responsible for driving revenue growth and managing the profit and loss (P&L) functions of organizations. His extensive experience in sales and marketing contributes significantly to the Company's strategic business development. He does not hold directorship in any other company.
Directorship in other companies	NIL	NIL
Chairman/ Membership of the committee of the Board of companies on which he/she is a Director	NIL	NIL
Number of shares held in the Company	13,25,000 Equity Shares	1,84,000 Equity Shares
Relationship with Directors	Wife of Mr. Vimal Sureshbhai Mishra, Managing Director of the Company	Brother of Mr. Vimal Sureshbhai Mishra, Managing Director of the Company
Number of meeting of the Board attended during the year	10	10
Terms and Conditions of appointment or re-appointment along with details of remuneration	In accordance with the applicable provision of the Companies Act, 2013 and Securities and Exchange	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	Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015

ANNEXURE-II

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

I. General information:				
(1) Nature of industry	Prospect Consumer Products Limited has rapidly positioned itself as a significant player in the highly competitive cashew processing and supply industry. Based in the commercially vibrant state of Gujarat, India, the company has carved out a niche for itself by focusing on the processing, export, and supply of premium cashew kernels and associated products. Company's operations cater to both domestic and international B2B markets under their proprietary brand, DRIFRUTZ. The company's primary offering includes an array of cashew kernels, catering to various market segments and customer preferences. The company has strategically expanded its product line to include valuable by-products such as cashew husk, cashew husk pellets, and cashew shells. This comprehensive utilization of the cashew nut not only maximizes resource efficiency but also opens up additional revenue streams and markets for the company.			
(2) Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4) Financial performance based on given indicators	**STANDALONE BASIS:- (Rs. In Lakh)**			
	PARTICULARS	**FY 2023-24**	**FY 2024-25**	**FY 2025-26**
	Total Income	2469.04	3112.05	5761.80
	Profit before Tax and exceptional items	225.65	278.90	354.15
	Total Profit before Tax after exceptional items	225.65	278.90	354.15
	Total Profit after Tax	172.51	214.36	245.99
	Basic & Diluted Earnings Per Equity Share	4.22	4.19 & 4.03	4.27 & 4.01
(5) Foreign investments or collaborations, if any.	The share capital of the Company has a fractional shareholding 1.19 % by NRI shareholders as on 31.03.2026.			

II. Information about the appointee:	
(1) Background details	**(i) Mr. Prakash Mishra–Non-Executive Director** Mr. Prakash Mishra belongs to the Promoter Group and serves as a Non-Executive Director of the Company. He holds an MBA in Sales and Marketing from NIBM. He has over 22 years of corporate experience, primarily in sales and marketing. Throughout his career, he has been a part of senior management teams and has been responsible for driving revenue growth and managing the profit and loss (P&L) functions of organizations. His extensive experience in sales and marketing contributes significantly to the Company's strategic business development. He does not hold directorship in any other company.
(2) Past remuneration	Nil
(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. Prakash Mishra as per the details set out in the Special Resolution at Item No. 4 of the Notice.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	There are no set standards for remuneration in the industry. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Prakash Mishra, the Board believes that the remuneration proposed to be paid to them as Non-Executive Director is appropriate and commensurate with their profile and is comparable with the industry standards. Further the remuneration proposed to be paid to him is as per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	Mr. Prakash Mishra holds 1,84,000 Equity Shares of the Company. Mr. Prakash Mishra is Brother of Mr. Vimal Sureshbhai Mishra, Managing Director of the Company.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has been a consistent performer for the last alomost more than 4 years. However, the profit margins may remain inadequate particularly for the purpose of paying 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 continues to focus on improving operational efficiency, optimising utilisation of raw materials and enhancing capacity utilisation across its processing operations. The Company is also focused on maximising the value derived from cashew nuts through effective utilisation of cashew kernels and by-products such as cashew husk, cashew husk pellets and cashew shells. These measures are expected to support better resource utilisation, improve operational efficiency, strengthen margins and contribute to sustainable growth in revenue and profitability.

By Order of the Board of Directors of

PROSPECT CONSUMER PRODUCTS LIMITED

Bhargavi Jay Pandya
Company Secretary & Compliance officer

Date: 02/09/2026
Place: Ahmedabad

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 Fourth 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 4th Annual General Meeting of the Company at 417, Sun Orbit B/h. Rajpath Club Road, Bodakdev Ahmedabad- 380054, Gujarat, India on Wednesday, September 30, 2026 at 1:00 P.M.

Name of the Shareholder		Signature of Shareholder	

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.

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

<table>
<tr><th>S. No.</th><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>1.</td><td>Name of the First Shareholder</td><td colspan="3"></td></tr>
<tr><td>2.</td><td>Postal Address</td><td colspan="3"></td></tr>
<tr><td>3.</td><td>Registered folio No. / *Client ID No.
(*Applicable to investors
holding shares in dematerialized form)</td><td colspan="3"></td></tr>
<tr><td>4.</td><td>Class of Share</td><td colspan="3"></td></tr>
<tr><td colspan="5">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:</td></tr>
<tr><td>No</td><td>Item No.</td><td>No. of shares held by me</td><td>I assent to the resolution</td><td>I dissent from the resolution</td></tr>
<tr><td colspan="5"></td></tr>
<tr><td>1.</td><td>TO CONSIDER AND TAKE NOTE OF AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY COMPRISING THE BALANCE SHEET AS ON 31ST MARCH, 2026, STATEMENT OF PROFIT & LOSS AND NOTES THERETO FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.</td><td></td><td></td><td></td></tr>
<tr><td>2.</td><td>TO APPOINT A DIRECTOR IN PLACE OF MRS. PRIYANKA VIMAL MISHRA (DIN: 09459276), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFER HERSELF FOR REAPPOINTMENT.</td><td></td><td></td><td></td></tr>
<tr><td colspan="5">Special Businesses:</td></tr>
<tr><td>3.</td><td>INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.</td><td></td><td></td><td></td></tr>
<tr><td>4.</td><td>APPROVAL FOR PAYMENT OF REMUNERATION TO MR. PRAKASH MISHRA, NON-EXECUTIVE DIRECTOR</td><td></td><td></td><td></td></tr>
</table>

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., Remote 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.
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 Remote e-voting procedure are available in the Notice of the Annual General Meeting. Please follow the steps for Remote e-voting procedure as given in the Notice of AGM or as available on www.evotingindia.com
12. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.

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

CIN: L01400GJ2022PLC128482
Name of the Company: PROSPECT CONSUMER PRODUCTS LIMITED
Registered Office: 417, Sun Orbit, 8/h. Rajpath Club Road, Bodakdev, Ahmedabad-380054, Gujarat, India

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the company, to be held on the Wednesday, September 30, 2026 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**	**Against**
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.		

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 IN AUTHORISED SHARE CAPITAL OF THE COMPANY.		
4.	APPROVAL FOR PAYMENT OF REMUNERATION TO MR. PRAKASH MISHRA, NON-EXECUTIVE DIRECTOR.		

Signed this____________day of___________2026

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.

DIRECTORS' REPORT

To,
The Members,
PROSPECT CONSUMER PRODUCTS LIMITED

Your Directors have pleasure in submitting their 4th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2026.

1. FINANCIAL RESULTS

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

(Rs. In Lakhs)

Particulars	For the year ended on 31st March, 2026	For the year ended on 31st March, 2025
Revenue From Operations	5753.79	3099.11
Other Income	8.01	12.94
Total Income	**5761.80**	**3112.05**
Less Total Expenses	**5407.65**	**2833.15**
Profit / Loss before Tax	**354.14**	**278.90**
Tax Expense:		
Current Tax	109.13	76.59
Deferred Tax	-16.42	-12.05
Short provision of income tax for earlier years	15.46	
Profit/Loss For the Period	**245.99**	**214.36**
Earnings per equity share		
Basic	4.27	4.19
Diluted	4.01	4.03

2. SHARE CAPITAL:

As on 31 March, 2026, The Authorized Capital of the Company is Rs.7,50,00,000 (Rupees Seven Crore Fifty Lakh) consisting of 75,00,000 (Seventy Five Lakh) equity shares of Rs.10 each and the Issue and Paid up Capital of the Company is Rs. 6,13,55,000 (Rupees Six Crore Thirteen Lakh Fifty Five Thousand) consisting of 61,35,500 (Sixty One Lakh Thirty Five Thousand Five Hundred) equity shares of

Rs.10 each.

3. LISTING ON BSE –SME PLATFORM:

Company is listed on SME Platform of BSE Limited.

4. DIVIDEND:

The Board decided that the profits should be retained for the expansion of the Company, which is in pipeline for more growth and value addition to the company and forming a strong business base so that revenue flows from many channels and hence the Directors of your Company do not recommend any dividend for FY 2025-26.

5. AMOUNTS PROPOSED TO BE CARRIED TO RESERVES:

Net Profit of the Company after tax is Rs. 245.99 Lakhs and same is transferred to Reserves and Surplus under the head Surplus/ (Deficit) in the statement of Profit and Loss.

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

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

7. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

During the year under review, your Company achieved Total Revenue from Operations of ₹5,753.79 Lakhs as compared to ₹3,099.11 Lakhs in the previous financial year. The Company earned Other Income of ₹8.01 Lakhs during the year.

The total expenses of the Company during the year amounted to ₹5,407.65 Lakhs. After meeting all expenses, the Company earned a Profit of ₹245.99 Lakhs, representing an increase of approximately 14.76% over the Net Profit earned during the previous financial year.

The management of the Company is continuously making concerted efforts to improve the overall performance of the Company and remains committed to achieving better results in the coming period.

8. BUSINESS OVERVIEW:

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

9. DEPOSITS FROM PUBLIC:

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

10. CHANGE IN NATURE OF THE BUSINESS:

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

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

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

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

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

A. Conservation of Energy

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

B. Technology absorption

• the efforts made towards technology absorption;	During the financial year, the Company continued to focus on improving its manufacturing

• the benefits derived like product improvement, cost reduction, product development or import substitution;	capabilities through upgradation of its plant and machinery and enhancement of its production infrastructure. The upgradation of plant and machinery and production infrastructure is expected to contribute towards improved operational efficiency and enhanced production capacity.
• in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	NIL
• the expenditure incurred on Research and Development	NIL

C. Foreign Exchange Earnings and outgo

Particulars	**2025-26 (Amount in Lakhs.)**	**2024-25 Amount in Lakhs.)**
Foreign exchange earnings in terms of actual Inflows	Nil	38.86
Foreign exchange outgo in terms of actual Outflows	Nil	Nil
Purchase of Raw material and traded goods	4.09	219.37

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Board ofDirectors of the Company has formulated the Policy on Related Party Transactions.

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

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

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

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

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

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

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

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

There are no qualifications, reservations, adverse remarks or disclaimers made by the Statutory Auditor in their Report.

The Practicing Company Secretary has made the following observation in the Secretarial Audit Report:

"The Company has not filed the Annual Return as required under the Prevention of Sexual Harassment of Women at Workplace Act, 2013 (POSH Act) for the financial year 2025-26."

The Board has taken note of the above observation and confirms that the Company shall take necessary steps to ensure compliance with the applicable provisions of the POSH Act and complete the requisite filing during the financial year 2026-27.

