

**ANNUAL REPORT  
2022-2023**

**16<sup>TH</sup> ANNUAL GENERAL MEETING**



**PRABHAT TECHNOLOGIES (INDIA) LIMITED**

## **CORPORATE INFORMATION**

### **INSOLVENCY RESOLUTION PROFESSIONAL\***

Mr. Rajendra K. Bhuta

### **Company Secretary**

Mr. Yash Pankaj Jain

(Resigned w.e.f August 12, 2022)

Mr. Gunjan Jain

(Appointed w.e.f February 3, 2023)

### **STATUTORY AUDITORS**

Harish Arora & Associates,

Chartered Accountants

### **REGISTERED OFFICE**

402, Western Edge I,

Kanakia Spaces, Western Express Highway,

Borivali (East) Mumbai 400 066

Tel: +91 22-40676000

Email: [cs@prabhatgroup.net](mailto:cs@prabhatgroup.net)

Website: [www.prabhatgroup.net](http://www.prabhatgroup.net)

### **REGISTRAR & SHARETRANSFER AGENTS**

Cameo Corporate Services Limited,

Subramanian building, No.1,

Club House Road, Chennai 600 002

Tel: 022 2846 0390

**CIN:** L72100MH2007PLC169551

### **ANNUAL GENERAL MEETING**

**Date:** September 30, 2023

**Time:** 2:00 p.m.

**Venue:** Registered Office

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*\* Pursuant to the order dated 10.10.2019, of the Hon'ble National Company Law Tribunal – Mumbai Bench, at Mumbai ("NCLT Order"), Corporate Insolvency Resolution Process ("CIR Process") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("Code") and related rules and regulations issued thereunder with effect from October 10, 2019. Mr. Rajendra K. Bhuta, having registration no. as IBBI/IPA-001/IP-P00141/2017/18/10305 was appointed as Interim Resolution Professional in terms of the NCLT Order.*

### **Forward Looking Statement**

In this Annual Report, we might have disclosed forward-looking statements that set out anticipated results based on the management's plans and assumptions. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

## AWARDS

- Awarded with Certificate of Excellence as Best SME in Telecom Sector by Navbharat SME Business Excellence Award 2017.





2<sup>nd</sup> Edition

नवभारत  
SME BUSINESS  
EXCELLENCE  
AWARDS  
2017

PANTOMATH  
Pantomath Advisory and CSR Foundation

SME BUSINESS EXCELLENCE AWARDS OCTOBER 2017

## Certificate of Excellence

Awarded to

Prabhat Telecoms

*In recognition of outstanding performance and  
splendid growth in*

Best SME in Telecom Sector

Nimish Maheshwari

Managing Director  
NAV BHARAT



Mahavir Lunawat

Managing Director  
Pantomath Advisory Group



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## DIRECTOR'S REPORT PRESENTED BY RESOLUTION PROFESSIONAL ("RP")

To,  
The Members,  
Prabhat Technologies (India) Limited

The Resolution Professional presents to the Members the Sixteenth Annual Report of the Company together with the Director's Report, Audited Financial Statements and Auditor's Report for the year ended March 31, 2023.

The members are hereby informed that pursuant to the order dated October 10, 2019, of the Hon'ble National Company Law Tribunal – Mumbai Bench, at Mumbai ("NCLT Order"), Corporate Insolvency Resolution Process ("CIRP") has been initiated for the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016, ("the Code") and related rules and regulations issued thereunder. Mr. Rajendra K. Bhuta, having Registration No. (IBBI/IPA-001/IP-P00141/2017-18/10305) was appointed as Interim Resolution Professional ("IRP") and was subsequently appointed as the Resolution Professional ("RP") in terms of the NCLT Order.

Members are further informed that pursuant to Section 17 of the Code, the powers of Board of Directors of the Company stand suspended effective from the CIRP commencement date and such powers along with the management of affairs of the Company are vested with the Resolution Professional, viz., Mr. Rajendra K. Bhuta.

