

PRABHHANS INDUSTRIES LIMITED

CIN L70200TG1993PLC016389

(Formerly known as SEA GOLD INFRASTRUCTURE LIMITED)

Regd. Office: Plot No.270E/A, MCH No.985, Road No.10, Jubilee Hills,
Hyderabad, Telangana-500033

Corporate Office: House No. 248, Karta Ram Gali, Ghass Mandi,
Chaura Bazar, Ludhiana, Punjab - 141008

Phone No. +91-40-23544558, Fax: +91-40-23544558

Email: seagoldacqa@gmail.com, Website: www.seagoldaqua.com

To,

Date: 08th September, 2023

The Manager, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001	Symbol: PRABHHANS Scrip Code: 530361
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Subject: Notice of the 29th Annual General Meeting ('AGM') and Annual Report for the Financial Year 2022- 23

Dear Sir/ Madam,

It is to inform you about the 29th Annual General Meeting ('AGM') of M/s Prabhans Industries Limited (the 'Company') scheduled to be held on Saturday, September 30th, 2023, at 04:00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), to transact the business as set forth in the Notice of the AGM.

Pursuant to Regulation 34 and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Annual Report for the financial year 2022-23, comprising Notice for the 29th AGM and Audited Financial Results of the Company for the financial year 2022-23 along with Auditor's Reports thereon, Director's Report, and other reports required to be annexed thereto, is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 29th AGM along with Annual Report for the financial year 2022-23 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by CDSL. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Wednesday, 27 th September at 09:00 A.M.
The remote e-voting period ends on	Friday, 29 th September at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.

Thanking you,
Yours faithfully,

For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

SATNAM
SINGH

Digitally signed by
SATNAM SINGH
Date: 2023.09.08
16:43:46 +05'30'

Satnam Singh
Director
DIN: 09526002

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PRABHHANS INDUSTRIES LIMITED

(FORMERLY KNOWN AS SEA GOLD INFRASTRUCTURE LIMITED)

29TH ANNUAL REPORT:- 2022-2023

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CORPORATE INFORMATION

BOARD OF DIRECTORS	Ms. Parminder Kaur	Non-Executive Director
	Mr. Satnam Singh	Managing Director
	Mr. Sunny Aggarwal	Independent Director
	Ms. Harjot Kaur Chawla	Non-Executive Director
	Ms. Jaspreet Singh	Non-Executive & Independent Director

AUDIT COMMITTEE	Ms. Jaspreet Singh	(Chairman, Independent Director)
	Mrs. Parminder Kaur	(Member, Non-Executive director)
	Mr. Satnam Singh	(Member, Executive Director)

NOMINATION & REMUNERATION COMMITTEE	Ms. Jaspreet Singh	(Chairman, Independent Director)
	Mrs. Parminder Kaur	(Member, Non-Executive Director)
	Ms. Harjot Kaur Chawla	(Member, Non-executive Director)

STAKEHOLDER RELATIONSHIP COMMITTEE	Ms. Jaspreet Singh	(Chairman, Independent Director)
	Ms. Parminder Kaur	(Member, Non-Executive Director)
	Ms. Harjot Kaur Chawla	(Member, Non-executive Director)

COMPANY SECRETARY & COMPLIANCE OFFICER Ms. Riddhi Suresh Badiyani (Resigned w.e.f. 06th May, 2022)

Mr. Akash Singh

(Resigned w.e.f. 22nd July 2022)

Mr. Amit Kumar Sodhani (Appointed w.e.f. 22th July, 2022)

CHIEF FINANCIAL OFFICER

Mr. Srinivas Jakkani

(Resigned w.e.f. 06th May, 2022)

Mr. Satnam Singh (Appointed w.e.f. 06th May, 2022)

AUDITORS

M/s Kapish Jain & Associates (Chartered Accountants)

Office: 504, B-Wing Statesman House-148, Barakhamba Road, New Delhi – 110001

E-mail Id: Kapish@cakja.com

BANKERS

1) HDFC Bank Limited

H.No. 8-3-168/E2/152, Krishna Kunj,

Motinagar, Hyderabad – 500 018

2) Andhra Bank, Ramanthapur Branch

Hyderabad Public School Campus,
Hyderabad

– 500 013

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REGISTERED OFFICE ADDRESS Plot No.270e/A, Mch No.985 Road No.10, Jubilee Hills, Hyderabad, Telangana 500033 India

CORPORATE OFFICE ADDRESS House No. 248, Karta Ram Gali Ghass Mandi,Chaura Bazar, Ludhiana, Punjab 141008 India

E-MAIL seagoldacqa@gmail.com

Website www.seagoldaqua.com

CIN L70200TG1993PLC016389

REGISTRARS & SHARE TRANSFER AGENTS M/s. Venture Capital and Corporate Investments Private Limited
12-10-167, Bharat Nagar, Hyderabad-18, Telangana, Email: info@vccilindia.com

STOCK EXCHANGE BSE Limited

ISIN INE428P01013

SECRETARIAL AUDITOR M/s Vikas Verma & Associates (Company Secretaries)

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NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of M/s. **Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited)** will be held on Saturday, 30th day of September 2023 at **04:00 P.M.** (IST) through Video Conferencing (“VC”)/Other Audio- Visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

Item No. 02: Appointment of Mr. Parminder Kaur (DIN: 09525971), Who Retires by Rotation, And Being Eligible, Offers Herself For re-appointment;

To appoint a Director in place of Mr. Parminder Kaur (DIN: 09525971) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment”

SPECIAL BUSINESS:

Item No. 3 – Regularisation of Mr. Harjot Kumar Chawla (DIN: **09523946**) as a Non-Executive Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of Companies Act, 2013, the rules made thereunder and Securities and Exchange Board of India (Listing Obligations Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the recommendation of Nomination and Remuneration Committee, **Mr. Harjot Kumar Chawla (DIN: 09523946)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Director with effect from 3rd October, 2022, be and is hereby appointed as an Non-Executive Director of the Company, liable to retire by rotation w.e.f. 03rd October 2022 to October 02nd 2027.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Item No. 4– Regularisation of Ms. Jaspreet Singh (DIN: 09523955) as Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Ms. Jaspreet Singh (DIN: 09523955)**, who was appointed as an Additional Director of the Company, categorized as Independent Director, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee w.e.f. 03rd October 2022 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby regularized as Independent Director of the Company, for a period of five years w.e.f. 03rd October 2022 to 02nd October 2027 not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to sign and file the requisite e-forms filed with the Registrar of Companies & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution.”

Item No. 5– Regularisation of Mr. Sunny Aggarwal (DIN: 10237154) as Independent Director of the Company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **Mr. Sunny Aggarwal (DIN: 10237154)**, who was appointed as an Additional Director of the Company, categorized as Independent Director by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee w.e.f. 13th July 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby regularised as Independent Director of the Company, for a period of five years w.e.f 13th July 2023 to 12nd July 2028 not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to sign and file the requisite e-forms filed with the Registrar of Companies & to do all such acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution.”

Item No. 06: To Approve the Appointment of Mr. Satnam Singh (DIN: 09526002) as Managing Director of the Company:

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules framed in this behalf and Regulation 17 and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to approve the appointment of Mr. Satnam Singh (DIN: 09526002) as a Managing Director of the Company for a period of 5 years w.e.f. 07th September, 2023 and said appointment shall not be subject to retirement of Directors by rotation and also on such remuneration along with other terms and conditions as recommended by Nomination and Remuneration Committee which has been also been approved by the Board of Directors of the Company in their meeting dated 07th September, 2023 and brief of same are as below:

Designation: Managing Director.

Term of Appointment: 5 years from 07th September, 2023 to 06th September 2028.

Remuneration: Upto 5% of the financial year’s net profit, an annual Cost to Company basis which includes Basic Salary, Perquisites and other allowance/benefits as may be decided by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee, from time to time, subject to the overall limits as specified under the Companies Act, 2013 and the Schedule V of the Companies Act, 2013.

Perquisites and Allowances: All perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time. He will be also entitled for reimbursement of travel, petrol, conveyance and other entertainment expenses as may be incurred by him in relation to the business of the Company. Further, the Company at its cost will also provide car facility with driver to him. He will be further entitled to all such facilities and allowances as may be applicable to the employees of the Senior Management Cadre of the Company.

Commission: Mr. Satnam Singh (DIN: 09526002) shall also be entitled to commission, in addition to salary, perquisites, allowances and others reimbursements, subject to maximum of 5% of the commission calculated with reference to the net profits of the Company for each financial year ended, as may be determined by the Board of Directors of the Company subject to overall ceilings stipulated under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and as recommended by Nomination and Remuneration Committee.

Overall Remuneration: The aggregate of salary, perquisites, allowances and commission in any financial year shall not exceed the limits specified under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 for the time being, be in force.

RESOLVED FURTHER THAT the remuneration prescribed herein shall be paid as a minimum remuneration to **Mr. Satnam Singh (DIN: 09526002)**, Managing Director of the Company for any financial year during which the Company has no profits or its profits are inadequate, subject to approvals if any required for the same and also in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT at any time the Board of Directors of the Company be and are hereby authorized to alter, modify and vary the terms and conditions of said appointment including remuneration to the extent recommended by the Nomination and Remuneration Committee, from time to time as may be considered appropriate and fit, subject to the overall limits specified in the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and as may be agreed with Mr. Satnam Singh (DIN: 09526002).

RESOLVED FURTHER THAT any director and/or, Company Secretary of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

Place: Hyderabad
Date: 07- 09-2023

Sd
Amit Kumar Sodhani
Company Secretary and Compliance Officer

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 2nd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Saturday, September 30, 2023, at 04:00 P.M. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Plot No.270E/A, MCH No.985 Road No.10, Jubilee Hills Hyderabad Telangana - 500033 India.

2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on Central Depository Services (India) Limited's ('CDSL') e-Voting website at www.cdslindia.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

5. Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sssinfo.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialised form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
10. 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 their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice

will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to seagoldacqa@gmail.com.

13. Members are requested to 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 Depository Participant and holdings should be verified.
14. Non-Resident Indian members are requested to inform RTA/respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. The Board of Directors of the Company has appointed M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
16. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 23rd September 2023 to Saturday 30th September 2023 (both day inclusive).
17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 02 working days of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.
18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.seagoldaqua.com and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 20. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on 27th September, 2023 at 9:00 A.M. and ends on 29th September, 2023 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday 22nd September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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

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

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

- (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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit</p>

	<p>the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>

	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 during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website i.e. **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 Shareholders 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"> Shareholders who have not updated their PAN with the <p>Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 of the PRABHHANS INDUSTRIES LIMITED.
- (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) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- 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 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.
- Alternatively Non Individual shareholders are required 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; seagoldacqa@gmail.com, 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at seagoldacqa@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat

account number/folio number, email id, mobile number at seagoldacqa@gmail.com. These queries will be replied to by the Company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to 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 on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on October 03, 2022, appointed Ms. Harjot Kaur Chawla (DIN: 09523946), as an Additional Director designated as Non-Executive Director of the Company, with effect from October 03, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ('the Act'), for a term of 5 (five) consecutive years from October 03, 2022 to October 02, 2027, subject to the approval of the members of the Company.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Ms. Harjot Kaur Chawla (DIN: 09523946), is qualified to be appointed as Non-executive Directors of the Company, liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of October 03, 2022 to October 02, 2027.