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

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

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

19. DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Name of Directors/KMP	Designation	DIN	Date of Appointment/ Change in Designation
1.	Mr. Vimal Sureshbhai Mishra	Managing Director	06820041	Appointed as a Director on 06.01.2022 and change in Designation from Director to Managing Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
2.	Mrs. Priyanka Vimal Mishra	Executive Director	09459276	Appointed as a Director on 06.01.2022
3.	Mrs. Riddhi Bharatkumar Vasita	Non-Executive Director	06876566	Appointed as Additional Director in Board Meeting held on 23.12.2022 and appointed as regular Director w.e.f. 29.09.2023 in Annual General Meeting held on 29.09.2023
4.	Mr. Prakash Mishra	Non-Executive Director	10749967	Appointed as a Director in Annual General Meeting held on 06.09.2024
5.	Mr. Nevil Prameshkumar Soni	Non-Executive Independent Director	08206415	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023

6.	Mr. Divya Shaileshbhai Shah	Non-Executive Independent Director	09842159	Appointed as Independent Director w.e.f. 01.01.2023 in Extra ordinary General Meeting held on 05.01.2023
7.	Mr. Vimal Sureshbhai Mishra	CFO	06820041	Appointed as CFO w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023
8.	Mrs. Bhargavi Jay Pandya	Company Secretary		Appointed as Company Secretary w.e.f. 01.01.2023 in Board Meeting held on 04.01.2023

i. Retire by Rotation- Mrs. Priyanka Vimal Mishra

Pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013, one-third of the directors of the company are liable to retire by rotation, and if eligible, they can offer themselves for the re-appointment. In this Annual General Meeting Mrs. Priyanka Vimal Mishra (DIN: 09459276), Director of the Company is liable to retire by rotation and being eligible to offer herself for re-appointment.

20. CHANGE IN BOARD COMPOSITION:

There is no change in Board Composition during the year under review.

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

The Board meets at regular interval with gap between not exceeding 120 days. Additional meetings are held as and when necessary. During the year 2025-26, the Board of Directors met Ten times scheduled as under:

Sr. No.	Date of Board Meeting
1	28.04.2025
2.	23.05.2025
3.	16.07.2025
4.	08.08.2025
5.	28.08.2025
6.	10.10.2025
7.	12.11.2025
8.	01.12.2025
9.	08.12.2025
10.	30.03.2026

Attendance of Directors during the Board Meeting

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

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

22. COMMITTEE OF BOARD:

A. AUDIT COMMITTEE:

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

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

Meeting of Audit Committee

During the year 2025-26, the Audit committee Members met four times scheduled as under:

Sr. No.	Date of Audit committee Meeting
1	23.05.2025
2	27.08.2025
3	12.11.2025
4	25.02.2026

B. NOMINATION AND REMUNERATION COMMITTEE:

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

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

Meeting of Nomination and Remuneration Committee

During the year 2025-26, the Nomination and Remuneration committee Members met one time scheduled as under:

Sr. No.	Date of Nomination and Remuneration Committee Meeting
1	27.08.2025

C. STAKEHOLDER RELATIONSHIP COMMITTEE:

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

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

Meeting of Stakeholder Relationship Committee

During the year 2025-26, the Nomination and Remuneration committee Members met One time scheduled as under:

Sr. No.	Date of Stakeholder Relationship Committee Meeting
1	25.02.2026

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

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

24. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

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

25. DECLARATION OF INDEPENDENT DIRECTORS

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

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

The Company has received declaration from Chief Financial officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management. The said Declaration is attached as Annexure IV to this report.

27.WEBLINK OF ANNUAL RETURN

In accordance with the provisions of Section 134(3) read with Section 92(3) of the Companies Act, 2013, the Annual Return as on March 31, 2026 will be available on websiteof the Company and can be viewed at www.prospectconsumer.com .

28. DIRECTORS RESPONSIBILITY STATEMENT:

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

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis;

(e) The Directors had device and implemented adequate systems and procedures for adequate internal financial controls over financial reporting and the Board believed that the same were operative effectively for the financial year under review.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

29.STATUTORY AUDITORS

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

30. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. Kadambari Dave, proprietor of M/s. Kadambari Dave & Associates, Company Secretary in practice (COP No. 5854) to undertake the Secretarial Audit of the Company for the year under review. The Board has duly reviewed the Secretarial Auditor's Report and the comments, appearing in the report are self-explanatory and do not call for any further explanation by the Board of Directors as provided under section 134 of the Act.

The Secretarial Audit Report is annexed herewith as "Annexure–III".

31. INTERNAL AUDITORS

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

32. REPORT ON CORPORATE GOVERNANCE

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

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

33. MANAGEMENT AND DISCUSSION ANALYSIS REPORT:

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

34. VIGIL MECHANISM /WHISTLE BLOWER POLICY:

As per the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Regulation 22 of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a Whistle Blower Policy with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrong doing in the workplace and report instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Policy is available on the Company's website at link https://prospectconsumer.com/docs/policies/whistle_blower_policy.pdf

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

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

Following are the members of the committee:

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

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Internal Complaints Committee of the Company has not received any complaint of Sexual Harassment during the year under review and no complaint was pending as of
31st March, 2026.

No. of Complaints received: NIL

No. of Complaints disposed of: NIL

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

36. BUSINESS RESPONSIBILITY REPORT:

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

37. POLICY ON CODE OF CONDUCT AND ETHICS:

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

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

38. DISCLOSURE WITH RESPECT TO MAINTENANCE OF COST RECORDS:

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

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

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

40. LISTING FEES:

The Company affirms that the annual listing fees for the year 2025-26 to the BSE Limited (BSE SME) has been duly paid.

41. REPORTING OF FRAUDS:

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

42. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THEGOING CONCERN STATUS OF THE COMPANY:

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

43. COMPLIANCE OF SECRETARIAL STANDARDS:

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

44. PREVENTION OF INSIDER TRADING

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

45. MATERNITY BENEFIT:

Company has complied with the provision of the Maternity Benefit Act, 1961.

46. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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

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

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

(Rs. In Lakhs)

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

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

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2025-26.

49. DIFFERENCE IN VALUATION:

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

50. SHARE CAPITAL

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

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

b. <u>Issue of Sweat Equity Shares</u>

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

c. Issue of Equity Shares With Differential Rights

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

d. Issue of Employee Stock Options

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

51. ACKNOWLEDGEMENTS

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

For and on Behalf of Board of Directors

Date: 02/09/2026	**Vimal Sureshbhai Mishra**	**Priyanka Vimal Mishra**
Place: Ahmedabad	**Managing Director**	**Director**
	(DIN: 06820041)	**(DIN: 09459276)**

ANNEXURE I

FORM NO. AOC-2

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

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

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

NIL

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

(Rs. In Lakh)

Sl. No.	**Name ofthe relatedparty and nature of relationsh ip (a)**	**Nature of contracts / arrangements /transactions (b)**	**Duration of contracts / arrangements / transactions (c)**	**Justification for entering into such contracts/ arrangement s / transactions(e)**	**Date(s) of approval by the Board (f)**	**Amount paid as advances, if any**
1.	Nikhil Vijaysingh Pangariya Relative of Director	Remuneration	2025-26	In ordinary course of Business.	28.04.2025	-
2.	Blackpearl Shipping & Logistics Pvt Ltd Company in which a Director holds Directorship	Sale of Goods or Services	2025-26	In ordinary course of Business.	28.04.2025	-
3.	Blackpearl Shipping & Logistics Pvt Ltd Company in which a Director holds Directorship	Payment of Label & AWB Charges- Availing of services	2025-26	In ordinary course of Business.	28.04.2025	

For and on Behalf of Board of Directors

Date: 02/09/2026
Place: Ahmedabad

Vimal Sureshbhai Mishra
Managing Director
(DIN: 06820041)

Priyanka Vimal Mishra
Director
(DIN: 09459276)

ANNEXURE II

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

A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the Financial Year 2025-26 is as follows:

Name of Director	Designation	Total Remuneration F.Y 2025-26	Ratio of remuneration of each director to median remuneration of employees
Vimal Sureshbhai Mishra	Managing Director and CFO	19,50,000	5.36
Priyanka Vimal Mishra	Executive Director	19,50,000	5.36
Riddhi Bharatkumar Vasita	Non-Executive Director	-	-
Prakash Mishra	Non-Executive Director	-	-
Nevil Prameshkumar Soni	Non-Executive Independent Director	-	-
Divya Shaileshbhai Shah	Non-Executive Independent Director	-	-

Notes:

1. Independent Directors receiving only sitting fees for attending the board meeting. The sitting fees paid to Independent Directors is not covered in the above table.

2. Median remuneration of the Company for all its employees is Rs. 3, 64,000/- per annum for the financial year 2025-26.

3. The aforesaid details are calculated on the basis of remuneration for the financial year 2025-26.

B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer & Company Secretary in the financial year 2025-26 is as follows:

,
,

Name	Designation	Remuneration (in Rs.)		Increase (%)	Decrease (%)
		2025-26	2024-25		
Vimal Sureshbhai Mishra	Managing Director and CFO	19,50,000	19,50,000	NA	NA
Priyanka Vimal Mishra	Executive Director	19,50,000	19,50,000	NA	NA
Riddhi Bharatkumar Vasita	Non-Executive & Non-Independent Director	-	-	-	-
Nevil Prameshkumar Soni	Non-Executive & Independent Director	-	-	-	-
Divya Shaileshbhai Shah	Non-Executive & Independent Director	-	-	-	-
Bhargavi Jay Pandya	Company Secretary	5,72,000	5,20,000	10	NA

C. Percentage increase in the median remuneration of all employees in the Financial Year 2025-26: 27.27 %

D. Number of permanent employees on the rolls of the Company as on 31st March, 2026: 9

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

Average salary of all employees other than Managerial Personnel is increase by 52.61 % in FY2025-26 compared to FY 2024-25.

Average Remuneration of Managerial personnel is increase by 1.18 % in FY2025-26 compared to FY 2024-25.

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

For and on Behalf of Board of Directors

Date: 02/09/2026 **Place: Ahmedabad**	**Vimal Sureshbhai Mishra** **Managing Director** **(DIN: 06820041)**	**Priyanka Vimal Mishra** **Director** **(DIN: 09459276)**

ANNEXURE III

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of

The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in my opinion, the company has,during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company as per Annexure-A for the Financial Year ended on 31st March, 2026 according to the provisions of:

a. The Companies Act, 2013 (the Act) and the rules made thereunder;

b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

c. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

d. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

e. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

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

ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

iv. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the period)

v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the Company during the period)

vi. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

vii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;(Not applicable to the Company during the period)

viii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(Not applicable to the Company during the period)

ix. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;

x. The Food Safety and Standards Act, 2006 ("FSS Act")

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

i. Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS- 2) issued by The Institute of Company Secretaries of India.

ii. The Listing Agreements entered into by the Company with the BSE Ltd read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

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

Note: We report that below non-compliance was observed during the financialyear 2025-26

1. Company has not filed Annual Return as required under Prevention of Sexual Harassment (POSH) Act for FY 2025–26.

We further report that

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

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

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

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

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

- Allotted 7,00,000 Warrants each convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of ₹ 10/- each ("Warrants") at a price of ₹ 100/- (Rupees One Hundred only) each (including the Warrants subscription price and Warrant exercise price) including premium of ₹ 90/- (Rupees Ninety only) each on preferential basis to Persons belongs to Promoters and Promoter Group in Board Meeting held on 8th December, 2025.

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

Date: 29/08/2026
Place: Ahmedabad

For, Kadambari Dave & Associates
Company Secretaries

Kadambari Dave
Proprietor
M. No.: F7545C
P No.: 5854
Peer Review No.: 1646/2022
UDIN: F007545H001274624

ANNEXURE - A

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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion

3. We have not verified the correctness and appropriateness of financial recordsand Books of Accounts of the company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied toa certain extent on the information furnished in such returns.