### 1. FINANCIAL RESULTS:

A Summary of the Company's financial performance as per the financial statements prepared according to the Ind AS for the FY 2022-23 as compared to the previous financial year is given below:

(Figures in lakhs except EPS)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Financial Year				
Revenue from operations (Net)	176.38	356.22	179.88	356.22
Other Income	88.75	13.13	88.81	13.29
<b>Total Income</b>	<b>265.14</b>	<b>369.35</b>	<b>268.67</b>	<b>369.51</b>
Depreciation & Amortization	43.47	50.31	45.17	51.99
Finance Cost	-	-	9.41	2.78
Other Expenses	148.52	190.87	191.82	201.94
Extraordinary Items	-	-	-	-
<b>Profit/Loss After Depreciation &amp; Interest &amp; Extraordinary Items</b>	<b>(78.66)</b>	<b>(174.18)</b>	<b>(176.83)</b>	<b>(212.17)</b>
Provision for Tax	41.09	35.07	41.09	35.07
<b>Profit After Tax</b>	<b>(37.57)</b>	<b>(139.11)</b>	<b>(135.74)</b>	<b>(177.10)</b>
EPS (Basic and diluted)	(0.35)	(1.30)	(1.27)	(1.65)

**Note:**

The RP approved these financial results only to the limited extent of discharging powers of Board

of Directors of the Company conferred on him in terms of Section 17 of the Code. The Statutory Audit for the quarter and year ended on March 31, 2023, as required under Regulation 33 of SEBI (Listing Obligation and Disclosure requirements) regulation 2015 ("SEBI LODR"), has been carried out by Statutory Auditors of the Company.

## **2. RESULTS OF OPERATIONS:**

As per Consolidated financial statement the Company earned a total income of Rs. 268.67 Lakhs during the FY 2022-23, as compared to the total income of Rs. 369.51 Lakhs earned in the previous FY 2021-22. The Company's net loss for the financial year ended March 31, 2023, stood at Rs. 135.74 lakhs as against the net loss of Rs. 177.10 lakhs in the previous year.

## **3. STATE OF COMPANY'S AFFAIRS:**

As stated above, that pursuant to the order dated October 10, 2019, of the NCLT, CIRP has been initiated for the Company in accordance with the provisions of the Code and related rules and regulations issued thereunder. Mr. Rajendra K. Bhuta, having registration no. IBBI/IPA-001/IP-P00141/2017-18/10305 was appointed as the IRP with effect from October 10, 2019 in terms of the NCLT Order and the powers of the board of directors has been suspended and the same are exercisable by Mr. R.K. Bhuta, the RP pursuant to Section 17 of the Code.

## **4. SHARE CAPITAL:**

The Authorized Share Capital of the Company is Rs. 12,00,00,000/- and the paid-up share capital of the Company is Rs. 10,70,62,770/-. There was no change in the share capital of the Company during the year under review.

## **5. TRANSFER TO RESERVE AND SURPLUS:**

There were no transfer to general reserve and surplus during the year ended March 31, 2023.

## **6. CHANGE IN THE NATURE OF THE BUSINESS:**

During the year under review, there has been no change in the nature of the business of the Company.

## **7. CHANGE IN THE NAME OF THE COMPANY:**

During the year under review, there was no change in the name of the Company.

## **8. DIVIDEND:**

With a view to strengthening the financial position of the Company, your Board of Director's have not recommended any dividend for the FY 2022-23.

## **9. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

There are no underlying shares for which dividend has remained unpaid or unclaimed for a consecutive period of seven years. Therefore, there is no transfer of the same to the Investor Education Protection Fund.

## **10. PUBLIC DEPOSITS:**

The Company has not accepted any public deposits during the FY 2022-23.



#### **11. SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:**

Sr. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary / Associate	% of share holding	Applicable Section
1.	Prabhatech Global Electronics Private Limited	U32302MH2018PTC309377	Subsidiary	100	2(87)
2.	Prabhat Telecoms Hong Kong Limited*	-	Subsidiary	100	2(87)

\*Prabhat Telecoms Hong Kong Limited is a Defunct Company.