Ms. Harjot Kaur Chawla (DIN: 09523946) is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received consent and declaration in writing from Ms. Harjot Kaur Chawla that she is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Harjot Kaur Chawla (DIN: 09523946) for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A brief resume of Ms. Harjot Kaur Chawla (DIN: 09523946), nature of her expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in Annexure -I to this Notice.

Ms. Harjot Kaur Chawla (DIN: 09523946) is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Ms. Harjot Kaur Chawla (DIN: 09523946) would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Harjot Kaur Chawla (DIN: 09523946) as Non-Executive Director.

Except Ms. Harjot Kaur Chawla (DIN: 09523946), being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

In accordance with Section 149 (6) of the Act and the Listing Regulations, recommends the resolution mentioned at Item No. 03 of the Notice in relation to the appointment of Ms. Harjot Kaur Chawla (DIN: 09523946) as Non-Executive Director, for approval by the members.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on October 03, 2022, appointed **Ms. Jaspreet Singh (DIN: 09523955)**, as an Additional Director designated as Non-Executive, Independent Director of the Company, with effect from October 03, 2022 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ('the Act'), for a term of 5 (five) consecutive years from October 03, 2022 to October 02, 2027, subject to the approval of the members of the Company.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Ms. Jaspreet Singh (DIN: 09523955), who meet the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), be appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of October 03, 2022 to October 02, 2027.

Jaspreet Singh (DIN: 09523955) is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received consent and declaration in writing from Jaspreet Singh (DIN: 09523955) that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further, a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations has also been received in this regard.

In the opinion of the Board, Jaspreet Singh (DIN: 09523955) fulfill the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Jaspreet Singh (DIN: 09523955) for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions, would be made available for electronic inspection to the members on sending request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at seagoldacqa@gmail.com.

A brief resume of Jaspreet Singh (DIN: 09523955), nature of her expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in Annexure -I to this Notice.

Jaspreet Singh (DIN: 09523955) is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Jaspreet Singh (DIN: 09523955) would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Varsha Dhiman as Independent Director.

Except Jaspreet Singh (DIN: 09523955), being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

Accordingly, the Board after satisfying itself with the independence of Jaspreet Singh (DIN: 09523955) in accordance with Section 149 (6) of the Act and the Listing Regulations, recommends the resolution mentioned at Item No. 04 of the Notice in relation to the appointment of Jaspreet Singh (DIN: 09523955) as Independent Director, for approval by the members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on July 13, 2023, appointed **Mr. Sunny Aggarwal (DIN: 10237154)**, as an Additional Director designated as Non-Executive, Independent Director of the Company, with effect from 13th July 2023 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ('the Act'), for a term of 5 (five) consecutive years from 13th July 2023 to 12th July 2028, subject to the approval of the members of the Company.

Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that **Mr. Sunny Aggarwal (DIN: 10237154)**, who meet the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), be appointed as Independent Directors of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from the date of 13th July 2023 to 12th July 2028.

Mr. Sunny Aggarwal (DIN: 10237154) is not disqualified from being appointed as Director by virtue of the provisions of Section 164 of the Act.

The Company has received consent and declaration in writing from **Mr. Sunny Aggarwal (DIN: 10237154)** that he is not disqualified from being appointed as Director in terms of the provision of Section 164 of the Companies Act 2013. Further, a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and the Rules framed thereunder and Regulation 16 (1) (b) of the Listing Regulations has also been received in this regard.

In the opinion of the Board, **Mr. Sunny Aggarwal (DIN: 10237154)** fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for his appointment as Independent Director of the Company and is independent of the management of the Company.

Having regard to the qualification, knowledge and experience, the appointment of **Mr. Sunny Aggarwal (DIN: 10237154)** for the first term of five consecutive years as Independent Directors will be beneficial and in the interest of the Company.

A copy of the draft letter of appointment for Independent Directors setting out the terms and conditions, would be made available for electronic inspection to the members on sending request along with their DP / Client ID or Folio No. from their registered e-mail address to the Company at seagoldacqa@gmail.com.

A brief resume of Mr. Sunny Aggarwal (DIN: 10237154), nature of her expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Committee of the Board, etc. as stipulated under Regulation 36 (3) of the Listing Regulations and Secretarial Standards – SS 2 on General Meetings is provided in Annexure -I to this Notice.

Mr. Sunny Aggarwal (DIN: 10237154) is not related to any Director or Key Managerial Personnel of the Company.

The Board considers that the continued association of Mr. Sunny Aggarwal (DIN: 10237154) would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Sunny Aggarwal (DIN: 10237154) as Independent Director.

Except Mr. Sunny Aggarwal (DIN: 10237154), being an appointee none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, in the resolution set out at the accompanying Notice.

Accordingly, the Board after satisfying itself with the independence of Mr. Sunny Aggarwal (DIN: 10237154) in accordance with Section 149 (6) of the Act and the Listing Regulations, recommends the resolution mentioned at Item No. 05 of the Notice in relation to the appointment of Mr. Sunny Aggarwal (DIN: 10237154) as Independent Director, for approval by the members.

Item No. 06

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Mr. Satnam Singh (DIN: 09526002) as an Managing Director of the Company under Section 196 and 203 of the Act with effect from September 07th, 2023 for the terms up to 05 Consecutive year.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Satnam Singh's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 6 of this Notice relating to his appointment as an Managing Director of the Company for a period of Five Years w.e.f. 07th September, 2023 as an Ordinary Resolution for your approval.

A brief summary on profile of Mr. Satnam Singh (DIN: 09526002) is attached to this Notice as given below.

Except, Mr. Satnam Singh, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the Resolution at Item No. 6.

I. GENERAL INFORMATION

1	Nature of Industry	Textile Products			
2	Date or expected date of commencement of commercial	The Company started its commercial operations in the year 1993.			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects	Not Applicable			
4	Financial performance based on given indicators	Particulars	2022-23 (In Lakhs)	2021-22 (In Lakhs)	2020-21 (In Lakhs)
		Turnover	4844.33	1277.2	NIL
		Net profit / (loss) after Tax	144.87	(13.72)/-	(13.50)/-
5	Foreign investments or collaborations, if any	NA			

II. INFORMATION ABOUT THE APPOINTEE:

1	Background details	He is aged about 34 years and has vast experience in the field of clothing business.
2	Past remuneration	NA
3	Recognition or awards	Not Applicable
4	Job profile and his suitability	Mr. Satnam Singh will lead the Company as the Managing Director and by virtue of his rich experience in the field of Clothing Business.
5	Remuneration proposed	As set out in the resolution for the Item No. 6 the remuneration to Mr. Satnam Singh, Managing Director has the approval of the Nomination and Remuneration Committee and Board of Directors. He will be paid remuneration as per Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with limits prescribed under Schedule V of Act.
6	Comparative remuneration profile with	Taking into consideration of the size of the

	respect to industry, size of the company, profile of the position and person	Company, the profile of Mr. Satnam Singh and the responsibilities shouldered on him, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, he does not have any holding in the Company.

**By Order of the Board of Directors
For Prabhhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

Place: Hyderabad
Date: 07- 09-2023

Sd
Amit Kumar Sodhani
Company Secretary and Compliance Officer

ANNEXURE TO NOTICE

Details of Directors seeking appointment / re-appointment in the 29th Annual General Meeting
(PURSUANT REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015)

Name of Director	Ms. Harjot Kaur Chawla	Ms. Parminder Kaur	Mr. Jaspreet Singh	Mr. Sunny Aggarwal	Mr. Satnam Singh
Director Identification Number (DIN)	09523946	09525971	09523955	10237154	09526002
Date of Birth	29/08/1993	31/05/1964	16/11/1992	12/05/1985	02/08/1988
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	03/10/2022	30/05/2022	03/10/2022	13/07/2023	30.05.2022
Qualification	B. Tech.	B.A.	B.com	B.com	B.com
Relationship with other Directors	Wife of Mr. Satnam Singh	Mother of Satnam Singh	N.A.	N.A.	Husband of Ms. Harjot Kaur Chawla and son of Ms. Parminder Kaur
Shareholding in Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) (as on 31st March, 2023)	311,074 Equity shares	4,88,926 Equity Shares	04 Equity Shares	NIL	30,15,725
Expertise in specific functional areas	experience of more than 4 years in the field of IT services and Marketing	20 Years of Work Experience in the field of Clothing	expertise in the field trade, manufacturing of Clothing Business	Self Employed	Vast Experience in the Field clothing Business
List of Directorships held in other Companies (as on 31st March, 2023)	NIL	NIL	NIL	NIL	NIL
Memberships / Chairmanship of the Committees of Directors of other Companies (as on 31st March, 2023)	NIL	NIL	NIL	NIL	NIL

PRABHHANS INDUSTRIES LIMITED

CIN L70200TG1993PLC016389

(Formerly known as SEA GOLD INFRASTRUCTURE LIMITED)

Regd. Office: Plot No.270E/A, MCH No.985, Road No.10, Jubilee Hills,
Hyderabad, Telangana-500033

Corporate Office: House No. 248, Karta Ram Gali, Ghass Mandi,
Chaura Bazar, Ludhiana, Punjab - 141008

Phone No. +91-40-23544558, Fax: +91-40-23544558

Email: seagoldacqa@gmail.com, Website: www.seagoldaqua.com

DIRECTORS' REPORT

To,
The Members of
Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

Your Directors have pleasure in presenting their 29th Directors' Report on the business and operations of **Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited)** (The Company) together with the Audited Financial Statements the Company for the Financial Year ended March 31, 2023.

1. FINANCIAL RESULTS:

The standalone financial performance of the Company for the financial year ended March 31, 2023 is summarized below:

Particulars	2022-23 (INR in Lakhs)	2021-22 (INR in Lakhs)	
Revenue from operations	4844.23	1277.23	
Other Income	Nil	Nil	
Total Income	4844.23	1277.23	
Total Expenditure	4658.82	1290.95	
Profit/(Loss) before exceptional and extraordinary items and tax	185.42	(13.72)	
Less: exceptional and extraordinary items	Nil	Nil	
Profit / (Loss) before taxation	185.42	(13.72)	
Less: - Current Tax	39.48	Nil	
- Income Tax (Earlier years)	-	-	

- Deferred Tax	1.07	Nil
Profit/(Loss) after Tax	144.87	(13.72)
Earnings per equity shares in Rs.	2.32	(0.25)

2. STATE OF COMPANY AFFAIRS AND REVIEW OF OPERATIONS:

- The revenue from operations increased during current year financial year 2022-23. The revenue generated from operations amounted to INR 4844.23 /- in F.Y. 2022-23 as compared to F.Y. 2021-22, in which revenue generated was amounted to 1277.23/-.
- The Company has made a profit in the FY 2022-23 of INR 144.87/- lakhs as against the incurred loss of INR 13.72/- Lakhs in F.Y. 2021-22.

3. SHARE CAPITAL:

There has been no change in the authorized, issued, subscribed and paid-up share capital of the Company during the current Financial Year and as on date of this report, the Authorized Share Capital of the Company stands at INR 6,50,00,000/- (Indian Rupees Six Crores Fifty Lakhs Only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of INR 10/- (Rupees Ten Only) each And issued, subscribed and paid-up share capital stands at INR 6,24,82,400/- (Indian Six Crores Twenty Four Lakhs Eighty Two Thousand and Four Hundred Only) divided into 62,48,240 (Sixty Two Lakhs Forty Eight Thousand Two Hundred and Forty) Equity Shares of INR 10/- (Rupees Ten Only) each.

