

September 04, 2023

TO
THE MANAGER,
CORPORATE RELATIONSHIP DEPARTMENT
BSE LIMITED
PHIROZE JEEJEEBHOY TOWERS
DALAL STREET
MUMBAI- 400001

REF: SCRIP CODE – 540703 —PRO CLB GLOBAL LIMITED (Formerly PROVESTMENT SERVICES LIMITED)

SUB: Notice of the 29th Annual General Meeting and Annual Report for the FY 2022-23

Dear Sir,

This is with reference to the provisions of **Regulation 30, 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**, the 29th Annual General Meeting (“AGM”) of the Company scheduled to be held on **Tuesday, September 26, 2023 at 04:00 P.M.** IST through video conferencing/other audio visual means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. In this regard, we wish to inform the following:

1. Pursuant to the said Circulars, AGM notice and Annual Report for the financial year 2022-23 are being sent through electronic mode to all the members of the Company whose email addresses are registered with the Company/Depository Participant(s). These documents are also available on the Company’s website at www.proclbglobal.com and Bombay Stock Exchange Website at <https://www.bseindia.com/>.
2. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the members, who are holding shares on the Cut-off date i.e. Tuesday, September 19, 2023. The remote e-voting will Commencement of e-voting: Saturday, September 23, 2023 (10:00 Hrs.) IST and End of e-voting: Monday, September 25, 2023 (17:00 Hrs) IST. Detailed instructions for registering email address(s) and e-voting/ attendance at the AGM are given in the AGM notice.
3. Annual Report for Financial Year 2022-23 including the Notice of the 29th Annual General Meeting (AGM) are enclosed herewith.

Kindly take the same on your record.

Thanking You

**FOR PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)**

**DEEPIKA RAJPUT
(COMPANY SECRETARY & COMPLIANCE OFFICER)**

Enclose: As Below

REGD. ADD: 5/34, THIRD FLOOR, PUSA ROAD, KAROL BAGH, NEW DELHI 110005

CONTACT NO. : +91 9582325860

PRO CLB GLOBAL LIMITED

Formerly Provestment Services Limited

Ultimate Business Endeavours

29TH ANNUAL REPORT

[2022-23]

**REGD. OFFICE: 5/34, THIRD FLOOR, PUSA ROAD,
KAROL BAGH, NEW DELHI- 110 005**

PHONE: +91 9582325860

EMAIL: deepika.proclbglobal@gmail.com

WEBSITE: www.proclbglobal.com

ABOUT US

From a modest beginning in 1994, Pro CLB Global Limited (Formerly Provestment Services Limited) had grown from consulting firm to a fully integrated global consulting firm and was also involved in the business of tour and travel. The company was a well-known name in the travel industry catering the needs of every class of customers may it be a high end corporate client or common man. Originally Provestment Services Limited was established as project/corporate consultant which is also a RBI authorized Full Fledged Moneychanger and had strategic tie-ups with IATA for Travel Solutions where we believe in creating value and competitive advantage for our clients by meeting their expectations. We incorporate flexibility in our approach for easy customization to suit individual and organisational needs and wants.

However, due to the heavy impact of COVID-19, the hospitality and tourism industry has experience a sudden downturn in the year 2021. Consequently, the company took a major step by changing its objects to carry on the business of marketing and Trading, finance technical tie-up with all type of Indian and Foreign Footwear, Sportswear, Apparels, Cosmetics and Packaging Material and name of the company to PRO CLB GLOBAL LIMITED with an aim to attain the set goals of the company through new and improved methods.

The organization looks forward to foster and nurture management consultancy services to Corporate Entities across the globe.

We focus on analysing opportunities for alliances; joint ventures, acquisitions, and helping clients get the most out of their information technology.

BOARD OF DIRECTORS



MR. PRAVEEN BHATIA
(WHOLE TIME DIRECTOR)



MRS. JYOTI ANEJA
(ADDITIONAL DIRECTOR)
(NON-EXECUTIVE DIRECTOR)



MR. VINOD RALHAN
(NON-EXECUTIVE DIRECTOR)



MRS. BENU SEHGAL
(NON-EXECUTIVE WOMAN)
(INDEPENDENT DIRECTOR)



MR. ANIL LAKHANI
(NON-EXECUTIVE)
(INDEPENDENT DIRECTOR)



MR. SUBHASH CHAND KWATRA
(NON-EXECUTIVE)
(INDEPENDENT DIRECTOR)

BRIEF PROFILE OF WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Praveen Bhatia holds Bachelor's Degree from Shri Ram College of Commerce from University of Delhi. He is a qualified Chartered Accountant and a fellow member of ICAI. He has rich experience of over 30 years in the field of Management consultancy, Management audit, Operational audit, Efficiency audit, Direct and Indirect taxation, Capital/Revenue Budget and Packaging industry.