4. Considering the effectiveness of information technology tools in the audit processes, we have conducted only online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.

5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.

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

Date: 29/08/2026
Place: Ahmedabad

For, Kadambari Dave & Associates
Company Secretaries

Kadambari Dave
Proprietor
M. No.: F7545
C P No.: 5854
Peer Review No.: 1646/2022
UDIN: F007545H001274624

ANNEXURE IV

DECLARATION IN RESPECT OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby declared that all Board Members, Key Managerial Personnel and Senior Management Personnel of the company have affirmed Compliance with the Code of Conduct of the Company, for the financial year ended March 31, 2026.

FOR, PROSPECT CONSUMER PRODUCTS LIMITED

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

Date: 02/09/2026
Place: Ahmedabad

Management Discussion and Analysis Report

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

1. ECONOMIC OVERVIEW

Global Economic Environment

The global economy remained resilient during FY2025-26 despite persistent geopolitical uncertainties, supply chain disruptions, elevated freight costs, and volatility in commodity and currency markets. While inflation moderated across several developed economies, higher interest rates and geopolitical conflicts continued to influence international trade and commodity pricing.

Agricultural commodities and food products experienced varying degrees of price volatility during the year due to changes in weather patterns, logistics costs, and currency movements. Food processing companies with global procurement networks continued to focus on supply chain diversification, inventory management and operational efficiencies to mitigate input cost fluctuations.

For businesses engaged in imported agricultural commodities, exchange rate movements remained one of the most significant cost drivers during the year, particularly for imports denominated in US Dollars.

Indian Economic Environment

India continued to remain among the fastest-growing major economies during FY2025-26, supported by healthy domestic consumption, improving manufacturing activity, sustained infrastructure investments and continued formalisation of the economy.

Private consumption remained a key contributor to GDP growth, aided by improving rural demand, increasing disposable incomes and expanding digital commerce. Growth in organised retail, e-commerce and quick commerce platforms further accelerated consumer access to branded packaged food products across urban and semi-urban markets.

Government initiatives supporting food processing, digital commerce and domestic manufacturing continued to strengthen the operating environment for organised food companies.

The increasing adoption of digital payments, organised retail formats and online grocery platforms has significantly altered consumer purchasing behaviour, enabling emerging brands to establish nationwide distribution with comparatively lower capital investment than traditional retail models.

Industry Environment

The dry fruits and healthy snacking industry continued to benefit from structural changes in consumer preferences.

Consumers are increasingly shifting towards healthier snack alternatives driven by greater awareness regarding nutrition, convenience and premium food products. Cashews continue to remain one of India's most preferred premium dry fruit categories owing to their nutritional profile and widespread consumption across households, gifting occasions and the hospitality sector.

The Company also witnessed increasing consumer acceptance of flavoured and value-added dry fruit products, supporting its strategic transition towards branded FMCG offerings under the DriFrutz brand.

The rapid expansion of e-commerce, quick commerce and institutional procurement platforms has further improved market accessibility for branded players, enabling companies to directly engage with end consumers while reducing dependence on conventional distribution channels.

At the same time, the industry continues to face challenges arising from fluctuations in raw cashew prices, foreign exchange movements, freight costs and competitive intensity from both organised brands and regional processors.

2. BUSINESS OVERVIEW

Prospect Consumer Products Limited is engaged in the processing, exporting and marketing of premium cashew kernels and value-added dry fruit products. During FY2025-26, the Company accelerated its strategic transition from being primarily a B2B processor and exporter towards becoming a branded consumer-focused food company through its flagship brand DriFrutz.

The Company operates an integrated business model covering procurement, processing, packaging, branding and distribution. Raw cashew nuts are sourced primarily from African origin countries along with selected suppliers in South Asia and India. These raw materials are processed at the Company's modern manufacturing facility located at Changodar, Gujarat before being supplied to domestic and international customers.

In addition to traditional cashew kernels, the Company has expanded its portfolio to include flavoured cashews, dried berries, seeds and premium gifting solutions, thereby addressing evolving consumer demand for healthier snacking options. The Company also derives incremental revenue from cashew by-products including cashew shell, cashew husk and husk pellets.

During FY2025-26, management continued to strengthen the Company's multi-channel distribution network by expanding its presence across digital marketplaces including Amazon, ONDC, JioMart and Hyperpure while actively pursuing opportunities across quick commerce platforms. Management indicated during the earnings call that the long-term objective is to increase the contribution of branded B2C sales while maintaining its established B2B business.

Business Model

The Company's integrated operating model comprises the following key elements:

Procurement

Raw cashew nuts are sourced directly from African countries, South Asia and India. Direct procurement enables better control over raw material quality while reducing dependence on intermediaries. Diversified sourcing also supports supply continuity across different harvest seasons.

Management highlighted during the year that procurement continued to be predominantly from West and East African countries owing to favourable economics and quality considerations.

Manufacturing

The Company's processing operations are undertaken at its Changodar manufacturing facility in Gujarat.

During FY2025-26, the Company completed significant automation initiatives across multiple processing stages including deshelling, peeling, moisture control, grading and colour sorting. Management indicated that automation now covers approximately 80% of manufacturing operations, supporting higher productivity, improved quality consistency and lower manual intervention.

Product Portfolio

The Company offers a diversified portfolio comprising:

- Premium cashew kernels
- Flavoured cashews
- Dried berries
- Seeds
- Gifting packs
- Cashew by-products

The expansion beyond conventional cashew products reflects management's strategy of increasing value-added offerings while gradually strengthening the Company's consumer brand.

Distribution

The Company serves customers through multiple channels including:

- B2B
- Domestic wholesale
- Institutional customers
- Digital B2B platforms
- E-commerce marketplaces
- Direct-to-consumer channels

Management continues to expand its digital footprint while exploring partnerships with quick commerce platforms as part of its long-term consumer strategy.

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3. INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Cashew Industry

The global cashew industry continues to benefit from rising consumer preference for plant-based nutrition, premium snacking and convenient food products. Increasing utilisation of cashews across confectionery, bakery, dairy alternatives and packaged foods has supported steady long-term demand.

Global processing remains concentrated across Asia and Africa, with African nations continuing to account for a significant share of raw cashew production while India and Vietnam remain major processing hubs.

Growing emphasis on branded packaged products and value-added offerings is gradually shifting the industry away from bulk commodity sales towards differentiated consumer products.

Indian Dry Fruits Market

India remains one of the world's largest consumers and processors of cashews. Rising disposable incomes, urbanisation, premiumisation and increasing health awareness continue to support long-term consumption growth.

Consumer preferences are gradually shifting from loose products towards hygienically packaged branded offerings, creating opportunities for organised companies with established sourcing capabilities and integrated processing infrastructure.

The rapid expansion of e-commerce and quick commerce has further accelerated market penetration for emerging food brands by improving accessibility and reducing dependence on traditional retail expansion.

4. OPERATIONAL REVIEW

FY2025-26 marked a transformative year for Prospect Consumer Products Limited as the Company significantly strengthened its manufacturing capabilities, expanded its product portfolio, and accelerated its transition towards a branded FMCG business. The year was characterised by capacity expansion, operational automation, strategic investments in brand building, and the establishment of new consumer-facing distribution channels.

Manufacturing & Capacity Expansion

A key operational milestone during the year was the successful scaling of the Company's manufacturing infrastructure at its Changodar facility. Following the commissioning and stabilisation of its expanded plant, the Company increased its installed processing capacity to over **4,800 metric tonnes per annum (MTPA)**, providing a significantly larger platform for future growth. The expanded facility supported a substantial increase in production volumes during FY2025-26, which was the principal driver of revenue growth during the year. Management clarified during the earnings call that the increase in revenue was predominantly volume-led rather than driven by pricing or product mix improvements.

During the year, the Company operated at an estimated processing range of **2,500–3,000 MTPA**, while continuing to stabilise operations following the commissioning of the new facility. Management indicated that FY2026 represented the first full year of operations on the expanded infrastructure, during which operational processes, workforce deployment, and manufacturing efficiencies were progressively optimised.

Looking ahead, management has guided towards increasing capacity utilisation to **3,500–4,000 MTPA during FY2027**, with further optimisation expected thereafter as production efficiencies continue to improve. These targets remain subject to market demand, raw material availability, and operating conditions.

Automation and Operational Efficiency

Operational efficiency remained a key strategic priority during FY2025-26.

The Company completed automation initiatives across multiple stages of the cashew processing cycle, including deshelling, boiling, moisture control, peeling, grading, and colour sorting. According to management, approximately **80% of the manufacturing process is now automated**, reducing manual intervention while improving consistency, processing efficiency, and product quality.

The automation programme also provides a scalable manufacturing platform capable of supporting higher production volumes without proportionate increases in manpower requirements, thereby improving long-term operating leverage.

While automation has significantly enhanced operational efficiency, certain specialised processing activities—particularly manual peeling of kernels with remaining testa—continue to require skilled labour intervention. Management highlighted that approximately **25–30% of processed kernels require manual finishing,** making labour planning an important aspect of operational management. During the year, the Company expanded its trained contractual workforce to improve throughput and reduce inventory accumulation associated with these processing stages.

Procurement and Supply Chain

The Company continued to strengthen its integrated procurement model by sourcing raw

cashew nuts directly from producing regions, primarily in West and East Africa.
Direct sourcing enables the Company to exercise greater control over raw material quality, optimise procurement costs, and reduce dependence on intermediaries. During FY2025-26, sourcing was predominantly undertaken from countries including Tanzania and Ghana following seasonal procurement from West African origins.
Despite these advantages, FY2025-26 witnessed elevated procurement costs arising from significant depreciation of the Indian Rupee against the US Dollar. Management explained that since raw cashew imports are denominated in US Dollars and inventory is accounted for on a weighted average basis, the sharp movement in exchange rates during the second half of the financial year resulted in higher input costs, thereby exerting pressure on operating margins.
The Company continues to pursue supply chain optimisation through direct procurement relationships, inventory planning, and disciplined sourcing practices with the objective of improving procurement efficiency over the medium term.

Product Portfolio Expansion

During FY2025-26, Prospect Consumer Products significantly expanded its product portfolio as part of its transition from a commodity-focused processor to a branded consumer products company.
The Company introduced multiple value-added offerings under its **DriFrutz** brand, including flavoured cashew variants, dried berries, seeds, and premium gifting solutions.
Management stated that the number of consumer SKUs expanded substantially during the year as the Company invested in developing products targeted at the organised retail and e-commerce segments.
The strategic rationale behind this expansion is to increase the contribution of higher-value branded products while diversifying beyond conventional bulk cashew sales.
Management also indicated that product innovation remains an ongoing process, with additional product launches under evaluation based on consumer preferences and evolving market demand.

Brand Development and Market Expansion

FY2025-26 represented the Company's first meaningful year of investment in consumer brand development.
The Company undertook several marketing initiatives aimed at increasing brand visibility for DriFrutz, including participation in premium corporate events, customised gifting programmes, and sponsorship of golf tournaments. These initiatives were intended to strengthen brand recognition among premium consumer segments and institutional customers.
Management stated that these branding initiatives were undertaken as long-term investments to establish the Company's presence in organised FMCG markets rather than to generate immediate financial returns. While such expenditure contributed to margin moderation during the year, management believes these investments will support sustainable growth in branded revenues over the medium term.

Digital Distribution Strategy

The Company continued to expand its multi-channel distribution strategy during FY2025-26.
In addition to its established B2B operations, the Company strengthened its presence across digital platforms including Amazon, JioMart, ONDC and Hyperpure while actively pursuing listings on additional quick-commerce platforms. Management indicated that consumer buying behaviour is increasingly shifting towards online and quick-commerce channels, creating long-term opportunities for emerging branded food companies.