A. Issue of equity shares with differential rights

The Company has not issued any equity shares with differential rights so no disclosure is required as per Rule 4 (4) of the Companies (Share Capital and Debentures) Rules 2014.

B. Issue of sweat equity shares

The Company has not issued sweat equity shares, so no disclosure is required as per Rule 8(13) of the Companies (Share Capital and Debentures) Rules 2014.

C. Issue of employee stock options

The Company has not issued employee stock options, so no disclosure is required as per Rule 12(9) of the Companies (Share Capital and Debentures) Rules 2014.

D. Provision of money by company for purchase of its own share by employees or by trustee for the benefit of employees

The Company has not made any provision for purchase of its own share of employees or by the trustee for the benefit of employees so no disclosure is required as per Rule 16(4) of the Companies (Share Capital and Debentures) Rules 2014.

4. DEPOSITS:

During the reporting period, your Company has not accepted any deposits, falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. However, the directors have given declaration that the Unsecured taken by the directors of the company have been taken from the own funds.

5. DIVIDEND:

The Board of Directors did not recommend any dividend for the year.

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

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

(ii) AMOUNTS, IF ANY, WHICH IT PROPOSES TO CARRY TO ANY RESERVES:

We do not propose to transfer any amount to general reserve.

(iii) CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the reporting period, there has been no change in the nature of Business

(iv) REVISION OF FINANCIAL STATEMENT, IF ANY:

There was no revision in the financial statements of the Company.

(v) DIRECTORS & KEY MANAGERIAL PERSONNEL:

The Board of the Company was duly constituted in accordance with the provisions of the Companies Act, 2013. As of the date of the report, your company has the following Directors and KMP:

S. No	Name of Director	Designation	DIN	Date of Appointment	Date of Appointment at current designation	Date of Resignation
1	Ms. Harjot Kaur Chawla	Non-Executive Director	09523946	03.10.2022	-	-
2	Ms. Jaspreet Singh	Independent Director	09523955	03.10.2022	-	-
3	Mr. Sathaiah Bathula	Independent Director	07277786	30.09.2015	30.09.2015	12.06.2023
4	Ms. Parminder Kaur	Non-Executive Director	09525971	30.05.2022	26.09.2022	-
5	Mr. Satnam Singh	Executive Director	09526002	30.05.2022	26.09.2022	-
6	Mr. Sunny Aggarwal	Independent Director	10237154	13.07.2023	-	-
7	Ms. Vijayalakshmi Panati	Managing Director	06635011	30.03.2015	20.08.2019	03.10.2022

8	Mr. Syed Khaleel Ahmed	Independent Director	05347153	14.08.2012	29.09.2012	03.10.2022
9	Mr. Srinivas Jakkani	Additional Director	08116277	03.07.2021	03.07.2021	03.10.2022
10	Mr. Srinivas Jakkani	Chief Financial Officer	-	-	-	06.05.2022
11	Mr. Satnam Singh	Chief Financial Officer	-	06.05.2022	06.05.2022	-
12	Ms. Riddhi Suresh Badiyani	Company Secretary	-			06.05.2022
13	Mr. Akash Singh	Company Secretary	-	06.05.2022	06.05.2022	22.06.2022
14	Mr. Amit Kumar Sodhani	Company Secretary	-	22.07.2022	22.07.2022	-

A. Following were Changes in Directors

- Ms. Harjot Kaur Chawla appointed as Non-Executive Director of the Company on 03.10.2022
- Ms. Jaspreet Singh appointed as Independent Director of the Company on 03.10.2022
- Mr. Sathaiah Bathula resigned from the post of Director on 12.06.2023
- Ms. Parminder Kaur appointed as additional director on 30.05.2022 and regularises on 26.09.2022
- Mr. Satnam Singh appointed as additional director on 30.05.2022 regularised on 26.09.2022.
- Mr. Satnam Singh appointed as managing Director on 07.09.2023.
- Mr. Sunny Aggarwal appointed as Additional Independent Director on 13.07.2023.
- Ms. Vijayalakshmi Panati resigned from the post of Managing Director on 03.10.2022
- Mr. Syed Khaleel Ahmed resigned from the post of Director of on 03.10.2022
- Mr. Srinivas Jakkani appointed as additional director on 03.07.2023 and resigned from the post of Additional Director on 03.10.2022
- Mr. Srinivas Jakkani resigned from the post of Chief Financial Officer of the Company on 06.05.2022
- Mr. Satnam Singh appointed as Chief Financial Officer of the Company on 06.05.2022.
- Ms. Riddhi Suresh Badiyani resigned from the post of Company Secretary and Compliance Officer on 06.05.2022
- Mr. Akash Singh appointed as Company Secretary and Compliance Officer of the Company on 06.05.2022 and resigned from the post of Company Secretary and Compliance Officer 22.06.2022
- Mr. Amit Kumar Sodhani appointed as Company Secretary and Compliance Officer of the Company on 22.07.2022.

(vi) **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year under review 08 (Eight) meetings of the Board of Directors were held. The dates on which the said meetings were held:

- 06th May, 2022
- 30th May, 2022
- 22nd July, 2022
- 09th August, 2022
- 31st August, 2022
- 03rd October, 2022
- 09th November, 2022
- 13rd February, 2023

The intervening gap between any two Meetings was within the period prescribed under the SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

A. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee is constituted in line to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity, and quality of Financial Reporting.

The Composition of Audit Committee is as follows:

S. No.	Name of Member	Designation
1	Mr. Syed Khaleel Ahmed	Chairman, Independent Director
2	Mr. Sathaiah Bathula	Member, Independent Director
3	Mr. Satnam Singh	Member, Executive Director)

The Board of Directors of the Company reconstituted the Audit Committee after the re-constitution of Audit Committee up to 31st March 2023 is as follows.

S. No.	Name of Member	Designation
1	Ms. Jaspreet Singh	Chairman, Independent Director
2	Ms. Parminder Kaur	Member, Non-Executive Director
3	Mr. Satnam Singh	Member, Executive Director

The terms of reference of the Audit Committee inter alia include overseeing the financial reporting process, reviewing the financial statements and recommending the appointment of Auditors. All the recommendations made by Audit Committee were accepted.

During the year Four Audit Committee Meetings were held:

- 30th May, 2022,
- 09th August, 2022,
- 09th November, 2022,
- 13th February, 2023

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted within the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors.

The level and structure of appointment and remuneration of all Key Managerial personnel and Senior Management Personnel of the Company, as per the Remuneration Policy, is also overseen by this Committee.

The Composition of Nomination and Remuneration Committee is as follows:

S. No.	Name of Member	Designation
1	Mr. Syed Khaleel Ahmed	Chairman, Independent Director
2	Mr. Sathaiah Bathula	Member, Independent Director
3	Mr. Sathaiah Bathula	Member, Non-Executive Director

The Board of Directors of the Company reconstituted the Nomination and Remuneration Committee after the re-constitution of Nomination and Remuneration Committee up to 31st March 2023 is as follows.

S. No.	Name of Member	Designation
1	Ms. Jaspreet Singh	Chairman, Independent Director
2	Ms. Parminder Kaur	Member, Non-Executive Director
3	Mr. Harjot Kaur Chawla	Member, Non-Executive Director

During the year Five Nomination and Remuneration Committee Meetings were held:

- 06th May, 2022
- 30th May, 2022,
- 22nd July 2022
- 09th November, 2022
- 13th February, 2023

C. Stakeholders Relationship Committee

The Company has a Stakeholder Relationship Committee of Directors in compliance with provisions of the Companies Act, 2013 to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices /annual reports, etc.

The Composition of Stakeholder Relationship Committee is as follows:

S. No.	Name of Member	Designation
1	Mr. Syed Khaleel Ahmed	Chairman, Independent Director
2	Mr. Sathaiah Bathula	Member, Independent Director
3	Mr. Satnam Singh	Member, Executive Director

The Board of Directors of the Company reconstituted the Stakeholder Relationship Committee after the re-constitution of Stakeholder Relationship Committee up to 31st March 2023 is as follows.

S. No.	Name of Member	Designation
1	Ms. Jaspreet Singh	Chairman, Independent Director
2	Ms. Parminder Kaur	Member, Non-Executive Director
3	Mr. Harjot Kaur Chawla	Member, Non-Executive Director

During the year Two Stakeholder Relationship Committee Meetings were held:

- 30th May, 2022,
- 09th November, 2022,

Details of establishment of Vigil Mechanism/Whistle Blower Policy for Directors and Employees

The Company has a well framed vigil mechanism/whistle blower policy for its directors and employees. The company believes in honesty, integrity, ethics, transparency and good conduct in its professional environment and provides such kind of environment to its employees and directors and always encourages its team to follow such standards in their activities. The directors, employees and other team members are free to report on the issues which require genuine concern. An Audit Committee of the Board of directors has the responsibility to review the functioning of vigil mechanism and the same has been performed by the committee periodically.

12. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY:

During the year under review, no material changes and commitments affecting financial position of the Company has occurred.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013:

Particulars of loan given, investment made, guarantees given and security provided under section 186 of the Companies Act, 2013, if any, are provided in the notes of financial statement.

14. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

According to Section 134(5) (e) of the Companies Act, 2013, the term "Internal Financial Control (IFC)" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. The company has a well-placed, proper and adequate Internal Financial Control System which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. To further strengthen the internal control process, the company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from the top management to executive level.

The compliance relating to Internal Financial controls have been duly certified by the Statutory Auditors.

15. CORPORATE SOCIAL RESPONSIBILITY:

Provisions of Corporate Social Responsibility are not applicable on the Company. Therefore, Company has not developed and implemented any Corporate Social Responsibility Initiatives as provisions of Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014.

16. CORPORATE GOVERNANCE:

Provisions of Para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 are not applicable to your Company. Hence, report on Corporate Governance is not annexed.

17. HUMAN RESOURCES

The Management has a healthy relationship with the officers and the Employee.

18. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Board evaluated the performance of Independent Directors and Individual Directors considering various parameters such as their familiarity with the Company's vision, policies, values, code of conduct, their attendance at Board and Committee Meetings, whether they participate in the meetings constructively by providing inputs and provide suggestions to the Management/Board in areas of domain expertise, whether they seek clarifications by raising appropriate issues on the presentations made by the Management/reports placed before the Board, practice confidentiality, etc. It was observed that the Directors discharged their responsibilities in an effective manner. The Directors possess integrity, expertise and experience in their respective fields.

The Meeting of Independent Director were held on 24th March 2023.

19. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in “**Annexure–II**” to this Report.

The Statement containing the particulars of employees as required under section 197(12) of the Companies Act, 2013 read with rule 5(2) and other applicable rules (if any) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

20. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under sub-section (3)(m) of section 134 of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 are annexed herewith at (**Annexure II**).

21. Policies

Company has the following policies:

- Policy on Preservation of Documents and Archives Management as per Regulation 9 and 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- Policy for Disclosure of events/ information and Determination of materiality as per Regulation 30(4)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy on Materiality of Related Party Transactions as per Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Policy for determining material subsidiary as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The particular of contracts or arrangements made with related parties pursuant to Section 188(1) is furnished in (AOC-2) and the same is attached to this report. (Annexure I).