CORPORATE INFORMATION

REGISTERED OFFICE :

**5/34, Third Floor, Pusa Road,
Karol Bagh, New Delhi- 110 005**

Phone : +91 9582325860

Website : www.proclbglobal.com

E-Mail : deepika.proclbglobal@gmail.com

Corporate Identification Number (CIN) : L74899DL1994PLC058964

RTA

BEETAL FINANCIAL COMPUTER SERVICES PVT. LTD.

Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110062

STATUTORY AUDITORS

**M/S KHIWANI & CO.
(CHARTERED ACCOUNTANTS)**

23/26, 2nd Floor, Main Market, East Patel Nagar, New Delhi 110008

BANKERS

**Punjab & Sind Bank
Connaught Place, New Delhi – 110001**

SECRETARIAL AUDITOR

**M/S. Mohit Singh & Associates
(Company Secretaries)**

Wz-92, Mukerjee Park, New Delhi-110018

<p><u>STOCK EXCAHNGE (S)</u></p> <p>BSE Limited</p> <p>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001</p> <p>Stock Code: 540703 ISIN No: INE438C01010</p>	<p><u>INTERNAL AUDITOR</u></p> <p>AKHILESH AGRAWAL Chartered Accountants</p> <p>451/452, 1st floor, Leela Ram market, Masjid Moth South Extension –II, New Delhi 110049.</p>
<p><u>CHIEF FINANCIAL OFFICER</u></p> <p>MR. VIJAY KUMAR</p>	<p><u>COMPANY SECRETARY & COMPLIANCE OFFICER</u></p> <p>MRS. DEEPIKA RAJPUT</p>

ACROSS THE PAGES

CONTENTS	PAGE NO.
Notice	7-30
Directors Report along with Annexure (From I to XII)	31-86
Auditor's Report	87-98
Balance Sheet	99-100
Statement of Profit & Loss Account	101-102
Cash Flow Statement	103-104
Notes to Financial Statement	105-132
Form SH-13 Nomination Form	133-135
Form SH-14 Cancellation & Variation of Nomination Form	136

NOTICE

NOTICE is hereby given with pursuant to Section 96 and 101 of the Companies Act, 2013 ("The Act") that the **29th (Twenty Ninth) ANNUAL GENERAL MEETING** of the Members of the **PRO CLB GLOBAL LIMITED** (Formerly PROVESTMENT SERVICES LIMITED) (**CIN: L74899DL1994PLC058964**) will be held on **Tuesday, 26th day of September 2023**, at 04:00 P.M. (IST) deemed to be convened at registered office of the company through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business (es):

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon;

2) To consider appointment of a Director in place of **Mr. Praveen Bhatia (DIN: 00147498)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 **Mr. Praveen Bhatia (DIN: 00147498)**, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re- appointed as an Executive Director of the Company, liable to retire by rotation."

3) To consider appointment of **M/s. Ahuja Arun & Co., Chartered Accountants (Firm Registration No.012985N)**, as the Statutory Auditors to fill the casual vacancy caused due to resignation of **M/s. Khiwani & Co. (Firm Registration No. 002589N), Chartered Accountants** and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, the Company hereby appointed **M/s. Ahuja Arun & Co. (Firm Registration No. 012985N), Chartered Accountants**, as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of **M/s Khiwani & Co. (FRN: 002589N)**, for a period of Five (5) years from the conclusion this Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held in the year 2028 to examine and audit the accounts of the Company for the financial year 2023-24 to financial year 2027-28 on such remuneration and out of pocket expenses, as maybe determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

RESOLVED FURTHER THAT the members of the Board of Directors of the Company and/or Mrs. Deepika Rajput, Company Secretary & Compliance officer be and are hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

SPECIAL BUSINESS:

4) RE-DESIGNATION OF MR. PRAVEEN BHATIA (DIN:00147498) FROM NON-EXECUTIVE DIRECTOR TO WHOLE TIME DIRECTOR OF THE COMPANY WITH EFFECT FROM 28TH JUNE, 2023 FOR THE PERIOD OF 5 YEARS, SUBJECT TO REVIEW OF HIS TENURE BY BOARD OF DIRECTORS FROM TIME TO TIME

To consider and if thought fit, to pass, the following resolution as an **ordinary resolution**:

“RESOLVED FURTHER THAT in accordance with the recommendations of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198 and 203 of the Act, read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members be and is hereby accorded to the re-designation of **Mr. Praveen Bhatia (DIN: 00147498)** from Non-Executive Director to Whole-Time Director of the Company w.e.f. 28th June, 2023 for a period 5 years on the terms and conditions including remuneration as set out in the statement annexed to the Notice of this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution.”