Although branded consumer sales currently constitute a relatively small proportion of total revenue, management has identified this business as a key strategic growth area. Initial sales through online channels remain modest; however, the Company aims to progressively increase the contribution of branded B2C revenues over the coming years through wider platform availability, corporate gifting initiatives, and continued product innovation.

5. FINANCIAL PERFORMANCE REVIEW

Overview

Particulars (₹ Cr)	FY26	FY25	FY24
Revenue from Operations	57.54	30.99	24.27
Other Income	0.08	0.13	0.42
Total Income	57.62	31.12	24.69
Raw Material Expenses	48.61	24.75	18.94
Employee Costs	0.89	0.78	0.70
Other Expenses	1.80	1.35	2.03
Total Expenditure	51.31	26.86	21.68
EBITDA	6.31	4.25	2.60
EBITDA Margin (%)	10.95%	13.66%	10.71%
Finance Costs	1.33	0.48	0.39
Depreciation	1.44	0.98	0.37
Profit Before Tax	3.54	2.79	2.26
Tax Expense	1.08	0.65	0.53
Profit After Tax	2.46	2.14	1.73
PAT Margin (%)	4.27%	6.89%	7.01%
Diluted EPS (₹)	4.01	4.03	4.22

Revenue Analysis

The Company delivered a strong financial performance during FY2025-26, with **Revenue from Operations increasing by 85.67% to ₹57.54 crore,** compared to ₹30.99 crore in the previous financial year. Total Income **increased by 85.14% to ₹57.62 crore**, reflecting the successful execution of the Company's capacity expansion strategy and higher operational throughput.

The growth in revenue was principally volume-driven. During the earnings conference call, management clarified that the increase in turnover was primarily attributable to higher production volumes following the expansion of the Changodar manufacturing facility, rather than improvements in product pricing or changes in sales mix. The Company increased processing volumes significantly during the year by utilising the expanded manufacturing capacity, enabling it to cater to higher customer demand across domestic and export markets.

In addition to increased processing volumes, the Company continued to strengthen its customer base across traditional wholesale channels while simultaneously expanding its presence in organised retail, institutional sales and digital commerce platforms. Although branded consumer sales remain at an early stage, FY2025-26 witnessed the establishment of a scalable multi-channel distribution platform that is expected to support future revenue diversification.

Management also highlighted the seasonal nature of the business, noting that a significant proportion of annual sales are generated during the festive period, particularly in the months preceding Diwali, when demand for premium dry fruits and gifting products is typically at its highest. Consequently, the first half of the financial year generally contributes a larger share of annual revenues compared with the second half.

Profitability Analysis

EBITDA Performance

EBITDA increased by **48.47% to ₹6.31 crore** during FY2025-26 from **₹4.25 crore** in the previous year, reflecting improved operating scale following the expansion of manufacturing capacity. However, EBITDA growth was lower than revenue growth, resulting in a moderation in operating margins.

The Company's EBITDA margin declined to **10.95% from 13.66%** in FY2024-25. While the moderation in margins reflects a challenging operating environment during the year, it should be viewed in the context of the Company's ongoing strategic transformation into a branded FMCG business.

Several factors contributed to the decline in operating margins:

Foreign Exchange Impact

Raw cashew nuts constitute the Company's largest input cost and are primarily imported from African countries. During FY2025-26, the depreciation of the Indian Rupee against the US Dollar significantly increased procurement costs. Management explained that the weighted average method of inventory accounting resulted in higher import costs flowing into cost of goods sold during the second half of the financial year, thereby compressing operating margins.

Strategic Brand Investments

FY2025-26 marked the Company's first full year of investment in building the DriFrutz consumer brand. Expenditure on product development, consumer packaging, digital presence, promotional campaigns, premium gifting programmes, and participation in corporate events increased during the year as management prioritised long-term brand creation over short-term profitability. The Company also significantly expanded its consumer product portfolio during the year, requiring investments in new product development and market introduction.

Expansion of Product Portfolio

The Company substantially increased its portfolio of consumer-facing products during the year by introducing flavoured cashews, dried berries and seed-based products under the DriFrutz brand. These initiatives involved upfront development, packaging and marketing costs, which affected operating margins during the initial scale-up phase.

Despite these near-term pressures, management remains focused on improving operating leverage through higher capacity utilisation, increased contribution from value-added products and continued optimisation of procurement and manufacturing processes. Management has indicated an aspiration to maintain EBITDA margins in the range of **12–15%** over the medium term, subject to raw material prices, foreign exchange movements and market conditions.

6. RATIO ANALYSIS

Profitability Ratios

Ratio	FY26	FY25	FY24
EBITDA Margin (%)	10.95%	13.66%	10.71%
PAT Margin (%)	4.27%	6.89%	7.01%
Return on Equity (%)	7.68%	8.94%	13.72%

Liquidity & Leverage Ratios

Ratio	FY26	FY25	FY24
Current Ratio (x)	3.08	3.77	4.13
Quick Ratio (x)	1.81	2.47	2.72
Debt-to-Equity (x)	0.38	0.22	0.22

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems designed to ensure the orderly and efficient conduct of its business operations, safeguarding of assets, reliability of financial reporting and compliance with applicable laws and regulations.

Internal controls are designed to support key operational functions including procurement, inventory management, manufacturing, sales, finance and statutory compliance. Standard operating procedures are implemented across major business processes with clearly defined approval mechanisms and delegated authorities.

During FY2025-26, the Company continued to strengthen its operational processes alongside the expansion of its manufacturing infrastructure. Increased automation across the production facility has also improved process consistency, traceability and operational monitoring across several manufacturing stages.

The Company periodically reviews the effectiveness of its internal control framework and undertakes corrective actions wherever considered necessary. The management believes that the existing internal financial controls are commensurate with the size, scale and complexity of the Company's operations.

8. RISKS AND CONCERNS

As a business engaged in agricultural commodity processing and branded food products, the Company operates in an environment influenced by multiple external and internal factors. Effective risk management remains integral to the Company's long-term strategy.

Raw Material Price Risk

Raw cashew nuts constitute the Company's principal raw material. Prices are influenced by crop availability, weather conditions, international demand and global supply dynamics. Significant increases in raw material prices could affect profitability if corresponding increases cannot be passed on to customers in a timely manner.

The Company seeks to mitigate this risk through diversified sourcing, procurement planning and direct relationships with suppliers across multiple geographies.

Foreign Exchange Risk

A significant portion of the Company's raw material procurement is denominated in US Dollars. Consequently, fluctuations in exchange rates directly influence procurement costs and operating margins.
During FY2025-26, depreciation of the Indian Rupee resulted in higher procurement costs and contributed to margin moderation. Management continues to monitor currency movements and procurement cycles to minimise the impact of exchange rate volatility on business performance.

Working Capital Risk

The Company's operations require substantial investment in inventories and trade receivables, particularly during procurement and festive demand cycles.
Expansion of manufacturing capacity during FY2025-26 resulted in higher working capital requirements and increased utilisation of bank borrowings. While management expects improved capacity utilisation and operating efficiencies to strengthen cash generation over time, prudent working capital management remains a key strategic priority.

Competitive Risk

The organised dry fruits market is becoming increasingly competitive with the entry of branded FMCG companies, direct-to-consumer brands and regional processors.
The Company's strategy is focused on product quality, integrated processing capabilities, premium positioning and continuous product innovation rather than competing solely on price.

Execution Risk

The Company's long-term growth strategy includes increasing the contribution of branded consumer products, expanding digital distribution channels and improving manufacturing utilisation.
Successful execution will depend upon consumer acceptance of new products, effective marketing, expansion of distribution partnerships and continued operational excellence. Management intends to pursue this expansion in a disciplined manner while maintaining financial prudence and capital allocation discipline.

Regulatory and Food Safety Risk

The food processing industry operates within a comprehensive regulatory framework governing food safety, product quality, labelling and hygiene standards.
The Company continues to maintain required certifications and quality systems designed to ensure compliance with applicable regulations while delivering consistent product quality to customers.

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9. OPPORTUNITIES AND OUTLOOK

The long-term outlook for the Indian premium dry fruits industry remains favourable, supported by structural shifts in consumer behaviour, increasing health consciousness, organised retail expansion and rapid growth in digital commerce.
The Company believes these industry trends present significant opportunities to

strengthen its position across both business-to-business and branded consumer segments.
Over the medium term, management intends to focus on the following strategic priorities:

- Increasing capacity utilisation of the Changodar manufacturing facility.
- Expanding the DriFrutz product portfolio through value-added and premium offerings.
- Strengthening presence across organised retail, e-commerce and quick-commerce platforms.
- Increasing contribution from branded B2C revenues while maintaining its established B2B customer base.
- Improving procurement efficiencies through direct sourcing relationships.
- Enhancing operating leverage through greater automation and disciplined cost management.

Management has indicated its aspiration to achieve annual revenue growth of 40–45% over the medium term, supported by higher capacity utilisation, broader market reach and continued investments in branded products. These aspirations remain subject to prevailing economic conditions, consumer demand, raw material availability and other business factors.

10. SWOT ANALYSIS

Strengths

Integrated Business Model

The Company operates an integrated business model encompassing procurement, processing, packaging, branding and distribution. Direct sourcing of raw cashew nuts, coupled with in-house processing capabilities, enables better quality control, improved traceability and greater operational flexibility compared to businesses that rely predominantly on outsourced manufacturing.

Modern Manufacturing Infrastructure

The Company's manufacturing facility at Changodar, Gujarat has undergone significant modernisation and now has an installed processing capacity exceeding 4,800 MTPA. Increased automation across major stages of the production process has improved operational efficiency, product consistency and scalability, providing a strong platform for future growth.

Diversified Distribution Channels

The Company has developed a multi-channel distribution model comprising B2B exports, domestic wholesale, institutional customers, digital B2B platforms and emerging direct-to-consumer channels. Expansion across Amazon, JioMart, ONDC and Hyperpure has improved market reach while reducing dependence on any single distribution channel.

Growing Branded Portfolio

During FY2025-26, the Company expanded its consumer product portfolio under the DriFrutz brand by introducing flavoured cashews, dried berries, seeds and premium gifting solutions. This strategic diversification provides opportunities to improve product mix and increase the contribution of value-added branded products over time.

Weaknesses

High Working Capital Intensity

The Company's business requires significant investment in inventories and trade receivables due to the nature of raw material procurement, production cycles and customer credit terms. Although this is characteristic of the industry, higher working capital requirements increase dependence on external financing and may affect cash conversion.

Early Stage Consumer Brand

While DriFrutz has made encouraging progress during FY2025-26, the brand remains in the early stages of market development. Continued investment in product innovation, consumer awareness, distribution expansion and marketing will be required before meaningful scale is achieved.

Dependence on Imported Raw Materials

A substantial portion of raw cashew procurement is sourced from African countries. Consequently, the Company remains exposed to global commodity prices, freight costs and currency fluctuations, which can influence operating margins.

Seasonal Demand Pattern

Demand for premium dry fruits is influenced by festive and gifting seasons, particularly around Diwali. This results in seasonal variations in sales volumes, inventory levels and working capital requirements, requiring careful planning across procurement and production activities. Management also highlighted this seasonality during the earnings call.

Opportunities

Expansion of India's Premium Snacking Market

Changing consumer lifestyles, increasing health awareness and rising disposable incomes continue to drive demand for premium packaged dry fruits and healthy snacking products. The gradual shift towards branded packaged foods presents significant long-term growth opportunities for organised players.