23. NO FRAUDS REPORTED BY STATUTORY AUDITORS:

During the Financial Year 2022-23, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (CA) of the Companies Act, 2013.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the reporting period, the Company does not have any Subsidiary, Joint Venture or Associate Company hence provisions of Section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

25. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in exceptional cases.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the period under review no material orders have been passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- (a) That in the preparation of the annual accounts for the financial year ended 31st March, 2023 the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (b) That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the company for the year review;
- (c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the directors had prepared the annual accounts for the financial year ended 31st March, 2023 on a going concern basis;
- (e) That the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- (f) That the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

28. AUDITORS & AUDITOR'S REPORT:

a) Statutory Auditor:

The Auditor's Report for financial year ended March 31, 2023, does not contain any qualification, reservation or adverse remarks. All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self-explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year. The Auditor's report is enclosed with the financial statements in this Auditor's Report.

During the Financial Year 2022-23, the Auditors have not reported any matter under section 143(12) of the Companies Act, 2013, therefore no detail is required to be disclosed under section 134(3) (ca) of the Companies Act, 2013.

Auditor's Report

The Auditor's Report for financial year ended March 31, 2023, does not contain any qualification, reservation or adverse remarks. All Observations made in the Independent Auditors' Report and Notes forming part of the Financial Statements are self-explanatory and do not call for any further comments and also, there is no incident of fraud requiring reporting by the auditors under section 143(12) of the Companies Act, 2013 during the year. The Auditor's report is enclosed with the financial statements in this Auditor's Report.

b) Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Vikas Verma & Associates Company Secretaries, to undertake the secretarial audit of the Company for the Financial Year 2022-2023.

Secretarial Audit Report

The Secretarial Audit Report for the financial year ended 31st March, 2023 does not contain any qualification, reservation or adverse remark. A copy of the Secretarial Audit Report (Form MR-3) as provided by the Company Secretary in Practice has been annexed to the Report. (Annexure-IV)

c) Cost auditors:

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

d) Internal auditors

Pursuant to provisions of Section 138, read with the rules made there under, the Board has appointed Ms. Parminder Kaur as an Internal Auditor of the Company for the financial year 2021-2022 and 2022-23, to check the internal controls and the functioning of the activities of the Company and also recommends ways of improvement. He has provided an Internal Audit Report of the Company for the financial year ended March 31, 2023. The Internal audit is carried out quarterly basis and the report is placed in the Audit Committee Meeting and Board Meeting for their consideration and direction.

29. EXTRACT OF THE ANNUAL RETURN

The extract of annual return under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at www.seagoldaqua.com.

30. FAMILIARISATION PROGRAMMES

The Company familiarises its Independent Directors on their appointment as such on the Board with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, etc. through familiarisation programme. The Company also conducts orientation programme upon induction of new Directors, as well as other initiatives to update the Directors on a continuing basis. The familiarisation programme for Independent Directors is disclosed on the Company's website www.seagoldaqua.com.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is annexed to this Annual Report as "Annexure – V".

32. CODE OF CONDUCT:

Commitment to ethical professional conduct is a must for every employee, including Board Members and Senior Management Personnel of the Company. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct. All Board Members and Senior Management Personnel affirm compliance with the Code of Conduct annually.

33. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company

34. RISK MANAGEMENT POLICY

The Board of Directors of the Company are of the view that currently no significant risk factors are present which may threaten the existence of the company. During the year, your Director's have an adequate risk management infrastructure in place capable of addressing those risks. The company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Audit Committee and Board of Directors review these procedures periodically. The company's management systems, organizational structures, processes, standards, code of conduct and behaviour together form a complete and effective Risk Management System (RMS).

35. PREVENTION OF INSIDER TRADING

The Company has a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

36. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER –SE

None of the Directors are related to each other

37. SECRETARIAL STANDARDS

Your Company complies with the Secretarial Standard on Meetings of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) whenever it has applicable. Your Company will comply with the other Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as and when they are made mandatory.

38. DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the reporting period, no application made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016).

39. 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 REASONS THEREOF:

During the reporting period, no such valuation has been conducted in the financial year.

40. CAUTIONARY NOTE

The statements forming part of the Board's Report may contain certain forward looking remarks within the meaning of applicable securities laws and regulations. Many factors could cause the actual results, performances or achievements of the Company to be materially different from any future results, performances or achievements that may be expressed or implied by such forward looking statements.

41. STATEMENT ON OTHER COMPLIANCES

Your Director's state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the reporting period:

- a. Details relating to deposits covered under Chapter V of the Act.
- b. Issue of equity shares with differential voting rights as to dividend, voting or otherwise;
- c. Issue of shares (including sweat equity shares) to employees of the Company.
- d. Neither the Managing Director nor any of the Whole-time Directors of the Company receive any remuneration or commission.;

42. WEBSITE OF THE COMPANY:

Your Company maintains a website www.seagoldaqua.com where detailed information of the Company and specified details in terms of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have been provided.

ACKNOWLEDGEMENT:

The Directors regret the loss of life are deeply grateful and have immense respect for every person. The Directors wish to convey their appreciation to all of the Company's employees for their contribution towards the Company's performance. The Directors would also like to thank the shareholders, employee unions, customers, dealers, suppliers, bankers, governments and all other business associates for their continuous support to the Company and their confidence in its management.

**By Order of the Board of Directors
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

Sd
Parminder Kaur
Director
DIN: 09525971

Sd
Satnam Singh
Director
DIN: 09526002

Place: Hyderabad
Date: 12- 08-2023

Annexure-IFORM 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:

M/s Prabhhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length basis during financial year 2022-23.

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

M/s Prabhhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited) has entered into contract or arrangement or transaction with its related parties which is at arm's length basis during financial year 2022-23 are as follows:

Name of Related Party and Nature of Relationship	Nature of contracts/ arrangement/ transactions	Duration of contracts/ arrangement/ transactions	Salient terms of contracts/ arrangements /transactions including the value, if any	Date(s) of approval by the board, if any	Amount paid as advance, if any
NIL	NIL	NIL	NIL	NIL	NIL

By Order of the Board of Directors
For Prabhhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

Sd
Parminder Kaur
Director
DIN: 09525971
Date: 12- 08-2023

Sd
Satnam Singh
Director
DIN: 09526002

Place: Hyderabad

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134 (3)(m) read with Rule 8(3) of Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

i)	The steps taken or impact on conservation of energy;	Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible saving of energy is achieved. As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.
ii)	The steps taken by the company for utilizing alternate sources of energy;	NIL
iii)	The capital investment on energy conservation equipments.	Nil

(B) Technology absorption

i)	The efforts made towards technology absorption;	Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required.
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution;	The Company constantly strives for maintenance and improvement on quality of its products and entire research & Development activities are directed to achieve the aforesaid goal.
iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	The Company has not imported any technology during last 4 years
	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; and	N.A. N.A. N.A. N.A.

(iv)	The expenditure incurred on Research and Development.	NIL

(C) Foreign exchange Earnings and Outgo-

(i)	The Foreign Exchange earned in the terms of actual inflows during the year;	Nil
(ii)	Foreign Exchange outgo during the year in terms of actual outflow.	Nil

By Order of the Board of Directors
For Prabhhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

Sd
Parminder Kaur
Director
DIN: 09525971

Sd
Satnam Singh
Director
DIN: 09526002

Place: Hyderabad
Date: 12- 08-2023

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

S.NO.	PARTICULARS	REMARKS
1	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	Nil
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year. (During the year, there was no change in remuneration of Directors)	Nil
3	The percentage increase in the median remuneration of employees in the financial year.	Nil
4.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Nil
5.	Affirmation that the remuneration is as per the remuneration policy of the Company	Nil

By Order of the Board of Directors
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)

Sd
Parminder Kaur
Director
DIN: 09525971

Sd
Satnam Singh
Director
DIN: 09526002

Place: Hyderabad
Date: 12- 08-2023

FORM MR-3
SECRETARIAL AUDIT REPORT

(For the financial year ended 31st March, 2023)

[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 Board of Director
Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)
Plot No.270E/A, MCH No.985, Road No.10, Jubilee Hills,
Hyderabad, Telangana 500033 India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited)** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and as produced before us, 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 our opinion, the Company has, during the audit period covering the financial year ended on 31st day of March, 2023, (the audit period) complied with the statutory provisions listed hereunder and also that the Company has a 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 maintained by Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited) ("The Company") and as produced before us for the financial year ended on 31st Day of March, 2023 (audit period) according to the provisions of:

- I. The Companies Act, 2013 (the Act) including any amendment thereto and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment thereto
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof and other applicable rules, regulations, and other communications issued from time to time.

VI. Other laws applicable to the Company:-

The Factories Act, 1948, Industrial Disputes Act, 1947, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, Employee State Insurance Act, 1948, The Employees Provident Fund and Miscellaneous Provisions Act, 1952, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Contract Labour (Regulation and Abolition) Act, 1970, The Maternity Benefits Act, 1961, The Income Tax Act, 1961, Weekly Holiday Act, 1942, Goods and Services Tax (GST), The Sexual Harassment of Women at workplace (Prevention Prohibition and Redressal) Act, 2013 & amendments thereunder and other laws applicable to the Company as per the representations made by the Company, if any.

However, as per the explanations given to us and the representations made by the Management, there was no action/event occurred in pursuance of:

- a. The Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- f. 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;

Requiring compliance thereof by the company and were not applicable during the financial year ended, 31st March, 2023 under review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereto.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 to schedule the Board Meetings, agenda and detailed notes on agenda were sent to all directors at least seven days in advance or within prescribed time as the case may be, 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.

Decisions at the Board Meetings, as represented by the management and explanations given to us, were taken unanimously/requisite majority. As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board were unanimous/with requisite majority and no dissenting views have been recorded.

We further report that, as representation made by the Management of the company and based on the information received and records maintained by the Company, 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.

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

**For Vikas Verma & Associates
(Company Secretaries)**

Sd/-

**Vikas Kumar Verma
(Managing Partner)**

M. No-9192

COP-10786

UDIN-F009192E000794801

Place: New Delhi

Date:12.08.2023

****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.***

'ANNEXURE A'

To,

The Board of Directors,
Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)
Plot No.270E/A, MCH No.985, Road No.10, Jubilee Hills,
Hyderabad, Telangana 500033 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 to the extent there are shown to us during the Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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.
6. 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.

For Vikas Verma & Associates
(Company Secretaries)

Sd/-

Vikas Kumar Verma
(Managing Partner)

M. No-9192

COP-10786

UDIN- F009192E000794801

Place: New Delhi

Date:12.08.2023

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Overview

Your Director's are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2023.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise. The main business of the Company is trading in all types of products primarily in papers.

Industry Structure & Development

Clothing and Garments: The clothing industry has strengths across the entire value chain from fiber, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India. The organized textile industry in India is characterized by the use of capital-intensive technology for the mass production of textile products and includes spinning, weaving, processing, and apparel manufacturing.

Opportunities and Threats

Clothing and Garments: Positive steps taken by the Central Government for the paper industry, from allocation of funds to give extra rebate to exporters (mainly on made-ups) and various other benefits, are expected to improve investment in this sector and provide more business opportunities in the near future. With increasing capacities of man-made fibres as compared to cotton, the preferred shift of the consumer to use products of man-made fibres i.e. viscose, polyester, polyamide, acrylic, etc. and its blends, is expected.

We believe that the principal factors affecting competition in our business include client relationships reputation, the abilities of employees, market focus and the liquidity on the Balance Sheet.

Indian garment industry has an advantage as it produces and exports stylish garments at economical prices due to cheap labour rates. Today, by way of Technological advancement and use of sophisticated machinery, it has enabled the manufacturers to achieve better quality and well designed garments.

Risk and Concerns

Clothing and Garments: Risk Management forms an integral part of your Company's operations. Your Company continues to focus on a system based approach to business risk management. It broadly involves identification & potential risks, their analysis and impact as also risk mitigation initiatives to address the same. The Board of Director of the Company oversees the risk management Process.