5) REGULARIZATION OF MRS. JYOTI ANEJA (DIN: 02628815) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015,on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mrs. Jyoti Aneja (DIN: 02628815) as an Additional Director (Non-Executive) of the company w.e.f. June 28, 2023, in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Director of the Company liable to retire by rotation, to hold office for a period effective from the date of this meeting.”

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

6) AUTHORIZATION FOR UNDERTAKING RELATED PARTY TRANSACTIONS

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

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard if any, and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations’) and the Company’s policy on Related Party Transactions, approval of the Members be and is hereby accorded to the Board of Directors of the Company (Board) to enter into contract(s) / arrangement(s) / transaction(s) with a related party(s) within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to a maximum aggregate value of Rs. 50 crore (Rupees Fifty Crore Only) at arm’s length basis and in the ordinary course of business, for the Financial Year 2023-24.

RESOLVED FURTHER THAT documents, file applications and make representations in respect thereof the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, schemes, agreements and such other and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or Company Secretary or to any other Officer(s) / Authorized Representative(s) of the Company to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.

7) AUTHORIZATION TO MAKE INTER-CORPORATE LOANS, GUARANTEES AND INVESTMENT INSECURITIES

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to make inter corporate loans, guarantees and investment in securities of a sum exceeding the limits and up to Rs. 100.00 Crores as prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the company.”

8) AUTHORIZATION FOR BORROWING LIMITS UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to borrow such sum or sums of money from time to time and on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company, subject to the condition that such borrowing shall not exceed Rs. 30.00 Crore (Rupees Thirty Crore only) at any point in time, notwithstanding that the money to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained / to be obtained by the Company from its bankers in the ordinary course of its business) may exceed the aggregate of the paid-up capital and free reserves of the Company.”

RESOLVED FURTHER THAT the authority be and is hereby granted to issue short term and long term debt instruments of the Company, including by way of issue of Debentures or such other instruments like commercial papers etc. in one or more tranches, such that the total outstanding borrowing by way of issue of such instruments outstanding at any one point of time shall not exceed aforesaid limit.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provision of the Companies Act, 2013.”

9) APPROVAL FOR SALE OF PROPERTY SITUATED AT UNIT NO. 9A ON 15TH FLOOR, TOWER B, WORLD TRADE TOWER (WTT), NOIDA, C-1, SECTOR-16, NOIDA, UTTAR PRADESH-201301

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and applicable rules (“Rules”) thereunder,

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorised by the Board of the Company to exercise the powers conferred on the Board of the Company by this resolution) for the transfer of property situated at Unit No. 9A on 15th Floor, Tower B, World Trade Tower (WTT), Noida, C-1, Sector-16, Noida, Uttar Pradesh-201301, by the way of sale to prospective buyer on such consideration and in such manner and on such terms and conditions as may be deemed appropriate and decided by the board, with power to the Board to finalize and execute all the required documents, memoranda, deeds of assignments/conveyance and any other incidental documents with such modifications as may be required from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/ writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution."

By order of the Board of Directors
For PRO CLB GLOBAL LIMITED

PLACE: NEW DELHI
DATE: 31.08.2023

SD/-
DEEPIKA RAJPUT
(Company Secretary & Compliance Officer)
M.NO:21202

NOTES:

I. General Information:

- 1) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the Special businesses to be transacted at this AGM, is annexed hereto.
- 2) In compliance with the provisions of Ministry of Corporate Affairs (MCA) vide **Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated 5th May 2022 and latest being 10/2022 dated December 28, 2022 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated 13th May, 2022 and SEBI/HO/CRD/PoD2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”) The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.**
- 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 April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and December 28, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.
- 4) The members can join the EGM/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. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 5) The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 6) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

- 7) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.proclbglobal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- 8) The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022.
- 9) In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13,2021 and Circular No. 10/2022 dated December 28, 2022

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

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 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/EGM. 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 EGM/AGM will be provided by CDSL.

The Members can join the EGM/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. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors

etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.proclbglobal.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com . The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

The voting period begins on Saturday, September 23, 2023 at 10:00 Hrs (IST) and ends on Monday, September 25, 2023 at 17:00 Hrs (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 19, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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 shareholder's /retail shareholders is at a negligible level.

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

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

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

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.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>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>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 the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

	<p>If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDEAS Portal" or click https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp at</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at</p>

	toll free no. 1800 22 55 33
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

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

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

Click on "Shareholders" module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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.

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

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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.

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

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.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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.

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

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

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer viz mohitsingh191188@gmail.com and to the Company at the email address viz; Deepika.proclbglobal@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.

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

The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

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 e-voting.

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/EGM.

Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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.

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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.proclbglobal.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at www.proclbglobal.com . These queries will be replied to by the company suitably by email.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.