Rapid Growth of Digital Commerce

The continued expansion of e-commerce, quick commerce and digital grocery platforms provides emerging brands with efficient access to consumers across multiple cities without requiring extensive investments in traditional retail infrastructure.
The Company's ongoing efforts to expand its presence across leading digital marketplaces are expected to strengthen consumer accessibility and brand visibility over the medium term.

Higher Capacity Utilisation

The Company has created significant manufacturing capacity that remains available for future growth. Higher utilisation of existing infrastructure can improve operating leverage by spreading fixed costs across larger production volumes, thereby supporting profitability over time.

Value-Added Product Portfolio

The Company's expansion into flavoured products, dried berries, seeds and gifting solutions provides opportunities to improve product mix, strengthen customer engagement and enhance margins through increased value addition.

Threats

Commodity Price Volatility

Prices of raw cashew nuts are influenced by crop yields, weather conditions, international demand and supply dynamics. Significant fluctuations in raw material prices may affect profitability if cost increases cannot be passed on to customers in a timely manner.

Foreign Exchange Fluctuations

As imported raw materials constitute a significant portion of procurement, depreciation of the Indian Rupee against the US Dollar can increase procurement costs and pressure operating margins. The impact of currency movements was evident during FY2025-26 and remains an important business risk.

Competitive Intensity

The organised dry fruits market continues to witness increased participation from established FMCG companies, regional processors and digital-first consumer brands. Sustained investment in product quality, innovation and brand development will remain essential to maintain competitive positioning.

Execution Risk

The Company's growth strategy involves scaling branded consumer products, increasing manufacturing utilisation and expanding distribution across multiple channels. Delays in execution, slower-than-expected consumer adoption or prolonged investments in brand building could affect the pace of profitability improvement.

11. FUTURE STRATEGY

The Company's strategic priorities over the medium term remain focused on strengthening its position as an integrated processor and branded player in India's premium dry fruits and healthy snacking market.

Key areas of strategic focus include:

Increase Capacity Utilisation

The Company intends to improve utilisation of its installed manufacturing capacity through higher production volumes, operational optimisation and expansion of its customer base. Improved utilisation is expected to enhance operating leverage and strengthen returns on invested capital.

Expand the DriFrutz Brand

Management intends to continue investing in product innovation, premium packaging, consumer engagement and digital marketing to strengthen the DriFrutz brand. The focus will remain on increasing the contribution of branded consumer products while maintaining the Company's established B2B business.

Strengthen Multi-Channel Distribution

The Company plans to deepen its presence across organised retail, e-commerce, institutional customers and quick-commerce platforms, enabling broader market access and improved customer convenience.

Improve Supply Chain Efficiency

Management will continue focusing on direct sourcing relationships, procurement optimisation, automation and disciplined inventory management to improve operational efficiency and reduce procurement costs over the long term.

Maintain Financial Discipline

While pursuing growth opportunities, the Company remains committed to prudent capital allocation, efficient working capital management and maintaining a balanced capital structure that supports sustainable long-term value creation.

12. CONCLUSION

FY2025-26 represented an important year in the Company's evolution. The successful expansion of manufacturing capacity, strengthening of operational capabilities and continued investment in the DriFrutz brand have established a stronger platform for future growth.

Although profitability during the year was affected by higher raw material costs, foreign exchange movements, increased finance costs and strategic investments in brand building, these initiatives were undertaken to strengthen the Company's long-term competitive position.

Going forward, management's focus will remain on improving manufacturing utilisation, expanding branded revenues, optimising working capital and maintaining financial discipline while capitalising on the growing demand for premium dry fruits and healthy snacking products.

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Prospect Consumer Products Limited (Formerly known as Prospect Commodities Limited)** ("the Company"), which comprise the Balance Sheet as at 31st March 2026, the statement of Profit and Loss, the statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended (hereinafter referred to as "the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, its profits and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

In our opinion and based on audit of the standalone financial statements of the Company, we have determined that there are no key audit matters to communicate in our report.

Information Other than the standalone financial statements and Auditor's Report Thereon

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

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

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

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

Responsibilities of Management and Those Charged with Governance for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021 as amended from time to time. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current financial year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, as amended.

   e. On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations to report on its financial position in its standalone financial statements as reported by management.

ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

3.

a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

4. The company has not declared or paid any dividend during the year hence provisions of section 123 of the Companies Act, 2013 is not applicable.

5. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration has been complied with.

6. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

PLACE: Ahmedabad
DATE: 27-05-2026

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 260331894FGQY09853

Annexure 'A' to Independent Auditors' Report

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

1.

a)

A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

B. The Company has maintained proper records showing full particulars of intangibles assets.

b) As explained to us, physical verification of property, plant and equipment was conducted by the management during the year. In our opinion, frequency of physical verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us and on the basis of our examination of relevant documents, the title deeds of immovable property properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) are held in the name of the company.

d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

e) Based on the information and explanations furnished to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2026, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

2.

a) The inventory has been physically verified by the management during the year and there are no discrepancies of 10% or more. In our opinion the frequency of such verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

b) According to information and explanation given to us, the Company has been sanctioned working capital limits in excess of 5 crore, in aggregate, during the year, from banks on the basis of security of current assets. Quarterly returns & statements filed by the Company with such banks or financial institutions are materially in agreement with the books of account of the company.

3.

a) In terms of Information and explanation sought by us and given by the company and books of accounts and records examined by us in the normal course of the audit and to the best of our knowledge and belief, during the financial year, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or any other parties. Accordingly, para 3(iii)(a) of the Order is not applicable to the company.

b) In our opinion and according to the information and explanation given to us, during the course of the audit, the company has not made any investments, guarantees provided, or security given to any other entity in relation to loans and advances. Accordingly, para 3(iii)(b) of the Order is not applicable to the company.

c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

d) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

e) There were no loans or advances in the nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, the provisions of Sections 185 and 186 of the Companies Act, 2013 are not applicable to the company.

5. The Company has not accepted any deposits or any amount which are deemed to be deposits from the public to which the directives issued by the Reserve bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 apply. Accordingly, para 3(v) of the Order is not applicable to the company.

6. According to the information and explanation given to us the maintenance of cost records has not been prescribed under sub-section (1) of Section 148 of the Companies Act, 2013.

7.

a) According to the information and explanations are given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues (except given in the below table) including Provident Fund, Employees' State Insurance, Income-tax, Value Added Tax, Wealth Tax, Custom duty, Excise duty, Service Tax, Cess, Goods and Service Tax and any other statutory dues whichever is applicable during the year with the appropriate authorities and no undisputed dues payable in respect of outstanding statutory dues were in arrears as at 31st March 2026 for a period of more than six months from the date they became payable.

Name of Statute	**Nature of Dues**	**Period to which the Amount Relates**	**Amount (INR Lakhs)**
Income Tax Act, 1961	Advance Income Tax	• June 2025 • September 2025	• 5.13 • 48.39

b) According to the information and explanations given to us, there are no amounts in respect of sales tax/ income tax/customs duty/excise duty/ service tax/ Goods and Service Tax that have not been deposited with the appropriate authorities on account of any dispute.

8. According to the information and explanations given to us, there are no unrecorded transactions in the books of accounts that have been surrendered or disclosed as income during the year in tax assessment under the Income Tax Act, 1961.

9. (a) As informed to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender, hence clause 3(ix)(a) is not applicable to the company.

(b) As informed to us, the company has not declared a willful defaulter by any bank or financial institution or other lender, hence clause 3(ix)(b) is not applicable to the company.

(c) According to the information and explanation given to us, the company has applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us, the company has not utilized funds raised on a short-term basis for long-term purposes, hence clause 3(ix)(d) is not applicable to the company.

(e) According to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, hence clause 3(ix)(e) is not applicable to the company.

(f) According to the information and explanations given to us, the company has not raised any loan during the year on pledge of securities held in its subsidiaries, joint ventures or associate companies, hence clause 3(ix)(f) is not applicable to the company.

10. (a) During the year, the Company has not raised money by way of initial public offer or further public offer (including debt instruments); hence the clause 3(x)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has made preferential allotment of share warrants. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the amounts raised have been utilized by the Company for the purposes for which these funds were raised.

11.

a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanation given to us we have neither come across any instance of fraud by the Company or on the Company by its officer or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
b) We have not issued any report under section 143(12) of the Companies Act, hence the provisions of Clause 3(xi)(b) of the Order are not applicable to the Company.
c) As informed to us, the company has not received any whistle-blower complaints during the year, hence the provisions of Clause 3(xi)(c) of the Order are not applicable to the Company.

12. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it; hence the provisions of Clause 3(xii) of the Order are not applicable to the Company.

13. According to the information and explanations, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the standalone financial statements etc., as required by the applicable accounting standards.

14.

a) In our opinion and based on our examination, the Company has an adequate internal audit system commensurate with its size and nature of the business activities.
b) The report of the Internal Auditor for the period under audit have been considered by us.

15. The Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

17. In our opinion and based on our examination, the Company has not incurred any cash losses during the financial year and in the immediately preceding financial year.

18. There has been no resignation of statutory auditor during the year, accordingly clause 3(xviii) of the Order is not applicable to the Company.

19. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. The provisions of section 135 for corporate social responsibility are not applicable. Accordingly, reporting under clause 3(xx)(a) and 3(xx)(b) of the order is not applicable to the company.

21. As informed to us, company is not required to prepare consolidatedstandalone financial statements during the year, hence provisions of clause 3(xxi) of the order is not applicable to the company.

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

PLACE: Ahmedabad
DATE : 27-05-2026

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 260331894FGQY09853

Annexure 'B' to Independent Auditors' Report

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

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

We have audited the internal financial controls over the financial reporting of **Prospect Consumer Products Limited (Formerly Known as Prospect Commodities Limited)** ("the Company") as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

PLACE: Ahmedabad
DATE: 27-05-2026

Jayesh C. Sharedalal
(Partner)
Membership No.033189
UDIN: 260331894FGQY09853

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482
Balance sheet as at 31-03-2026

(Currency Indian Rupees in Lakhs)

Particulars	Note No.	As at 31-03-2026	As at 31-03-2025
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	613.55	532.35
Reserves and Surplus	3	2,416.94	1,732.47
Money Received Against Share Warrants	3(a)	175.00	129.92
		3,205.49	**2,394.74**
Non-Current Liabilities :			
Long term borrowings	4	185.10	33.22
		185.10	**33.22**
Current Liabilities :			
Short Term Provisions	5	101.40	57.41
Short Term Borrowings	6	1,032.50	488.18
Trade Payable:	7		
(A) total outstanding dues of micro enterprises and small enterprises; and		4.90	2.55
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		262.71	155.51
Other Current liabilities	8	30.32	20.62
		1,431.83	**724.26**
TOTAL		**4,822.41**	**3,152.22**
ASSETS			
Non - Current Assets			
Property, Plant and Equipment and Intangible asset	9		
Property, Plant and Equipment		274.12	342.99
Intangible Assets		25.47	31.93
Deffered tax assets	10	43.76	27.34
Non Current Assets	11	25.49	0.52
Long-term loans and advances	15	3.97	0.00
Other Non-Current Assets	12	33.22	33.16
		406.04	**435.94**
Current Assets			
Inventories	13	1,830.28	932.56
Trade Receivable	14	1,515.69	871.67
Short term loan and advances	15	8.43	641.56
Cash and Cash Equivalents	16	204.27	166.79
Other Current Assets	17	857.70	103.71
		4,416.38	**2,716.29**
TOTAL		**4,822.41**	**3,152.22**