Outlook

The outlook for industry and the Company in the near term can be viewed with cautious optimism.

he Indian textiles industry has immense potential to register an indelible mark while contributing to the growth and success story of the nation but the sector needs more support from the government like policy initiatives, crackdown on red-tapism involved in availing schemes meant for the textile industry.

Moreover, the Centre also took the decision to rationalize the duties on raw material inputs. But, more export promotion policies are required for the textiles sector, like in the past, the Central government allowed 100 percent FDI in the sector under the automatic route.

Indian textile industry is entering into a no holds barred kind of phase where the sky is the limit, provided the sector gets robust support from the government in terms of policies, promotions, and incentives so that the domain can move up the ladder and chart its own course in the right direction.

Adequacy of Internal Control System

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

Human Resources Development/Industrial Relations

Human resources are valuable assets for any organization. The employees of the Company have extended a very productive cooperation in the efforts of the management to carrying the Company to greater heights. The Company is giving emphasis to upgrade the skills of its human resources and continuous training down the line is a normal feature in the Company to upgrade the skills and knowledge of the employees of the Company.

Cautionary Statement

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied

**By Order of the Board
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

Sd/-
**Satnam Singh
(Director)
DIN- 09526002**

Place: Hyderabad
Date: 07/09/2023

CHAIRMAN'S DECLARATION ON CODE OF CONDUCT

To,

**The Members of
Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz www.seagoldaqua.com.

It is further confirmed that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel, as approved by the Board, for the financial year ended on March 31, 2023.

**By Order of the Board
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

Place: Hyderabad
Date: 07/09/2023

Sd/-
Satnam Singh
(Director)
DIN- 09526002

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:

To,
The Board of Directors,
Prabhans Industries Limited,
(Formerly Known as Sea Gold Infrastructure Limited)

Dear Members of the Board

I, Satnam Singh, Chief Financial Officer of **Prabhans Industries Limited (Formerly Known as Sea Gold Infrastructure Limited)**, to the best of my knowledge and belief hereby certify that:

- (a) We have reviewed financial statements and the cash flow statements for the year ended 31st March, 2023 and that to the best of my knowledge and belief;
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct;
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference;
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**By the Order of the Board
For Prabhans Industries Limited
(Formerly Known as Sea Gold Infrastructure Limited)**

Sd/-
Satnam Singh
Chief Financial Officer
Date: 07/09/2023
Place: Hyderabad

INDEPENDENT AUDITOR'S REPORT

To the Members of **Prabhans Industries Limited**
(Formerly known as Sea Gold Infrastructure Limited)
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) ("the Company")** which comprises the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023 and profit, total comprehensive income, the changes in equity 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 on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon. The Company's annual

INDEPENDENT AUDITOR'S REPORT

To the Members of **Prabhans Industries Limited**
(Formerly known as Sea Gold Infrastructure Limited)
Report on the Audit of the Standalone Financial Statements

report is expected to be made available to us after the date of this auditor's report.

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 audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matters to those charged with governance and take necessary actions, as applicable under the relevant law and regulations.

Management's and Board of Director's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of 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, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (IND AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement 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 management and Board of Directors are 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.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of Standalone IND AS Financial Statement

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 the 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,

INDEPENDENT AUDITOR'S REPORT

To the Members of **Prabhans Industries Limited**
(Formerly known as Sea Gold Infrastructure Limited)
Report on the Audit 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.

- 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 adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 a 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.
- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

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 period 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.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Prabhans Industries Limited**
(Formerly known as Sea Gold Infrastructure Limited)
Report on the Audit of the Standalone Financial Statements

Report on Other Legal and Regulatory Requirements

1. As required by 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 Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable 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 purposes 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 (including Other Comprehensive Income), Statement of change in equity and the Statement of Cash Flow 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 Indian Accounting Standards (IND AS) specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 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 Control with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in the "**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 which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv.
 - 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, whether, 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 to or on behalf of the Ultimate Beneficiaries;

INDEPENDENT AUDITOR'S REPORT

To the Members of **Prabhans Industries Limited**
(Formerly known as Sea Gold Infrastructure Limited)
Report on the Audit of the Standalone Financial Statements

- The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, 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 Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2023.
- (h) 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 remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act.

For **Kapish Jain & Associates**,
Chartered Accountants
Firm's Registration No.: 022743N

Vikas Katyal
Partner
Membership No.: 512562
UDIN: 23512562BGUIHW1019

Place: New Delhi
Date: 29 May 2023

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained 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 intangible assets during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the property, plant and equipment have been physically verified by the management during the year and 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 the records of the Company, the title deeds of immovable property (other than properties where the Company is the lease and the lease agreement duly executed in the favour of the Company) are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned a working capital limit in excess of Rs 5 crore by bank or financial institution based on the security of current assets during the year. Accordingly, reporting under clause 3(ii)(b) of the Order are not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investment in associates companies, however has not provided guarantee or security secured or unsecured to companies, firms, limited liability partnerships or any others parties during the year. However, the company has granted loan to the parties during the year, details of the loan is stated in sub-clause (a) below.
- (a) (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loan to its subsidiaries during the year.

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has granted loan to the parties other than subsidiaries/associates as below during the year.

Particulars	Amount in INR lacs
Aggregate amount paid during the year	Nil
Balance outstanding as at balance sheet date	150.32

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are in opinion that the terms and conditions of the loan given are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has not been stipulated since the company has granted loans and advances which are either repayable on demand or without specifying any terms or period of repayment.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than 90 days in respect of loans granted to companies, firms, LLPs or other parties.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans.
- (f) The Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company’s products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable ***except TDS payable for the financial year 2015-16 amounting to Rs. 1.56 lacs.***
- (b) According to the information and explanations given to us, and as per books and records examined by us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts during the year.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us including confirmations received from banks and financial institution, representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution.
- (c) In our opinion and according to the information and explanations given to us, the Company has not obtained any term loans. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or joint venture or associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debenture during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standard

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under review.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) In our opinion and on the basis of information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3 (xvi)(a), (b) and (c) of the order are not applicable.
- (d) As per the information and explanations given to us, there are no core investment companies as defined in the regulations made by the Reserve Bank of India as part of its group and hence the reporting requirements under clause 3 (xvi)(d) of the Order are not applicable.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been resignation of the previous statutory auditor during the year. As an incoming auditor, we have examined the issues, objections or concerns stated by the outgoing auditor and its effects on financials of company if any have been considered;
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Kapish Jain & Associates,
Chartered Accountants
Firm’s Registration No.: 022743N

Vikas Katyal
Partner
Membership No.: 512562
UDIN: 23512562BGUIHW1019

Place: New Delhi
Date: 29 May 2023

Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

Independent Auditor’s Report on the Internal Financial Controls with reference to the Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the standalone financial statements of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) as at and for the year 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company on that date.

Responsibilities of Management 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. 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 Act.

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 the Institute of Chartered Accountants of India (“ICAI”) and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Annexure B referred to in Paragraph 2 clause (f) under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) on the standalone financial statements for the year ended 31 March 2023

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 period are subject to the risk that Internal financial controls 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, adequate internal financial controls systems over financial reporting and such internal financial controls systems over financial reporting were operating effectively as at 31 March 2023, based on internal financial controls systems 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 systems over financial reporting issued by the Institute of Chartered Accountants of India.

For **Kapish Jain & Associates,**
Chartered Accountants
Firm’s Registration No.: 022743N

Vikas Katyal
Partner
Membership No.: 512562
UDIN: 23512562BGUIHW1019

Place: New Delhi
Date: 29 May 2023

PRABHHANS INDUSTRIES LIMITED
(Formerly known as Sea Gold Infrastructure Limited)
CIN L70200TG1993PLC016389

Standalone Balance Sheet as at 31 March 2023

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
Assets			
1 Non-current assets			
a. Property, plant and equipment	3	87.81	88.26
b. Capital work in progress		250.00	250.00
c. Goodwill on Acquisition		9.20	9.20
b. Financial assets			
i. Investments		-	-
ii. Other financial assets		-	-
c. Deferred tax assets		-	-
d. Income tax assets		-	-
e. Other non-current assets		-	-
Total non-current assets		347.01	347.46
2 Current assets			
a. Inventories	4	722.63	278.64
b. Financial assets			
i. Trade receivables	5	780.66	905.25
ii. Cash and cash equivalents	6	39.88	58.49
iii. Loans and advances	7	155.27	162.81
iv. Other financial assets	8	36.93	85.29
c. Loan and advances	9	6.36	-
d. Other current assets	10	32.43	-
Total current assets		1,774.16	1,490.48
Total assets		2,121.17	1,837.93
Equity and liabilities			
1 Equity			
a. Equity share capital	11	624.82	624.82
b. Other equity			
Retained earnings	12	(21.37)	(166.24)
Total equity		603.45	458.58
2 Liabilities			
Non-current liabilities			
a. Financial liabilities			
(i) Borrowings		-	48.01
b. Provisions		-	-
c. Deferred Tax Liabilities (Net)	13	1.25	0.18
d. Other non-current liabilities		-	-
Total non-current liabilities		1.25	48.19
Current liabilities			
a. Financial liabilities			
i. Borrowings	14	22.24	190.45
ii. Trade Payables	15		
a.) total outstanding dues of micro enterprises and small enterprises		-	-
b.) total outstanding dues other than micro and small enterprises		1,354.53	974.27
iii. Other financial liabilities	16	38.96	-
b. Provisions	17	82.63	-
c. Other current liabilities	18	18.11	166.44
Total current liabilities		1,516.47	1,331.16
Total equity and liabilities		2,121.17	1,837.93

See accompanying notes to the financial statements

In terms of our report attached

For Kapish Jain & Associates

Chartered Accountants

Firm's Registration No. 022743N

For and on behalf of the Board of Directors

Prabhans Industries Limited

Vikas Katyal

Partner

Membership No. 512562

Satnam Singh

Managing Director & CFO

DIN: 09526002

Place : Ludhiana

Parminder Kaur

Director

DIN: 09525971

Place : Ludhiana

Place: New Delhi

Date: 29 May 2023

Amit Kumar Sodhani

Company Secretary

M. No.: A43711

Place: New Delhi

PRABHHANS INDUSTRIES LIMITED
(Formerly known as Sea Gold Infrastructure Limited)
CIN L70200TG1993PLC016389

Standalone Statement of Profit & Loss for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022
I Revenue from operations	19	4,844.23	1,277.23
II Other income	20	-	-
III Total income		4,844.23	1,277.23
IV Expenses			
Purchases of stock in trade	21	5,030.12	1,179.23
Changes in inventories of stock in trade	22	(443.99)	55.28
Employee benefits expense	23	19.21	10.55
Finance cost	24	-	11.93
Depreciation and amortisation expense	25	7.75	0.14
Other expenses	26	45.73	33.84
Total expenses (IV)		4,658.82	1,290.95
V Profit/(Loss) before tax (III-IV)		185.42	(13.72)
VI Tax expense	27		
Current tax		39.48	-
Deferred tax credit		1.07	(0.01)
Tax adjustments of earlier years		-	-
		40.55	(0.01)
VII Profit/(Loss) (V-VI)		144.87	(13.72)
VIII Other comprehensive income			
Items that will not be reclassified to profit and loss		-	-
Income Tax relating to Items that will not be reclassified to profit and loss		-	-
		-	-
IX Total comprehensive income (VII+VIII)		144.87	(13.72)
X Earning per equity share	37		
Equity shares of face value Rs. 10 each			
Basic		2.32	(0.22)
Diluted		2.32	(0.22)