There are no Companies / Body Corporate which have become/ceased to be subsidiary/ Joint Venture / Associate during the FY 2022-23.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("Act") read with the Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries and joint venture companies in **Form AOC- 1** and forms part of this report as "**Annexure-I**". The separate financial statements in respect of each of the subsidiary shall be kept open for inspection at the Registered Office of the Company. The Company will also make available these documents upon request by any Member of the Company interested in obtaining the same.

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is put up on the Company's website at [www.prabhatgroup.net](http://www.prabhatgroup.net).

#### **12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Particulars of loans, guarantees given and investments made during the year, as required under Section 186 of the Act and Schedule V of the SEBI LODR, if any is provided in the notes of the financial statements of the Company for the year ended March 31, 2023.

#### **13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties as prescribed in Form No. AOC-2 of the Companies (Accounts) Rules, 2014, is annexed to this report as "**Annexure -II**". Further, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

The policy on Related Party Transactions of the Company ensures proper approval and reporting of the concerned transactions between the Company and its related parties and the same as approved by the Board of Directors prior to the commencement of the CIR Process has been uploaded on the website of the Company viz. [www.prabhatgroup.net](http://www.prabhatgroup.net).

#### **14. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

##### **a. Directors**

Pursuant to the commencement of the CIRP against your Company, the powers of the Board of Directors stand suspended and the same are exercised by the RP, in accordance with the provisions of the Code.

##### **b. Key Managerial Personnel**

- i. Mr. Yash Pankaj Jain (ACS: 67206) had resigned from the post of Company Secretary and Compliance Officer due to personal reasons w.e.f. August 12, 2022.
- ii. Mr. Gunjan Jain (ACS: 56697) was appointed as the Company Secretary and Compliance

**15. INDEPENDENT DIRECTOR'S MEETING:**

Not applicable as the Company is under CIRP during the year under review.

**16. DECLARATION BY INDEPENDENT DIRECTOR:**

Not applicable as the Company is under CIRP during the year under review.

**17. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Not applicable as the Company is under CIRP during the year under review.

**18. REGISTRATION WITH INDEPENDENT DIRECTORS DATABANK:**

Not applicable as the Company is under CIRP during the year under review.

**19. MEETINGS OF BOARD OF DIRECTORS AND INSOLVENCY RESOLUTION PROFESSIONAL:**

As stated above, Members are informed that pursuant to Section 17 of the Code, the powers of Board of Directors of the Company stand suspended w.e.f. October 10, 2019, such powers along with the management of affairs of the Company are vested with the Resolution professional, viz., Mr. Rajendra K. Bhuta and no Board Meetings with the presence of Board of Directors were held thereafter.

During the year under review, the Company had total of 4 meetings chaired by RP which was held on May 25, 2022, August 9, 2022, November 10, 2022 and February 3, 2023.

Mr. Parag Malde, Chief Financial Officer of the Company and Mr. Rajendra Bhuta have attended all the meetings.

**20. BOARD COMMITTEES:**

As stated above, Members are informed that pursuant to Section 17 of the Code, the powers of Board of Directors of the Company stand suspended with effect from October 10, 2019 such powers along with the management of affairs of the Company are vested with the Resolution professional, viz., Mr. Rajendra K. Bhuta and no Committee Meetings were held thereafter.

**21. BOARD EVALUATION:**

Not applicable as the Company is under CIRP during the year under review.

**22. NOMINATION AND REMUNERATION POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

Not applicable as the Company is under CIRP during the year under review.

**23. AUDITORS:**

**A. Statutory Auditors and it's Report:**

Pursuant to the provisions of Section 139 of the Act and rules made thereunder, M/s. Harish Arora & Associates, chartered accountants, (Firm Registration No. 015226C) were appointed as the statutory Auditor of the Company at the 12<sup>th</sup> AGM of the Company, for a period of five (5) consecutive years from the conclusion of 12<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> AGM of the Company, on such remuneration as may be recommended by the Audit Committee and mutually agreed, between the Board of Directors and the Auditors plus out of pocket expenses as may be incurred.