Significant Accounting policies — **1**

The accompanying notes are integral part of financial statements — **2 to 32**

As per our report of even date

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

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

Jayesh C. Sharedalal
Partner
Membership No. 033189

Place : Ahmedabad
Date : 27-05-2026

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Place : Ahmedabad
Date : 27-05-2026

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 27-05-2026

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482
Statement of Profit and Loss Account for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

Particulars	Note No.	Year Ended 31-03-2026	Year Ended 31-03-2025
INCOME			
Revenue from Operations	18	5,753.79	3,099.11
Other Income	19	8.01	12.94
TOTAL INCOME		**5,761.80**	**3,112.05**
EXPENSES			
Cost of Material Consumed	20	2,624.38	1,417.68
Purchases of Stock-in-Trade	20(a)	2,389.45	1,053.37
Changes in Inventory	21	(152.58)	4.00
Employees Benefits Expenses	22	89.45	76.96
Depreciation and Amortization Expenses	9	143.69	97.97
Finance Costs	23	132.82	41.09
Other Expenses	24	180.43	142.07
TOTAL EXPENSES		**5,407.65**	**2,833.15**
Profit before tax		**354.15**	**278.90**
Tax Expenses :			
a) Current Income tax		109.13	76.59
b)(Excess)/Short provision of income tax for earlier years		15.46	0
c) Deferred Tax Expense / (Income)	10	(16.42)	(12.05)
Profit / (Loss) for the Period		**245.99**	**214.36**
Earning per equity share : Basic	26	**4.27**	**4.19**
Diluted	26	**4.01**	**4.03**

The accompanying notes are integral part of financial statements **2 to 32**

As per our report of even date

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

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

Jayesh C. Sharedalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN: L01400GJ2022PLC128482
Cash Flow Statement for the Year Ended 31-03-2026

(Currency Indian Rupees in Lakhs)

Particulars	Year Ended 31-03-2026	Year Ended 31-03-2026	Year Ended 31-03-2025	Year Ended 31-03-2025
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit/(loss) before tax		354.15		278.90
Adjustments for				
Depreciation & Amortization expense	143.69		97.97	
(Dividend received)	0.00		0.00	
(Profit)/Loss on sale of fixed assets	-4.40		-0.10	
Interest payments	105.18		41.09	
		244.47		138.96
Operating profit/(loss) before working capital changes		598.62		417.85
(Increase)/Decrease in Trade Receivables	(644.02)		(314.80)	
(Increase)/Decrease in Inventories	(897.72)		(379.04)	
(Increase)/Decrease in Other Current Assets	(753.99)		(57.57)	
(Increase)/Decrease in Other Non- Current Assets	(0.07)		0.00	
Increase/(Decrease) in Trade Payables	109.55		(15.91)	
(Increase)/Decrease in Loans & Advances	629.16		(252.28)	
Increase/(Decrease) in Borrowings	544.32		315.70	
Increase/(Decrease) in Other liabilities	(61.32)		(40.64)	
		(1074.08)		(744.55)
Cash Generated from operations		**(475.46)**		**(326.69)**
less : Taxes paid		(9.59)		(10.42)
NET CASH FROM OPERATING ACTIVITIES		**(485.05)**		**(337.12)**
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds from Sale of Fixed assets	15.80		0.25	
Increase in Investment	(24.97)		0.00	
Purchase of Fixed Assets-	(79.76)		(367.51)	
Dividend Received	0.00		0.00	
		(88.93)		(367.26)
NET CASH FROM INVESTING ACTIVITIES		**(88.93)**		**(367.26)**
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from long-term borrowings	324.71		360.69	
Repayment of long-term borrowings	(172.83)		(437.33)	
Proceeds from issue of share capital	0.00		556.80	
Proceeds from issue of share warrants	564.76		362.24	
Interest paid	(105.18)		(41.09)	
		611.46		801.31
NET CASH FROM FINANCING ACTIVITIES		**611.46**		**801.31**
NET CASH FLOWS		**37.48**		**96.93**
Cash & Cash Equivalents at the beginning of the period	**166.79**		**69.85**	
Total Cash & Cash Equivalents		**166.79**		**69.85**
Cash & Cash Equivalents at the end of the period		**204.27**		**166.79**

As per our report of even date

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

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

Jayesh C. Sharedalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

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

Notes to the financial statements for the year ended on 31st March 2026

CORPORATE INFORMATION:

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

1. SIGNIFICANT ACCOUNTING POLICIES:

i. Basis Of Preparation of financial statements:

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

ii. Revenue recognition:

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

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

iii. Segment Reporting:

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

iv. Use of estimates:

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

v. Property Plant & Equipment

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

a) Depreciation:

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

b) Intangible Assets:

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

vi. Taxation:

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

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

vii. Cash & Cash Equivalents:

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

viii. Earnings Per Share:

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

ix. Inventories:

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

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

b) Finished Goods: At cost or Net Realizable Value whichever is lower.

x. Provisions And Contingent Liabilities:

A provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources embodying economic benefits will occur to settle that obligation. The company recognises the provision on the basis of best available estimates. These estimates are reviewed at each reporting date to reflect the current situation. Contingent liabilities are not recognised in the financial statements and are disclosed by way of notes to accounts unless the possibility of an outflow of resources is remote. Contingent assets are not recognised or disclosed in the financial statements unless the realisation of income is virtually certain.

xi. Business Purchase:

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

xii. Borrowing Cost:

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that the company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to the Statement of Profit and Loss.

xiii. Employee Benefit Expenses:

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

xiv. Cash flow Statement:

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

xv. Impairment of Assets:

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

xvi. Prior period comparatives:

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

xvii. Leases:

Lease arrangements entered into by the Company primarily comprise operating leases for factory premises. Leases where the lessor effectively retains substantially all the risks and rewards incidental to ownership of the leased assets are classified as operating leases. Lease rentals in respect of operating leases are recognised in the Statement of Profit and Loss on a straight-line/accrual basis over the lease term unless the payments are structured to increase in line with expected general inflation. Assets taken on operating lease are not recognised in the books of account of the Company. Initial direct costs, if any, are recognised as an expense in the period in which they are incurred.

xviii. Foreign Currency Transactions:

(i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

(ii) Monetary items denominated in foreign currencies at the period/year-end are restated at period/year-end rates.

(iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

(iv) Premiums or discounts on forward contracts for hedging foreign currency transactions are amortized and recognised in the statement of profit and loss over the period of the contract.

xix. Government Grants:

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

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement as at 31-03-2026.

(Currency Indian Rupees in Lakhs)

NOTE : 2 -Share Capital :

Particulars	As at 31-03-2026	As at 31-03-2025
	Rs 'lakhs	Rs 'lakhs
Authorized Share Capital		
75,00,000 Equity shares of Rs. 10/- each	750.00	650.00
	750.00	**650.00**
Issued, Subscribed & Fully Paid Up Share Capital		
6135500 Equity shares of Rs. 10/- each	613.55	532.35
TOTAL	**613.55**	**532.35**

2.1 Terms/Rights attached to Equity Shares :

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

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

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

Particular	As at 31-03-2026		As at 31-03-2025	
	No. of shares	Rs 'lakhs	No. of shares	Rs 'lakhs
Equity Shares				
At the beginning of the period	5,323,500.00	532.35	4,090,500.00	409.05
Add : Equity shares alloted on Preferential basis	0.00	0.00	870,000.00	87.00
Add : Warrants converted into shares	812,000.00	81.20	363,000.00	36.30
Add: Share issued to Public	0.00	0.00	0.00	0.00
Less : Bought back during the period	0.00	0.00	0.00	0.00
At the end of the year	**6,135,500.00**	**613.55**	**5,323,500.00**	**532.35**

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

Particular	As at 31-03-2026		As at 31-03-2025	
	No. of shares	% holding of total shares	No. of shares	% holding of total shares
Name of Shareholders				
Vimal Sureshbhai Mishra	1,355,000.00	22.08%	1,280,000.00	24.04%
Priyanka Vimal Mishra	1,325,000.00	21.60%	1,265,000.00	23.76%
TOTAL	**2,680,000.00**	**43.68%**	**2,545,000.00**	**47.81%**

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

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

Promoters	As at 31-03-2026		As at 31-03-2025	
	No. of shares	% of total shares	No. of shares	% of total shares
Vimal Sureshbhai Mishra	1,355,000.00	22.08%	1,280,000.00	24.04%
Priyanka Vimal Mishra	1,325,000.00	21.60%	1,265,000.00	23.76%

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement as at 31-03-2026.

(Currency Indian Rupees in Lakhs)

NOTE : 3 : Reserves and Surplus :

Particulars	As at 31-03-2026	As at 31-03-2025
Securities Premium		
Opening	1,291.08	625.26
Add: Received during the year	438.48	665.82
Total Securities Premium	**1,729.56**	**1,291.08**
Surplus		
Opening Balance	441.39	227.03
Add: Profit/ Loss During the Year	245.99	214.36
Total Reserves	**687.38**	**441.39**
TOTAL	**2,416.94**	**1,732.47**

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

Particulars	As at 31-03-2026	As at 31-03-2025
Money Received Against Share Warrants	175.00	129.92
TOTAL	**175.00**	**129.92**

Issuance of Warrants and conversion of Warrants into Shares:

During the Year, the Company has undertaken the following transactions related to the issue of warrants and conversion of warrants into

shares: Issuance of Warrants
The Company has issued **7,00,000** warrants of ₹100 each, convertible into one equity share of INR 10 per share on which it has received the upfront money of ₹1,75,00,000 i.e. minimum 25% of the
issue price of the warrants, as required under applicable regulations. The warrants are convertible within a period of 18 months from the date of issuance. These warrants are convertible into equity shares under the terms and conditions outlined in the warrant issuance agreement.

Conversion of Warrants into Equity Shares
During the reporting period, **8,12,000** warrants were converted into equity shares at a conversion price of INR 64 per share, resulting in the issuance of 8,12,000 equity shares, increasing the paid-up equity share capital of the Company by INR 81,20,000 with a premium of INR 54 per share.

Impact on Equity
As a result of the above transactions, the total equity share capital of the Company has increased to INR 6,13,55,000 and the securities premium has increased by INR 4,38,48,000.

NOTE : 4 : Long Term Borrowings :

Particulars	As at 31-03-2026	As at 31-03-2025
Secured Loan		
ICICI Car Loan	32.31	33.22
(Secured against car for which loan taken & Repayable within a period of 69 months from the reporting date & bearing 9.30% rate of interest.The Company has not defaulted in repayment of principal or interest as at the reporting date.)		
Standard Chartered Term Loan		
(Secured against hypothecation of stocks and book debts on the entire current assets and bearing rate of interest at applicable MIBOR rate + 2.67% and of the three loans repayable within 20 months,26 months and 38 months respectively from the reporting date.Also the commercial property situated at Ahmedabad office along with the residential property owned by Vimal Mishra and the residential property at Gurgaon owned by Prakash Mishra and Seema Mishra have been mortgaged as security against the current loan.Besides that the personal guarantee has been given by Vimal Mishra,Priyanka Mishra,Prakash Mishra and Seema Mishra. The Company has not defaulted in repayment of principal or interest as at the reporting date.)	152.79	0.00
Unsecured, Repayable on Demand		
From Related Parties :	0.00	0.00
(Unsecured & Repayable after a period of 12 months from the reporting date & bearing NIL rate of interest) From Others:	0.00	0.00
TOTAL	**185.10**	**33.22**

NOTE : 5 : Short Term Provisions :

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Gratuity	4.68	2.34
Provision for Income-Tax	96.72	55.06
TOTAL	**101.40**	**57.41**

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement as at 31-03-2026.