See accompanying notes to the financial statements

In terms of our report attached
For Kapish Jain & Associates
Chartered Accountants
Firm's Registration No. 022743N

Vikas Katyal
Partner
Membership No. 512562

Place: New Delhi
Date: 29 May 2023

For and on behalf of the Board of Directors
Prabhans Industries Limited

Satnam Singh
Managing Director & CFO
DIN: 09526002
Place : Ludhiana

Parminder Kaur
Director
DIN: 09525971
Place : Ludhiana

Amit Kumar Sodhani
Company Secretary
M. No.: A43711
Place: New Delhi

Standalone Statement of Cash Flow for the year ended 31 March 2023

(All amounts in ₹ lacs, unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
A. Cash flow from operating activities		
Profit/(loss) before tax	185.42	(13.72)
Adjustments for :		
Interest Income	-	-
Depreciation of plant, property and equipment	7.75	0.14
Interest Expense	-	11.93
	<u>193.17</u>	<u>(1.66)</u>
Changes in assets and liabilities		
(Increase)/ decrease in other financial assets	48.35	(881.08)
(Increase)/ decrease in financial trade receivable & loan and advances	132.13	(74.11)
(Increase)/ decrease in other loan & advances and current assets	(38.79)	-
(Increase)/ decrease in inventories	(443.99)	(278.64)
Increase/ (decrease) in trade payables	380.25	974.27
Increase/ (decrease) in other financial liabilities	38.96	-
Increase/ (decrease) in other provisions	43.15	-
Increase/ (decrease) in other current liabilities	(148.33)	108.35
Cash generated from operating activities	<u>204.90</u>	<u>(152.87)</u>
Direct tax paid	-	-
Net cash generated from operating activities	<u>204.90</u>	<u>(152.87)</u>
B. Cash Flow from Investing Activities		
Purchase of fixed assets	(7.29)	(96.27)
Interest on loans advanced	-	-
Net cash generated from/(used in) investing activities	<u>(7.29)</u>	<u>(96.27)</u>
C. Cash flows from financing activities		
Proceeds from issues of equity shares including security premium	-	80.00
Proceeds from Long term borrowings	(48.01)	48.01
Proceeds from short term borrowings	(168.21)	190.45
Interest Expenses	-	(11.93)
Net cash generated from/(used in) financing activities	<u>(216.22)</u>	<u>306.53</u>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(18.61)	57.40
Cash and cash equivalents at the beginning of year	<u>58.49</u>	<u>1.09</u>
Cash and cash equivalents at the end of year	<u><u>39.88</u></u>	<u><u>58.49</u></u>
Cash & Cash Equivalents Includes:		
Cash on hand	17.35	8.06
Balances with banks	22.53	50.43

1) The statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 on statements of cash flow.

2) Figures in brackets indicate cash outflow.

See accompanying notes to the financial statements

In terms of our report attached
For Kapish Jain & Associates
Chartered Accountants
Firm's Registration No. 022743N

Vikas Katyal
Partner
Membership No. 512562

Place: New Delhi
Date: 29 May 2023

For and on behalf of the Board of Directors
Prabhans Industries Limited

Satnam Singh
Managing Director & CFO
DIN: 09526002
Place : Ludhiana

Parminder Kaur
Director
DIN: 09525971
Place : Ludhiana

Amit Kumar Sodhani
Company Secretary
M. No.: A43711
Place: New Delhi

Standalone Statement of changes in equity for the year ended 31 March 2023
(All amounts in ₹ lacs, unless otherwise stated)

A. Equity share capital

Particulars	No. of shares	Amount
Equity shares of Rs. 10 each issued and subscribed		
Balance as at 1 April 2021	6,248,240	624.82
Issue of equity share capital	-	-
Balance as at 31 March 2022	6,248,240	624.82
Issue of equity share capital	-	-
Balance as at 31 March 2023	6,248,240	624.82

B. Other equity

Particulars	Retained earnings	Securities Premium	Equity instruments through other comprehensive income	Total
Balance as at 1 April 2021	(152.52)	-	-	(152.52)
Total Comprehensive Income for the year	-	-	-	-
Add: Changes during the year	-	-	-	-
Profit for the year	(13.72)	-	-	(13.72)
Remeasurement benefit of defined benefit plans	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-
Balance as at 31 March 2022	(166.24)	-	-	(166.24)
Add: Changes during the year	-	-	-	-
Profit / (loss) for the year	144.87	-	-	144.87
Remeasurement benefit of defined benefit plans	-	-	-	-
Other comprehensive income for the year, net of income tax	-	-	-	-
Balance as at 31 March 2023	(21.37)	-	-	(21.37)

See accompanying notes to the financial statements

In terms of our report attached
For Kapish Jain & Associates
Chartered Accountants
Firm's Registration No. 022743N

For and on behalf of the Board of Directors
Prabhans Industries Limited

Vikas Katyal
Partner
Membership No. 512562

Satnam Singh
Managing Director & CFO
DIN: 09526002
Place : Ludhiana

Parminder Kaur
Director
DIN: 09525971
Place : Ludhiana

Place: New Delhi
Date: 29 May 2023

Amit Kumar Sodhani
Company Secretary
M. No.: A43711
Place: New Delhi

Notes forming part of the financial statements for the year ended 31 March 2023

1 Corporate Information

Prabhans Industries Limited (Formerly known as Sea Gold Infrastructure Limited) "the Company" is a public company incorporated under Indian Companies Act, 1956 having its registered office at Hyderabad. The Company is a listed company at Bombay Stock Exchange. The registered office of the company is located at Plot No.270e/a, Mch No.985 Road No.10, Jubilee Hills Hyderabad, Telangana- 500033, India. The Company's CIN is L70200TG1993PLC016389.

2 Significant Accounting Policies :

2.1 Statement of compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable.

Accounting policies have been applied consistently to all periods presented in these financial statements.

2.2 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2.3 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of Ind AS 17 and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Notes forming part of the financial statements for the year ended 31 March 2023

2.4 Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities.

Valuation of deferred tax assets

In view of uncertainty of future taxable profits, the Company has not recognized deferred tax asset (net of deferred tax liabilities) at the year end.

2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised:

- a) Income is recognized on accrual basis except income related to non-performing assets, which is accounted on cash basis in accordance with prudential norms of Reserve Bank of India.
- b) The Company has adopted Implicit Rate of Return (IRR) method of accounting in respect of finance charges income for hire purchase/loan transactions. As per this method, the IRR involved in each hire purchase/loan transaction is recognized and finance charges calculated by applying the same on outstanding principal financed thereby establishing equitable distribution of income over the period of the agreement.
- c) Interest on overdue installments is accounted for on receipt basis.
- d) Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- e) Dividend income is recognised at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

2.6 Foreign currencies

The functional currency of the Company is Indian rupee (Rs.).

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Notes forming part of the financial statements for the year ended 31 March 2023

2.7 Employee benefits

The Company provides post-employment benefits through various defined contribution and defined benefit plans.

2.7.1 Defined contribution plans

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year in which the related employee services are received.

2.7.2 Defined benefit plans

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and post service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

Short-term employee benefits

Expenses in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

2.8 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

2.8.1 Current tax

2.8.2 Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.8.3 Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

2.09 Inventories

Repossessed assets are valued at the end at lower of book value or net realizable value as certified by the management of the Company.

2.10 Property plant and equipment

Property plant and equipment and capital work in progress are stated at cost of acquisition or construction net of accumulated depreciation and impairment loss (if any).

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to the Statement of Profit and Loss during the financial period in which they are incurred.

Depreciation is computed on Straight Line Method ('SLM') based on estimated useful lives as determined by internal assessment of the assets in terms of Schedule of II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

No further charge is provided in respect of assets that are fully written down but are still in use.

Notes forming part of the financial statements for the year ended 31 March 2023

2.11 Intangible assets

Development of property (website) and software costs are included in the balance sheet as intangible assets, when they are clearly linked to long term economic benefits for the Company. These are measured initially at purchase cost and then amortised on a straight-line basis over their estimated useful lives.

2.12 Impairment of tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

2.13 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.14 Financial Instruments

A. Initial recognition

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

B. Subsequent measurement

I. Non-derivative financial instruments

a. Financial assets carried at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b. Financial assets at fair value through other comprehensive income

Investment in equity instruments (other than subsidiaries / associates / joint ventures) - All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Notes forming part of the financial statements for the year ended 31 March 2023

c. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

d. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

II. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

C. Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.15 Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realised.

2.16 Impairment of financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition

2.17 Earnings Per Share

Basic Earnings Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3 Property, plant and equipment

Cost	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Hydraulic Hopper Mixer	2.25	-	-	-	2.25
Furniture & fixtures	4.25	-	-	-	4.25
Computer	0.85	-	-	-	0.85
Vehicles	25.31	0.68	-	-	25.99
Generators	0.16	-	-	-	0.16
Office Equipment	8.05	6.60	-	-	14.66
Plot & Building	49.04	-	-	-	49.04
Total	89.92	7.29	-	-	97.21

Depreciation	As at 1 April 2022	Additions	Adjustments	Deletions	As at 31 March 2023
Hydraulic Hopper Mixer	1.09	0.14	-	-	1.23
Furniture & fixtures	-	0.40	-	-	0.40
Computer	0.56	0.08	-	-	0.65
Vehicles	-	4.47	-	-	4.47
Generators	-	0.01	-	-	0.01
Office Equipment	-	1.08	-	-	1.08
Plot & Building	-	1.55	-	-	1.55
Total	1.65	7.75	-	-	9.40

Carrying amounts	As at 31 March 2022	As at 31 March 2023
Hydraulic Hopper Mixer	1.16	1.02
Furniture & fixtures	4.25	3.85
Computer	0.29	0.21
Vehicles	25.31	21.52
Generators	0.16	0.15
Office Equipment	8.05	13.57
Plot & Building	49.04	47.49
Total	88.26	87.81

Previous year

Cost	As at 1 April 2021	Additions	Adjustments	Deletions	As at 31 March 2022
Hydraulic Hopper Mixer	2.25	0.00	-	-	2.25
Furniture & fixtures	-	4.25	-	-	4.25
Computer	0.59	0.26	-	-	0.85
Vehicles	-	25.31	-	-	25.31
Generators	-	0.16	-	-	0.16
Office Equipment	-	8.05	-	-	8.05
Plot & Building	-	49.04	-	-	49.04
Total	2.84	29.98	-	-	89.92

Depreciation	As at 1 April 2021	Additions	Adjustments	Deletions	As at 31 March 2022
Hydraulic Hopper Mixer	0.95	0.14	-	-	1.09
Furniture & fixtures	-	-	-	-	-
Computer	0.56	-	-	-	0.56
Vehicles	-	-	-	-	-
Generators	-	-	-	-	-
Office Equipment	-	-	-	-	-
Plot & Building	-	-	-	-	-
Total	1.51	0.14	-	-	1.65

Carrying amounts	As at 31 March 2021	As at 31 March 2022
Hydraulic Hopper Mixer	1.30	1.16
Furniture & fixtures	-	4.25
Computer	0.03	0.29
Vehicles	-	25.31
Generators	-	0.16
Office Equipment	-	8.05
Plot & Building	-	49.04
Total	1.33	88.26

Notes to the Standalone financial statement as at 31st March, 2023

(All amounts in lacs unless stated otherwise)

