

NOTICE

Notice is Hereby Given That the Thirty Third Annual General Meeting of **PRABHAT SECURITIES LIMITED** will be held at 'SATYAM', 4/276, Parwati Bagla Road, Kanpur 208002 on Saturday, 26th September 2015 at 11:00 A.M. to transact the following business:

▪ **ORDINARY BUSINESS**

1. To receive, consider and adopt the financial statements of the Company for the year ended on 31st March, 2015 including the audited Balance Sheet as on 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. Re-appoint Mr. Guljhari Lal Sharma (DIN 00451143), Director of the Company who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

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

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

▪ **SPECIAL BUSINESS**

4. Ratification of the appointment of Mr. Rama Kant Kushwaha (DIN 02237714), Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of section 196,197,203 and other applicable provisions, if any, of the companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the limits specified in schedule V of the said Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Consent and approval of the Company be and is hereby accorded to ratify Mr. Rama Kant Kushwaha as the Managing Director of the company who was appointed by board of director by passing resolution on 20th March 2015 for 5 Years on such terms and conditions including Rs. 13,000.00 (Rupees Thirteen Thousand only due to inadequacy of profit as per Section 197(3) of the Companies Act,2013) remuneration as approved by the nomination and remuneration committee constituted under section 178 of the said Act in its meeting held on 25th May 2015 ,with liberty to the Board to alter and vary the terms and conditions including the remuneration so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013, including any statutory

modifications(s) or re- enactment(s) thereof for the time being in force or any amendments or modifications that may thereafter be made by the central Government."

FURTHER RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr. Rama Kant Kushwaha (holding DIN 02237714), by making his office liable to retire by rotation.

FURTHER RESOLVED THAT the remuneration as mentioned above, in the event of loss or inadequacy of profits in any financial year comprised in the aforesaid terms of appointment, shall not exceed the maximum permissible limit as prescribed under Part II of Schedule V of the Companies Act, 2013 or subject to the previous approval of Central Government, if required. Managing Director shall carry out such duties as may be entrusted to him by the Board of Directors, subject to the supervision of the Board of directors and he shall also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors.

FURTHER RESOLVED THAT Ms. Divya Gupta, Company Secretary of the company be and is hereby authorized to file all the statutory forms or related documents for seeking its approval for appointment of Mr. Rama Kant Kushwaha as Managing Director of the company for the term as prescribed in this resolution on such remuneration as be fixed by the Nomination and Remuneration Committee in its meeting and the Board of Directors of the company be and hereby authorized to revise, alter or vary the remuneration including perquisites in such manner as it may consider proper from time to time subject to the limits as laid down in Schedule V read with other applicable provisions of the Companies Act, 2013 or any amendment(s) or modification(s) thereof for the time being in force and to do all such acts and things incidental thereto."

5. Regularisation of Mr. Krishna Kamal Prasad (DIN 07025841) as Director (Independent)

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment & Qualification of Director)Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Krishna Kumar Prasad (DIN 07025841), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 20, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 26, 2015."

6. Regularisation of Mr. Amit Soni (DIN 06780882) as Director (Independent)

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment & Qualification of Director)Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amit Soni (DIN 06780882), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on March 20, 2015 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 26, 2015.”

7. Regularisation of Mrs. Vandana Sharma (DIN 00954155) as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment & Qualification of Director)Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force), Mrs. Vandana Sharma (DIN 00954155) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on March 20, 2015 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from her along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

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

Registered Office:

‘SATYAM’, 4/276, Parwati Bagla
Road, Kanpur, Uttar Pradesh - 208002

Date: 30/05/2015

Divya Gupta
(Company Secretary)

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested that In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members of the Company will remain closed on September 21st, 2015 to 26th September, 2015 (Book Closure Date) for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies will serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Maheshwari Datamatics Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
11. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the listing agreement, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on September 26, 2015.

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

14. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on September 26, 2015 and are provided in Annexure A of this Notice.

15. Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.09.2015 from 09.00 A.M and ends on 25.09.2015 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).

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

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

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

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

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

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholder
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
8. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 21th September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
9. Mr. Anurag Fatehpuria, Practising Company Secretary, Kolkata, C.P. No. 3447 have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
10. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed, i.e. Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT

PURSUANT TO

SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Board of Directors of the Company, at their meeting held on 20th March 2015 has appointed subject to the approval of members in general meeting, Mr. Rama Kant Kushwaha (holding DIN 02237714) as Managing Director of the Company (Designated as Managing Director) of the Company (not retiring) for a period of Five years with effect from the date of appointment i.e., from 20th march 2015 on such terms and conditions decided by Board of Director in their meeting. Due to inadequacy of profit, the Nomination and Remuneration committee constituted under section 178 of the said Act in its meeting held on 25th May 2015 decided to revise the remuneration of Rs. 13,000.00 (Rupees Thirteen Thousand only), with liberty to the Board to alter and vary the terms and conditions including the remuneration so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013, including any statutory modifications(s) or re-enactment(s) thereof for the time being in force or any amendments or modifications that may thereafter be made by the central Government."

Except Mr. Rama Kant Kushwaha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

ITEM NO. 5

Mr. Krishna Kumar Prasad (DIN 07025841), who was appointed as an Additional (Independent) Director of the Company with effect from March 20, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Krishna Kumar Prasad holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent Director. The Company has received a Notice from him in writing proposing his candidature for the office of Director.