(Currency Indian Rupees in Lakhs)

Note : 6 : Short- term Borrowings :

Particulars	As at 31-03-2026	As at 31-03-2025
(i) Loans repayable on		
demand From Banks	919.38	303.04
(Cash credit facility is primarily secured against inventories and debtors . It is repayable on demand and carries interest 10.10 % and the spread will be modified basis on TBILL(for 3 month) rate applicable on booking date.)		
From other parties	35.84	111.12
(ii) Current maturities of long-term borrowings	77.27	74.03
TOTAL	**1,032.50**	**488.18**

NOTE: 7: Trade payable

Particulars	As at 31-03-2026	As at 31-03-2025
Trade payable:		
(A) total outstanding dues of micro enterprises and small enterprises; and (Refer note no. 26.1)	4.90	2.55
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.]	262.71	155.51
TOTAL	**267.61**	**158.06**

Particulars	As at 31st March 2026				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSME	4.90				**4.90**
(ii)Others	262.13	0.59			**262.71**
(iii) Disputed dues — MSME					**0.00**
(iv) Disputed dues — Others					**0.00**

Particulars	As at 31st March 2025				
	Outstanding for following periods from due date of payment				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i)MSME	2.55				**2.55**
(ii)Others	155.51	0.00	0.00	0.00	**155.51**
(iii) Disputed dues — MSME					
(iv) Disputed dues — Others					

Note : 8 : Other Current liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Statutory Obligations	13.58	4.49
Interest accrued but not due on borrowings	1.58	0.00
Salary/remuneration payable	14.77	16.13
Creditors for capital goods	0.39	0.00
TOTAL	**30.32**	**20.62**

NOTE : 10 : DEFERRED TAX LIABILITIES/ASSETS COMPRISE :

Particulars	As at 31-03-2026	As at 31-03-2025
Deferred Tax Assets :		
Arising on account of timing difference in :		
Depreciation	15.84	11.68
Gratuity	0.59	0.37
Deferred Tax Income for the year	16.42	12.05
Net Deferred Tax Liability/(Assets) at the beginning of the year	27.34	15.29
Net Deferred Tax Liability/(Assets) at the end of the year	**43.76**	**27.34**

Note : 11 : Non Current Assets

Particulars	No of share	Cost (Rs.)	Market value(Rs.)	As at 31-03-2026	As at 31-03-2025
Investment in Shares					
Quoted Investments					
Tata Consumer Products Limited	60.00	52,185.60	60,888.00	0.52	0.52
Other Investments					
Term Insurance (ULIP policies for directors)				24.97	0.00
TOTAL				**25.49**	**0.52**

Based on the management's assessment as at the reporting date, no impairment is considered necessary.

Note: 12: Other Non-Current Assets:

Particulars	As at 31-03-2026	As at 31-03-2025
Security Deposit	33.22	33.16
TOTAL	**33.22**	**33.16**

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes Forming Part of Financial Statement as at 31-03-2026.

(Currency Indian Rupees in Lakhs)

Note: 13: Inventories:

Particulars	As at 31-03-2026	As at 31-03-2025
Finished Goods	170.57	17.99
Packing Material	37.89	30.15
Raw Material	1,621.82	884.41
TOTAL	**1,830.28**	**932.56**

NOTE : 14: Trade Receivables :

Particulars	As at 31-03-2026	As at 31-03-2025
(Unsecured and considered good) Trade Receivables :		
(a) outstanding for period less than 6 months	1,047.29	810.30
(b) outstanding for a period more than 6 months	468.41	61.37
TOTAL	**1,515.69**	**871.67**

Trade Receivables Ageing Schedule

Particulars	As at March 31, 2026					
	Outstanding for following periods from due date of payment					
	Less than 6 mths	6 mths-1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	1,047.29	194.79	236.41	37.20	0.00	**1,515.69**
(ii) Undisputed Trade Receivables — considered doubtful						
(iii) Disputed Trade Receivables considered good						
(iv) Disputed Trade Receivables considered doubtful						

Trade Receivables Ageing Schedule

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

NOTE : 15 : Loans and Advances :

Particulars	As at 31-03-2026	As at 31-03-2025
Long term loans and advances		
Capital advances	3.97	0.00
TOTAL	**3.97**	**0.00**
Short term loans and advances		
(Unsecured and considered good)		
Advances recoverable in cash or in kind	0.00	636.67
Advance to Others	2.00	1.73
Advance to Employee	6.43	3.17
TOTAL	**8.43**	**641.56**

NOTE : 16 : Cash and Cash Equivelents :

Particulars	As at 31-03-2026	As at 31-03-2025
Balance with banks:		
- On Current account	150.29	81.53
- Bank Overdraft	0.00	0.07
- Other Bank Balances	0.15	1.12
Deposit with original maturity for more than 3 months but less than 12 months	29.66	59.72
Cash on hand	24.16	24.35
TOTAL	**204.27**	**166.79**

Note : 17: Other Current Assets:

Particular	As at 31-03-2026	As at 31-03-2025
Balance with Government Authorities	144.45	102.15
Advances to suppliers	711.71	0.00
Prepaid Expenses	1.54	1.56
TOTAL	**857.70**	**103.71**

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

Note :9 : Property , Plant and Equipment and Intangible Assets: **(Currency Indian Rupees in Lakhs)**

Item	Gross Block				Depreciation / Amortization				Net Block	
	As at 01-04-2025	Addition	Deletions/ Adjustments	As at 31-03-2026	Upto 31-03-2025	For the year	Deletions/ Adjustments	Up to 31-03-2026	As on 31-03-2026	As on 31-03-2025
Tangible Assets:										
Office Equipment	12.13	5.88	0.00	18.01	5.33	4.03	0.00	9.36	8.65	6.80
Computer	1.26	0.13	0.00	1.38	0.96	0.23	0.00	1.19	0.20	0.30
Office Building	69.74	0.85	0.00	70.59	5.83	16.88	0.00	22.71	47.88	63.91
Plant and Machinery	336.00	44.97	15.80	365.18	108.28	102.06	4.40	205.95	159.23	227.72
Motor Cars	54.01	0.00	0.00	54.01	14.38	12.38	0.00	26.76	27.25	39.63
Furniture	8.61	0.00	0.00	8.61	3.99	1.20	0.00	5.18	3.43	4.63
Solar Panel	0.00	27.93	0.00	27.93	0.00	0.46	0.00	0.46	27.48	0.00
Subtotal	**481.76**	**79.76**	**15.80**	**545.72**	**138.77**	**137.24**	**4.40**	**271.60**	**274.12**	**342.99**
Previous year	114.39	369.89	2.52	481.76	56.79	81.97	0.12	138.77	342.99	576.00
Intangible Assets:										
Goodwill	79.51	0.00	0.00	79.51	47.70	6.36	0.00	54.06	25.44	31.80
Computer Software	0.50	0.00	0.00	0.50	0.38	0.10	0.00	0.47	0.03	0.12
Subtotal	**80.01**	**0.00**	**0.00**	**80.01**	**48.08**	**6.46**	**0.00**	**54.54**	**25.47**	**31.93**
Previous year	80.01	0.00	0.00	80.01	32.08	16.00	0.00	48.08	31.93	47.92
Grandtotal	**561.76**	**79.76**	**15.80**	**625.73**	**186.85**	**143.69**	**4.40**	**326.14**	**299.59**	**374.92**
Previous year	194.40	369.89	2.52	561.77	88.88	97.97	0.12	186.85	374.92	623.92

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

NOTE : 18: Revenue from Operations :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Sales of Product :		
Trading Income	2,068.90	1,305.06
Processing Income	3,684.89	1,794.05
TOTAL	**5,753.79**	**3,099.11**

NOTE : 19 : Other Income

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Interest Income	3.10	3.41
Discount Income	0.31	2.72
Profit on sale of Machinery	4.40	0.10
Freight Income	0.20	0.04
Other Income	0.01	5.65
Conversion Difference	0.00	1.02
TOTAL	**8.01**	**12.94**

NOTE : 20 : Cost of Material Consumed :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Cost of Material Consumed :-		
Inventory at the beginning of the year	914.57	531.53
Add: Purchases	5,758.72	2,829.92
Add: Purchase related expenses	0.26	24.17
	6,673.54	**3,385.62**
Less: Inventory at the end of period	1,659.71	914.57
Total	**5,013.83**	**2,471.05**

20(a)* Cost of material consumed includes Purchases of Stock-in-Trade of Rs. ('Lacs) 2389.45

NOTE: 21: Changes in inventories:

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Inventory at the beginning of the year (finished goods)	17.99	21.99
Inventory at the end of the year(Finished Goods)	170.57	17.99
Changes in inventories	**(152.58)**	**4.00**

NOTE : 22 : Employee Benefit Expenses :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Salaries, wages and bonus	49.69	31.40
Contribution to Provident and other funds	4.48	3.65
Staff Welfare	0.03	2.91
Director Remuneration	35.24	39.00
TOTAL	**89.45**	**76.96**

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

NOTE : 23 : Finance Costs :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Interest Expenses	105.18	41.09
Other Borrowing Costs	27.54	0.00
Net Gain/Loss on Foreign Currency Transactions	0.10	0.00
TOTAL	**132.82**	**41.09**

NOTE : 24 : Other Expenses :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Administrative & Office Expenses	27.43	26.08
Printing, Stationery & Courier	1.50	8.12
Production & Factory Related Expenses	52.82	26.51
Professional & Consultancy Fees	21.52	20.78
Repairs, Maintenance & AMC	1.42	7.58
Selling & Marketing Expenses	12.49	0.27
Software & Communication Expenses	0.94	0.58
Taxes, Duties & Penalties	0.27	5.15
Testing, Designing & Rating	0.35	0.45
Transportation, Freight & Travelling	27.29	32.48
Interest on late payment of statutory dues	8.31	0.01
Director's Sitting Fees	1.50	1.50
Sundry balances written off	1.73	0.00
Bad debts	15.06	0.00
Miscellaneous expenses	1.33	0.00
Bank Charges	1.39	7.18
Payments to the auditor (Note 25)	5.09	5.39
Grand Total	**180.43**	**142.07**

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

NOTE : 25 :Payments to the auditor :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
(a) as auditors	3.00	3.00
(b) for taxation matters	0.50	0.50
(c) for other services	1.59	1.89
TOTAL	**5.09**	**5.39**

NOTE : 26 : Particulars of Earning Per Share as per AS-20 issued by ICAI :

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Net Profit/(Loss) after Tax for the Year attributable to Equity Shareholders	245.99	214.36
Weighted Average Number of Equity Shares (Nos)	5,758,514	5,117,116.00
Basic Earnings Per Share (in Rs.)	₹ 4.27	₹ 4.19
Diluted Earnings per share (in Rs.)	₹ 4.01	₹ 4.03

NOTE : 27 : Certain Additional Disclosures

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

Sr. No	Particulars	Year ended 31-03-2026	Year ended 31-03-2025
1	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	4.90	Nil
2	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	Nil	Nil
3	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
4	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
5	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	Nil	Nil
6	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	Nil	Nil
7	Further interest remaining due and payable for earlier years	Nil	Nil

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

27.3 : There are no significant events, which have taken place post 31-03-2026 up to the date of adoption of financial statement by the board of Director that requires to be adjusted.