4 Inventories

	As at 31 March 2023	As at 31 March 2022
Closing Stock	722.63	278.64
	<u>722.63</u>	<u>278.64</u>

5 Trade receivables

	As at 31 March 2023	As at 31 March 2022
Unsecured		
i. Considered good	780.66	905.25
ii. Considered doubtful	-	-
	<u>780.66</u>	<u>905.25</u>
Less: Provision for bad and doubtful trade receivables	-	-
	<u>780.66</u>	<u>905.25</u>

Trade receivable ageing schedule for 31 March 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	780.60	-	-	-	-	780.60
ii. Considered doubtful	-	-	-	-	-	-
Total trade receivable	<u>780.60</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>780.60</u>

Trade receivable ageing schedule for 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
i. Considered good	881.08	-	24.17	-	-	905.25
ii. Considered doubtful	-	-	-	-	-	-
Total trade receivable	<u>881.08</u>	<u>-</u>	<u>24.17</u>	<u>-</u>	<u>-</u>	<u>905.25</u>

Notes to the Standalone financial statement as at 31st March, 2023
(All amounts in lacs unless stated otherwise)

6 Cash and cash equivalents

	As at 31 March 2023	As at 31 March 2022
Cash on hand	17.35	8.06
(i) Current Accounts	22.53	47.93
(ii) Fixed Deposits with Bank more than 12 months maturity	-	2.50
	<u>39.88</u>	<u>58.49</u>

7 Loans and advances

	As at 31 March 2023	As at 31 March 2022
<u>Unsecured, considered good:-</u>		
Loans including interest	150.32	162.81
Impployee advance	3.00	-
Other advances	1.95	-
	<u>155.27</u>	<u>162.81</u>

8 Other Financial assets

	As at 31 March 2023	As at 31 March 2022
Security Deposit/Retention money	23.94	9.07
Others	12.99	76.22
	<u>36.93</u>	<u>85.29</u>

9 Loans and advances

	As at 31 March 2023	As at 31 March 2022
<u>Unsecured, considered good:-</u>		
Other advances	6.36	-
	<u>6.36</u>	<u>-</u>

10 Other current assets

	As at 31 March 2023	As at 31 March 2022
Balance with Government authority	19.18	-
Other current assets	13.25	-
	<u>32.43</u>	<u>-</u>

Notes to the Standalone financial statement as at 31st March, 2023

(All amounts in ₹ lacs, unless otherwise stated)

11 Share capital

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Authorised share capital				
Equity shares				
Equity shares of Rs. 10 each	6,500,000	650.00	6,500,000	650.00
	6,500,000	650.00	6,500,000	650.00
Issued, subscribed and fully paid up				
Equity shares				
Equity shares of Rs. 10 each	6,248,240	624.82	6,248,240	624.82
Total	6,248,240	624.82	6,248,240	624.82

(a) Reconciliation of number of shares

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity share capital				
Balance as at the beginning of the year	6,248,240	624.82	5,448,240	544.82
Add: Increase during the year	-	-	800,000	80.00
Balance as at the end of the year	6,248,240	624.82	6,248,240	624.82

(b) Rights / preferences / restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend (if any). In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of Rs. 10 each fully paid up				
Nirmala Thakur	360,000	5.76%	-	0.00%
Venkatakrisna Reddy Panati	811,842	12.99%	2,518,910	40.31%
Satnam Singh	3,014,505	48.25%	820,000	13.12%
Parminder Kaur	488,926	7.83%	488,926	7.83%
Radhakrishna Reddy Panati	-	-	573,000	9.17%

(d) No bonus shares or shares issued for consideration other than cash or shares bought back over the last five years immediately preceding the reporting date.

(e) Details of Promoter's Shareholdings in the Company

Name of shareholder	As at 31 March 2023		
	No of shares	% holding	% of change during the year
Parminder Kaur	488,926	7.83%	0.00%
P Sanath Kumar	20,000	0.32%	0.32%
Venkatakrisna Reddy Panati	811,842	12.99%	-27.32%
Harjot Kaur Chawla	311,074	4.98%	0.00%
Satnam Singh	3,014,505	48.25%	35.12%
PVK and PRK Technologies Private Limited	2,500	0.04%	0.00%
Anantha Power Projects Private Limited	2,500	0.04%	0.00%

Name of shareholder	As at 31 March 2022		
	No of shares	% holding	% of change during the year
Parminder Kaur	488,926	7.83%	7.83%
Venkatakrisna Reddy Panati	2,518,910	40.31%	30.83%
Harjot Kaur Chawla	311,074	4.98%	4.98%
Satnam Singh	820,000	13.12%	13.12%
PVK and PRK Technologies Private Limited	2,500	0.04%	0.00%
Anantha Power Projects Private Limited	2,500	0.04%	0.00%
Radhakrishna Reddy Panati	573,000	9.17%	-1.34%

Notes to the Standalone financial statement as at 31st March, 2023
(All amounts in ₹ lacs, unless otherwise stated)

12 Other Equity

	As at 31 March 2023	As at 31 March 2022
Securities premium: -		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Retained Earning		
Balance at beginning of the year	(166.24)	-152.52
Add: Profit/(Loss) for the year	144.87	(13.72)
Balance at closing of the year	(21.37)	(166.24)
Other Comprehensive Income, Net of Tax		
Equity instruments measured at fair value through other comprehensive income		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Re-measurements of defined employee benefit plans		
Balance at beginning of the year	-	-
Add: Changes during the year	-	-
Balance at closing of the year	-	-
Balance at the end of 31 March 2023	(21.37)	(166.24)

13 Deferred tax liabilities (net)

	As at 31 March 2023	As at 31 March 2022
At the start of the year	0.18	0.19
Credit / (debit) to statement of profit and loss	1.07	-0.01
At the end of the year	1.25	0.18

14 Borrowings

	As at 31 March 2023	As at 31 March 2022
From directors	22.24	-
From Others	-	-
	22.24	-

15 Trade Payables

	As at 31 March 2023	As at 31 March 2022
Trade Payables		
a. Outstanding dues of micro and small enterprises	-	-
b. Outstanding dues other than micro and small enterprises	1,354.53	-
	1,354.53	-

Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006.

The Company has sent letters to suppliers to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as whether they have file required memorandum with the prescribed authorities. Based on the confirmation received, if any, the detail of outstanding are as under:

	As at 31 March 2023	As at 31 March 2022
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at ye	-	-
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	-	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
- Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-
- Interest accrued and remaining unpaid as at the end of year.	-	-
- Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

Notes to the Standalone financial statement as at 31st March, 2023
(All amounts in ₹ lacs, unless otherwise stated)

Trade Payables Ageing Schedule for 31 March 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	1,354.53	-	-	-	1,354.53
b. due to others	-	-	-	-	-
Total trade payable	1,354.53	-	-	-	1,354.53

Trade Payables Ageing Schedule for 31 March 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
a. due to micro, small and medium enterprises	-	-	-	-	-
b. due to others	974.27	-	-	-	974.27
Total trade payable	974.27	-	-	-	974.27

16 Other financial liabilities

	As at 31 March 2023	As at 31 March 2022
Other payable	38.96	-
	38.96	- .00

17 Provisions

	As at 31 March 2023	As at 31 March 2022
Salary payable	18.77	-
Income tax	39.48	-
Expenses payable	24.38	-
	82.63	-

18 Other current liabilities

	As at 31 March 2023	As at 31 March 2022
(a) Current Maturity of Long Term Loans:		
(i) ECG-WCTL-GEC Term Loan from HDFC Bank	-	9.25
(ii) Vehicle Loan from BMW Financial Services	-	5.42
(b) Other Payables :		
Statutory dues	8.17	5.94
Other current liabilities	9.94	145.82
	18.11	166.44

Notes to the standalone financial statements for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

19 Revenue from operations

	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from operations		
Sale of materials	4,844.23	1,277.23
	<u>4,844.23</u>	<u>1,277.23</u>

20 Other income

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Interest on loans advanced	-	-
b. Sale of shares	-	-
c. Dividend income	-	-
	<u>-</u>	<u>-</u>

21 Purchases of stock in trade

	For the year ended 31 March 2023	For the year ended 31 March 2022
Purchases	5,030.12	1,179.23
	<u>5,030.12</u>	<u>1,179.23</u>

22 Changes in inventories of stock in trade

	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening Stock of Traded Goods on Acquisition	278.64	333.92
Less: Closing Stock of Traded Goods	(722.63)	(278.64)
	<u>(443.99)</u>	<u>55.28</u>

23 Employee benefits expense

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Salary, wages and bonus	19.21	10.53
b. Staff welfare expenses	-	0.02
	<u>19.21</u>	<u>10.55</u>

24 Finance cost

	For the year ended 31 March 2023	For the year ended 31 March 2022
Bank Interest	-	11.93
	-	-
	<u>-</u>	<u>11.93</u>

25 Depreciation and amortisation expense

	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on plant, property & equipment	7.75	0.14
	<u>7.75</u>	<u>0.14</u>

Notes to the standalone financial statements for the year ended March 31, 2023
(All amounts in ₹ lacs, unless otherwise stated)

26 Other expenses

	For the year ended 31 March 2023	For the year ended 31 March 2022
a. Bank Charges	0.01	1.81
b. Audit Fees	2.05	0.94
c. Consultancy Charges	13.69	0.37
d. Commission	25.83	8.18
e. Rent Paid	-	3.28
f. Office Expenses	2.84	0.08
g. Annual Listing Fees	-	3.65
h. Internet Charges	-	0.01
i. Vehicle Maintenance	0.52	0.16
j. Rate & Taxes	0.79	13.86
k. SEBI Application Fees	-	1.50
	45.73	33.84
Note:		
A Payments to auditors		
(i) Audit Fees	1.80	0.80
(ii) Other Services	0.25	0.14
(iii) Out of pocket expenses	-	-
	2.05	0.94

Notes to the standalone financial statements for the year ended March 31, 2023
(All amounts in ₹ lacs, unless otherwise stated)

27 Income taxes relating to continuing operations

	For the year ended 31 March 2023	For the year ended 31 March 2022
a) Income tax recognised in profit or loss		
Current tax		
In respect of the current year	39.48	-
In respect of earlier years	-	-
Deferred tax expense		
Origination and reversal of temporary differences	1.07	(0.01)
	40.55	(0.01)
b) Income tax recognised in other comprehensive income		
Origination and reversal of temporary differences	-	-
	-	-
c) Reconciliation of effective tax rate		
Profit before tax / (Loss)	185.42	(13.72)
Add: Disallowances	-	-
Less: Allowances	-	-
Taxable Profit / (Loss)	185.42	(13.72)
Less: B/f losses	33.58	-
Taxable Profit / (Loss) after adjustment of b/f losses	151.84	-
At statutory income tax rate of 26% (31 March 2022 : Nil)	39.48	-

Movement of Deferred tax expense during the year ended 31st March, 2023

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Difference Between Book and Tax Depreciation	0.18	(1.07)	-	1.25
Expense disallowed under Income Tax Act,1961	-	-	-	-
Total	0.18	(1.07)	-	1.25

Movement of Deferred tax expense during the year ended 31st March, 2022

	Opening balance	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to:				
Difference Between Book and Tax Depreciation	0.19	0.01	-	0.18
Expense disallowed under Income Tax Act,1961	-	-	-	-
Total	0.19	0.01	-	0.18

Notes to the standalone financial statements for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

28 Capital risk management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the company consists of net debt (borrowings offset by cash and cash equivalents in Notes 9 and total equity of the Company).