Mr. Krishna Kumar Prasad has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act along with requisite deposit under Section 160 of the Act.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for appointment of Mr. Krishna Kumar Prasad as an Independent Director, not liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Krishna Kumar Prasad, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

ITEM NO. 6

Mr. Amit Soni (DIN 06780882) was appointed as an Additional (Independent) Director of the

Company with effect from March 20, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Amit Soni holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Independent Director. The Company has received a Notice from a Member in writing proposing his candidature for the office of Director.

Mr. Amit Soni has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act along with requisite deposit under Section 160 of the Act.

Accordingly, the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for appointment of Mr. Amit Soni as an Independent Director, not liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mr. Amit Soni, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

ITEM NO.7

Mrs. Vandana Sharma (DIN 00954155) was appointed as an Additional Director of the Company with effect from March 20, 2015 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Vandana Sharma holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from her in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mrs. Vandana Sharma as a Director, liable to retire by rotation.

A statement containing his profile is given as per Annexure 1.

Except Mrs. Vandana Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

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

Registered Office:

'SATYAM', 4/276, Parwati Bagla
Road, Kanpur 208002

Date: 30/05/2015

Divya Gupta
(Company Secretary)

ANNEXURE 1

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

Particulars	Re-appointment	Regularisation			
Name of Director	Mr. Guljhari Lal Sharma	Mr. Rama Kant Kushwaha	Mr. Krishna Kamal Prasad	Mr. Amit Soni	Mrs. Vandana Sharma
DIN	451143	2237714	7025841	6780882	954155
Date of Birth	19th February 1944	10th June 1970	26th August 1956	1st July 1976	9th July 1968
Date of Appointment/Re-appointment	12th January 1994	06th December 2008	20th March 2015	20th March 2015	20th March 2015
Qualification	M.A., M.COM., LLB	Graduation	Graduation	FCA	Matriculation
Expertise in specific functional Area	<p>Mr. Guljhari Lal Sharma is our Promoter and Senior Director. He has been associated with our Company since January, 1994 and is responsible for the overall working of our Company, its strategy and expansion. He holds M.A., M.Com, LLB degrees. He has about < 45 years of experience in the Financial sector. He is also the Chairman and director of M/s Prabhat Financial Services Limited, Member of Bombay Stock Exchange (BSE) & National Stock Exchange (NSE).</p>	<p>Mr. Ramakant Kushwaha is a Managing Director in our Company. He has been associated with our Company since December, 2008 and oversees operational and functional areas of our Company. He holds a bachelor's degree from Kanpur University. He has about 16 years of experience.</p>	<p>Mr. Krishna Kamal Prasad is an independent Director of our Company. He has been associated with our Company since March, 2015. He is a graduate. He has about 30 years of experience. Presently He is engaged in Mining and stone Crushing business in Bihar.</p>	<p>Mr. Amit Soni is an independent Director of our Company. He has been associated with our Company since March, 2015. He is a member of institute of Chartered Accountants of India (ICAI) and is a Practicing Chartered Accountant. He has about 10 years of experience.</p>	<p>Mrs. Vandana Sharma is a Non-Executive Director of our Company. She has been associated with our Company since March, 2015. She is a housewife.</p>

List of other public limited companies in which Directorship held	TWO	NIL	NIL	NIL	NIL
Membership/C hairmanships of Committees of other Public Companies (includes only Committee Stakeholders Relationship Committee)	NIL	NIL	NIL	NIL	NIL
Shareholding/% in the Company	15000	NIL	NIL	NIL	NIL

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company's website i.e. www.prabhatsecuritiesltd.com To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses by sending e-mail to prabhatsecurities@gmail.com with subject as 'E-mail for Green Initiative' mentioning their Folio No. / Client ID. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through their concerned Depository Participant(s).

PRABHAT SECURITIES LIMITED

Registered Office: 'SATYAM', 4/276, Parwati Bagla Road, Kanpur 208002

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT 'SATYAM', 4/276, PARWATI BAGLA ROAD, KANPUR 208002

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO No. :

DP. ID :

Client ID :

I hereby record my presence at the ANNUAL GENERAL MEETING at 'Satyam', 4/276, Parwati Bagla Road, Kanpur 208002 on Saturday the 26th September , 2015 at 11.00A.M.

Signature of the Member or Proxy

No. of Shares held

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	L22022UP1982PLC005759
Name of the Company	Prabhat Securities Limited
Registered Office	'Satyam', 4/276, Parwati Bagla Road, Kanpur 208002
Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / Client ID	
DP ID	

I / we, being the shareholder(s) of shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

(p.t.o)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Saturday the 26th September, 2015 at 11.00 am at 'Satyam', 4/276, Parwati Bagla Road, Kanpur 208002 and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.

1	To Adopt the Financial Statement of the Company for the Year ended 31st March 2015.	5	To Regularise Mr. Krishna Kamal Prasad (DIN 07025841), Director (Independent) of the Company.
2	To Re- appoint Mr. Guljhari Lal Sharma (DIN 00451143), Director of the Company.	6	To Regularise Mr. Amit Soni (DIN 06780682), Director (Independent) of the Company
3	To Ratify the appointment of Auditor of the Company, M/s Kamal Gupta & Associates, Kanpur.	7	To Regularise Mrs. Vandana Sharma (DIN 00954155), Director of the Company
4	To Ratify the appointment of Mr. Rama Kant Kushwaha (DIN 02237714), Managing Director of the Company	8	-

Signed this day of 2015.

Signature of shareholder :



Signature of Proxy holder(s) :

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.