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

NOTE : 28: Disclosures of Related Party Transactions as per AS-18 issued by ICAI

a) Name of Related Party & Nature of Relationship :

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

b) Transactions with Related Parties during the period :

Particulars	KMP	Total
Loan taken	0.00	0.00
(Previous period)	1.59	1.59
Loans Repaid	0.00	0.00
(Previous period)	3.93	3.93
Director remuneration	35.24	35.24
(Previous period)	39.00	39.00
Reimbursement	44.11	44.11
(Previous period)	1.83	1.83

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

Particulars	KMP	Concern in which Directors have Control	Total
Loans and Borrowings	0.00	0.00	0.00
(Previous period)	0.00	0.00	0.00
Creditors for Remuneration	14.77	0.00	14.77
(Previous period)	16.13	0.00	16.13
Sales of Goods (Debtors)	0.00	0.00	0.00
(Previous period)	0.00	0.00	0.00

NOTE : 29 : Foreign Exchange Transactions :
29.1 Value of imports and value of raw materials, stores, spares parts and packing material consumed

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Purchase of raw materials and traded goods	4.09	219.37
TOTAL	**4.09**	**219.37**

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

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

29.4 : Earning on account of export

Particulars	Year ended 31-03-2026	Year ended 31-03-2025
Export sales	0.00	38.86
TOTAL	**0.00**	**38.86**

Prospect Consumer Products Limited (Formerly known as : Prospect Commodities Limited)
Notes forming part of Financial Statement for the year ended 31-03-2026

(Currency Indian Rupees in Lakhs)

NOTE : 30: Employee benefits

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

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

Statement of profit and loss

Net employee benefit expense recognized in the employee cost:

Particulars	As at 31st march 2026	As at 31st march 2025
Current service cost	1.57	1.17
Net Interest Cost	0.16	0.06
Actuarial (Gains)/Losses	0.61	0.25
Net benefit expense	2.33	1.48
Balance sheet		
Benefit asset/(liability)		
Opening Net Liability	-2.34	-0.86
Present value of defined benefit obligation	-2.33	-1.48
Fair value of plan assets	0.00	0.00
Present value of defined benefit obligation	-4.68	-2.34

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

Particulars	As at 31st march 2026	As at 31st march 2025
Opening defined benefit obligation	2.34	0.86
Current Service Cost	1.57	1.17
Net Interest Cost	0.16	0.06
Actuarial (Gains)/Losses	0.61	0.25
Closing defined benefit obligation	4.68	2.34

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

Particulars	As at 31st march 2026	As at 31st march 2025
Discount rate	7.35% p.a.	6.80% p.a.
Expected rate of return on assets	N.A.	N.A.
Salary Escalation Rate	7%	7%
Mortality	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012 14 (Urban)

Prospect Consumer Products Limited
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CIN:L01400GJ2022PLC128482
Notes Forming Part of Financial Statement as at 31-03-2026.

NOTE : 30 : Analysis Of Significant Financial Ratios:

Particulars	Numerator	Denominator	Numerator	Denominator	2025-26(%)	2024-25(%)	Change in Ratio (%)	Explanation if deviation is more than 25%
Current Ratio	Current assets	Current liabilities	4,416.38	1,431.83	3.08	3.77	-18%	NA
Debt-Equity Ratio	Total debt	Equity	1,217.60	3,205.49	0.38	0.22	73%	Companies debts has increased in current year and also the shareholder's fund has increased but not to the extent of debt so the ratio has increased.
Debt Service Coverage Ratio	Profit before Interest &Tax	Debt Service	486.97	182.45	2.67	3.04	-12%	NA
Return on Equity Ratio	Net profit -Preferred Dividend	Shareholder equity	245.99	3,205.49	7.67%	9.00%	-15%	NA
Inventory turnover ratio	Sales	Average Inventory	5,753.79	1,381.42	4.17	4.17	0%	NA
Trade Receivables turnover ratio	Net Sales	Average Accounts Receivables	5,753.79	1,193.68	4.82	4.34	11%	NA
Trade payables turnover ratio	Net Purchase	Average trade payable	5,758.72	212.84	27.06	17.37	56%	Trade payables turnover ratio has increased due to shorter repayment cycle and more frequent settlements with suppliers.
Net capital turnover ratio	Net sales	Working Capital	5,753.79	2,984.55	1.93	1.56	24%	NA
Net profit ratio	Net Profit	Net Sales	245.99	5,753.79	4%	7%	-39%	Decrease in net profit ratio may indicate improved consistency in business operations and better cost control by management.It can also result from stable sales,pricing policies and operating expenses over the year.Overall, it reflects greater stability and predictability in profitability.
Return on Capital employed	Earning before Interest and Taxes	Capital employed	486.97	3,390.58	0.14	13%	10%	NA
Return on investment	Income from Investment	Average Cost of Investment	0.00	0.52	1%	0.89%	7%	NA

Prospect Consumer Products Limited
(Formerly known as : Prospect Commodities Limited)
CIN:L01400GJ2022PLC128482
Notes Forming Part of Financial Statement as at 31-03-2026.

NOTE 32 : Additional Regulatory Information as required by Schedule III of the Companies Act, 2013

a)All Title deeds of Immovable Property held in the name of the Company.

b) Whether the Company has revalued its Property, Plant and Equipment - Company has not revalued its Property, Plant and Equipment.

c) The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties, either severally or jointly with any other person.

d) During the year there is no capital work-in-progress hence ageing schedule is not applicable.

e) During the year there is no intangible assets under development hence ageing schedule is not applicable.

f) There is no proceedings that have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

g) The company has availed borrowings from banks or financial institutions against the security of stock and has been submitting quarterly returns/statements of stock to them. The discrepancies between the stock details submitted and the records as per the books of accounts are not more than 10%.

h) The company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

i) As the company is not a willful defaulter it is not having any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

j) During the year there were charges or satisfaction of charges registered with Registrar of Companies:

Registration of charges or satisfaction with Registrar of Companies	Statutory period of Registration	Actual date of registration	Reason if Charge is registered beyond statutory period
Creation of charge - Standard Chartered Bank	30 days i.e. 28-05-2025	08/05/2025	No delay
Creation of charge - Standard Chartered Bank	30 days i.e. 28-05-2025	08/05/2025	No delay
Modification of charge - Standard Chartered Bank	30 days i.e. 10-01-2026	23/12/2025	No delay
Satisfaction of charge - ICICI Bank	30 days i.e. 02-07-2025	02/07/2025	No delay
Satisfaction of charge - ICICI Bank	30 days i.e. 03-07-2025	02/07/2025	No delay
Satisfaction of charge - ICICI Bank	30 days i.e. 03-07-2025	01/07/2025	No delay
Satisfaction of charge - Hero Fincorp Limited	30 days i.e. 14-08-2025	12/08/2025	No delay

k) Provisions of clause (87) of section 2 of the act read with Companies (Restriction on number of Layers) Rules, 2017 regarding compliance with number of layers of companies is not applicable to the company.

l) Details of ratios provided in NOTE 31.

m) During the year the company has not proposed any Scheme of Arrangements in terms of Section 230 to 237 of the Companies Act,2013

n) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

o) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

p) During the year the company is not having any unrecorded transactions that are surrendered or disclosed as income during tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961) and there is no previously unrecorded income and related assets that have been properly recorded in the books of accounts during the year.

q) Provisions of section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility is not applicable to the company.

r) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

As per our report of even date

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

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

Jayesh C. Sharedalal
Partner
Membership No. 033189

Vimal Sureshbhai Mishra
Managing Director
DIN 06820041

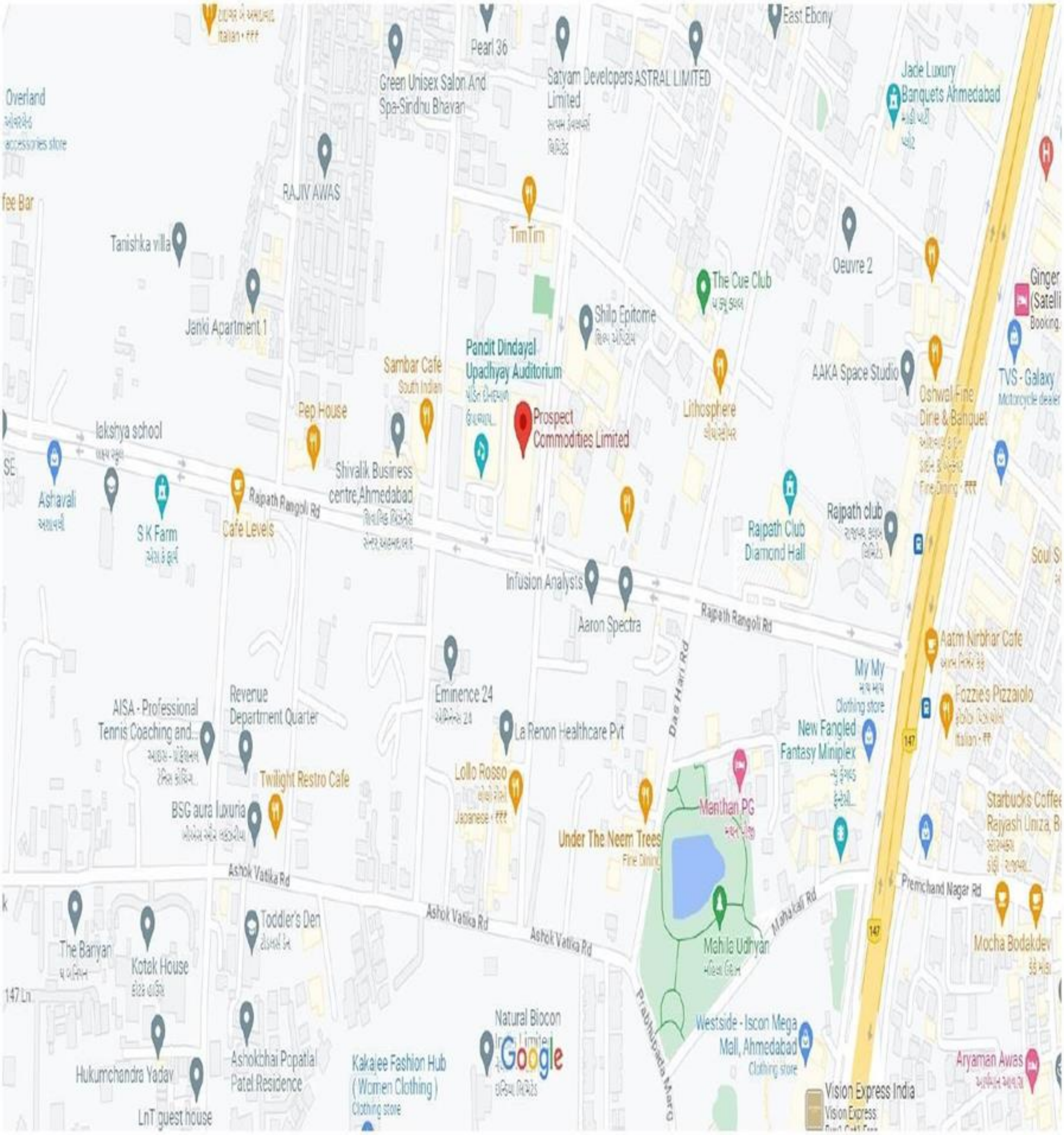
Priyanka Vimal Mishra
Director
DIN 09459276

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

Place : Ahmedabad
Date : 27-05-2026

ROUTEMAP FOR AGM



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PROSPECT

PROSPECT CONSUMER PRODUCTS LIMITED

CIN: L01400GJ2022PLC128482

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