The Company determines the amount of capital required on the basis of annual as well as long term operating plans and other strategic investment plans. The funding requirements are met through long - term and short - term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Table below summarises the capital, net debt and net debt to equity ratio of the Company.

Particulars	As at	
	31 March 2023	31 March 2022
Equity Share Capital	624.82	624.82
Other Equity	(21.37)	(166.24)
Total Equity (A)	603.45	458.58
Non Current Borrowings	-	48.01
Current Borrowings	22.24	190.45
Gross Debts (B)	22.24	238.46
Total Capital (A+B)	625.69	697.04
Gross Debt as above	22.24	238.46
Less: Cash and Cash Equivalents	39.88	58.49
Less: Other Balances with Bank	-	-
Net Debt (C)	(17.64)	179.97
Net Debt to Equity	(0.03)	0.39

No changes were made in the objectives, policies or process for managing capital during the years ended March 31, 2022 and March 31, 2023.

29 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

Particulars	As at	
	31 March 2023	31 March 2022
Current financial assets (CFA)	1,012.74	1,211.84
Non-current financial assets (NCFA)	-	-
Total financial assets (FA)	1,012.74	1,211.84
Current financial liabilities (CFL)	1,415.73	1,164.72
Non-current financial liabilities (NCFL)	-	48.01
Total financial liabilities (FL)	1,415.73	1,212.73
Ratios		
CFA/ CFL	0.72	1.04
FA/FL	0.72	1.00

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Notes to the standalone financial statements for the year ended March 31, 2023
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The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	22.24	-	-	22.24
Trade payables	1,354.53	-	-	1,354.53
Other financial liabilities	38.96	-	-	38.96
Total	1,415.73	-	-	1,415.73

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2022:

Particulars	Less than 1 year	1 To 5 years	Above 5 years	Total
Borrowings	190.45	48.01	-	238.46
Trade payables	974.27	-	-	974.27
Other financial liabilities	-	-	-	-
Total	1,164.72	48.01	-	1,212.73

30 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise interest rate risk.

Interest Rate Risk & Sensitivity Analysis

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The sensitivity analyses below have been determined based on the exposure to interest rates for assets and liabilities at the end of the reporting period. For floating rate assets and liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year and the rates are reset as per the applicable reset dates. The basis risk between various benchmarks used to reset the floating rate assets and liabilities has been considered to be insignificant.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Company's Profit for the year would decrease/increase by amount as stated below. This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Particulars	Borrowings	Change in Interest rate	Impact on Profit or Loss before tax for the year Increase by 1%	Impact on Profit or Loss before tax for the year decrease by 1%
As at 31 March 2023	22.24	1%	0.22	(0.22)
As at 31 March 2022	238.46	1%	2.38	(2.38)

*This is mainly attributable to the Company's exposure to borrowings at floating interest rates.

Notes to the standalone financial statements for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

31 Fair Value Disclosures

a) Categories of Financial Instruments	As at 31 March 2023			As at 31 March 2022			
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTPL	FVTOCI	Amortised Cost
Financial Assets							
Investments	-	-	-	-	-	-	-
Trade Receivables	-	-	780.66	-	-	-	905.25
Cash and Cash Equivalents	-	-	39.88	-	-	-	58.49
Loans	-	-	155.27	-	-	-	162.81
Other Financial Assets	-	-	36.93	-	-	-	85.29
	-	-	1,012.74	-	-	-	1,211.84
Financial Liabilities							
Borrowings	-	-	22.24	-	-	-	190.45
Lease liabilities	-	-	-	-	-	-	-
Trade Payables	-	-	1,354.53	-	-	-	974.27
Other Financial Liability	-	-	38.96	-	-	-	-
	-	-	1,415.73	-	-	-	1,164.72

b) Fair Value Hierarchy and Method of Valuation

Except as detailed in the following table, the Company considers that the carrying amounts of financial instruments recognised in the financial statements approximate their fair values.

Level 1 : Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Input other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e.as prices) or indirectly

Level 3: Inputs for the assets or liabilities that are not based on observable market data(unobservable inputs)

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2023

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
Financial Assets					
Carried at Amortised Cost	1,012.74	-	-	1,012.74	1,012.74
Financial Liabilities					
Carried at Amortised Cost	1,415.73	-	-	1,415.73	1,415.73

The following table presents fair value of assets and liabilities measured at fair value on recurring basis as of March 31, 2022

Financial Assets	Carrying Value	Level 1	Level 2	Level 3	Total
Financial Assets					
Carried at Amortised Cost	1,211.84	-	-	1,211.84	1,211.84
Financial Liabilities					
Carried at Amortised Cost	1,164.72	-	-	1,164.72	1,164.72

Notes to the standalone financial statements for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

32 Disclosure as per Ind AS 115 ‘Revenue from contracts with customers’:

1. Disaggregated revenue information

1.1. Set out below is the disaggregation of the Company’s revenue from contracts with customers:

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of Services		
Sale of Materials	4,844.23	1,277.23
Total revenue from contracts with customers	4,844.23	1,277.23
India		
	4,844.23	1,277.23
Total revenue from contracts with customers	4,844.23	1,277.23
Timing of revenue recognition		
Goods transferred at a point in time	4,844.23	1,277.23
Services at a point in time	-	-
Services transferred over time	-	-
Total revenue from contracts with customers	4,844.23	1,277.23

2. Contract balances

	As at 31 March 2023	As at 31 March 2022
Trade receivables	780.66	905.25
Contract assets	-	-
Contract liabilities	-	-

Contract assets are initially recognised for revenue from sale of goods. Contract liabilities are on account of the upfront revenue received from customer for which performance obligation has not yet been completed.

3. Performance obligation

The performance obligation is satisfied when control of the goods or services are transferred to the customers based on the contractual terms. Payment terms with customers vary depending upon the contractual terms of each contract.

Notes to the standalone financial statements for the year ended March 31, 2023

(All amounts in ₹ lacs, unless otherwise stated)

33 Commitments and contingencies

- The estimated amount of contracts remaining to be executed on capital amount and not provided for (net of advances) amount to Rs. Nil (31 March 2022: Rs. Nil).
- The Company has other commitments, for purchase of goods and services and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.

34 All the property, plant & equipment and intangible assets of the Company are fully depreciated in accordance with the provisions of Companies Act, 2013. The minimum residual value is carried in books of accounts.

35 Related party disclosures

(a) Subsidiary Company NA

(b) Key Managerial Personnel

Harjot Kaur Chawla	Director (w.e.f 03 October 2022)
Jaspreet Singh	Director (w.e.f 03 October 2022)
Parminder Kaur	Director (w.e.f 30 May 2022)
Satnam Singh	Managing Director & CFO (w.e.f 30 May 2022)
Sattaiah Bathula	Director (w.e.f 30 September 2015)
Amit Kumar Sodhani	Company Secretary (w.e.f 22 July 2022)
Vijaya Lakshmi Panati	Director (till 03 October 2022)
Syed Kaleel Ahmed	Director (till 03 October 2022)
P Vijayalakshmi	Director (till 03 October 2022)
Srinivas Jakkani	Director (till 03 October 2022)

36 Related party transactions

Following transactions are made with the related parties covered under Ind AS- 24 on “Related Parties Disclosure”.

	For the year ended 31 March 2023	For the year ended 31 March 2022
Remuneration paid		
Harjot Kaur Chawla	4.00	-
Parminder Kaur	4.00	-
Satnam Singh	4.30	-
Loan Given		
Satnam Singh	22.23	-
Loan taken		
Srinivas Jakkani	-	27.40

Following are the balances of the related parties covered under Ind AS- 24 on “Related Parties Disclosure”.

	For the year ended on 31 March 2023	For the year ended on 31 March 2022
Balance payable/(Recoverable)		
Loan Given		
Satnam Singh	(22.23)	-
Remuneration Payable		
Harjot Kaur Chawla	2.00	-
Parminder Kaur	2.00	-
Srinivas Jakkani	8.07	-

37 Earning per share

Particulars	31 March 2023	31 March 2022
Net profit attributable to the shareholders	144.87	(13.72)
Weighted avg. number of outstanding equity shares during the year	6,248,240	5,527,144
Basic earning per share (in Rupees)	2.32	(0.25)
Diluted earning per share (in Rupees)	2.32	(0.25)

38 The Company has considered the possible effects that may result from the pandemic (Covid 19) on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. The Company continues to closely monitor any material changes to the future economic conditions.

Notes to the standalone financial statements for the year ended March 31, 2023
(All amounts in ₹ lacs, unless otherwise stated)

39 Additional regulatory information

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has not been declared wilful defaulter by any bank or financial institution or other lender.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2023. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) 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 or entity, including foreign entities ("Intermediaries") with the understanding (whether recorded in writing or otherwise) that the Intermediary shall, whether directly or indirectly lend or invest in other persons/entities identified in any other manner whatsoever by or on behalf of the Company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not been sanctioned working capital limits from banks or financial institutions during any point of time of the year on the basis of security of current assets.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.
- (ix) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.

(x) **Analytical Ratios**

Ratio	Numerator	Denominator	Current Year	Previous Year	Variance %	Reason for changes by more than 25%
- Current ratio (in times)	Total current assets	Total current liabilities	1.17	1.12	4%	NA
- Debt equity ratio (in times)	Total debts (Net of Cash & Bank Balances)	Shareholders' Equity	(0.03)	0.39	-107%	Decreased due to increase in share capital.
- Debt service coverage ratio (in times)	Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments)	Debt service (Interest & lease payments + principal repayments)	8.69	-0.01	-106218%	Increased due to decrease in borrowings
- Return on equity ratio (in %)	Profits for the year less preference dividend (if any)	Average shareholder's equity	0.27	-0.03	-946%	Increased due to increase in profit earned during the year
- Inventory turnover ratio (in times)	Revenue from operations	Average inventory	9.68	9.17	6%	NA
- Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivable	5.75	2.75	109%	Increased due to increase in revenue from operations
- Trade payables turnover ratio (in times)	Cost of traded goods and other expenses	Average trade payables	4.32	2.42	78%	Increased due to increase in cost of goods
- Net capital turnover ratio (in times)	Revenue from operations	Average working capital	14.36	5.56	158%	Increased due to increase in revenue from operations
- Net profit ratio (in %)	Profit for the year	Revenue from operations	2.99%	-1.07%	-378%	Increased due to increase in profit during the year
- Return on capital employed (in %)	Profit before tax and finance costs	Capital employed	30.73%	-0.39%	-7933%	Increased due to increase in profit during the year
- Return on investment (in %)	Income generated from invested funds	Average invested funds	7.32%	-1.20%	-711%	Increased due to increase in profits and total assets

40 The Company has a single reportable segment for the purpose of Ind AS-108.

41 There are no other event observed after the reported period which have an impact on the Company's operation.

42 The figures for the previous year have been regrouped / rearranged / reclassified wherever necessary.

In terms of our report attached
For Kapish Jain & Associates
Chartered Accountants
Firm's Registration No. 022743N

For and on behalf of the Board of Directors
Prabhans Industries Limited

Vikas Katyal
Partner
Membership No. 512562

Satnam Singh
Managing Director & CFO
DIN: 09526002
Place : Ludhiana

Parminder Kaur
Director
DIN: 09525971
Place : Ludhiana

Place: New Delhi
Date: 29 May 2023

Amit Kumar Sodhani
Company Secretary
M. No.: A43711
Place: New Delhi