If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

DEMATERIALIZATION

As per the Securities and Exchange Board of India (SEBI) directives, the transactions of the Company's shares must be compulsorily in dematerialized form. Your Company had entered into agreements with Central Depository Services (India) Ltd. to facilitate holding and trading of shares in electronic form. Shareholders holding shares in physical form are requested to convert their holding into dematerialized form. Shareholders may utilize the nomination facility available by sending duly filled form prescribed to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services (P) Ltd . Your Company's equity shares are listed with Bombay Stock Exchange Ltd. (BSE).

The Company has sent to all its members an email as on 21.03.2023 and 06.06.2023 with reference to the SEBI bearing circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2021/655 dated: 03rd November, 2021, wherein the company is required to obtain the copy of Pan Card, Bank details, Contact details, Signature and Nomination from all shareholders holding shares of the Company in physical form. As per our record, your PAN, Bank details, Contact details and Nomination are not updated in our records.

We request you to Kindly send the duly filled **form ISR-1** providing the details of **PAN**, , a **Canceled Cheque and Contact Details** (i.e. **Address, Mobile No. and E-mail Id**) along with a duly filled in **Form SH-13 (For Nomination) or Form SH-14 (For Cancellation or Variation/Change in Nomination) or Form ISR-3 (Declaration to opt out of Nomination)** duly annexed with the annual report, as the same is required as per SEBI circular mentioned above, for authorizing RTA to update PAN and KYC details across all the folios of the holders managed by it. The **Form ISR-1 and Form ISR-3** are available at the website of the company.

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

You are further requested to send the required details/documents either to Company at its registered office or to the Company's Registrar & Share Transfer Agent (RTA). The Address for the Correspondence is mentioned below for your reference:

ADDRESS OF COMPANY	ADDRESS OF RTA
To, M/s Pro CLB Global Limited (Formerly known as Provestment Services Ltd) 5/34, Third Floor, Pusa Road, Karol Bagh, New Delhi-110005 Ph No.: +91 9582325860 Email: deepika.proclbglobal@gmail.com	To, M/s. Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Center, Near Dada Harsukhdas Mandir, New Delhi- 110062. Phn No. 011-29961281-83 Email: Beetalrta@gmail.com

DEMATERIALIZATION OF SHARES:

With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

In case of any queries regarding the Annual Report, members may write to deepika.proclbglobal@gmail.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready.

A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

PLACE: NEW DELHI
DATE: 31.08.2023

Sd/-
DEEPIKA RAJPUT
(Company Secretary & Compliance Officer)
M.NO:21202

Additional Notes:

- Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (R&STA) at info@beetalfinancial.com; info@beetalfinancial.com; beetalsta@gmail.com, by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, 2/2021, dated January 13th, 2021 the Notice calling the AGM has been uploaded on the website of the Company at <http://www.proclbglobal.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

PLACE: NEW DELHI
DATE: 31.08.2023

Sd/-
DEEPIKA RAJPUT
(Company Secretary & Compliance Officer)
M.NO:21202

ANNEXURE-'I' TO NOTES: GENERAL INFORMATION

Details of Directors seeking appointment and / or re-appointment at the ensuing Annual General Meeting (As per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015) is given below:

1. Mr. Praveen Bhatia: who retires by rotation at this meeting and being eligible has offered himself for re-appointment.

Name of the Director	Mr. Praveen Bhatia
Date of Birth	26.06.1960
Date of Appointment on the Board of the Company	26/08/1994
Qualification	B.com, Chartered Accountant (FCA)
Experience	Mr. Praveen Bhatia holds Bachelor's Degree from Shri Ram College of Commerce from University of Delhi. He is a qualified Chartered Accountant and a fellow member of ICAI. He has rich experience of over 30 years.
Expertise in Functional Area	Management consultancy, Management audit, Operational audit, Efficiency audit, Direct and Indirect taxation, Capital/Revenue Budget and packaging Industry
Directorship held in other Companies and LLP	Six (6) Companies
Number of shares held in the Company as on 02/08/2023	763580*
Number of Board Meeting attended during the financial year 2022-23	06
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to other Directors, Manager and other Key Managerial Personnel

- Note: Mr. Praveen Bhatia acquired 96,500 equity shares of M/s Double Aey Consultants Pvt Ltd on 14.06.2023 and 1,20,000 equity shares from M/s Provestment Forex Pvt Ltd on 14.06.2023 through Inter-se Transfers.

2. Mrs. Jyoti Aneja who is appointed as an Additional Director (Non-Executive Director) of the company offers herself for regularisation as a Non –Executive Director of the company

Name of the Director	Mrs. Jyoti Aneja
Date of Birth	15/01/1969
Date of Appointment on the Board of the Company	28/06/2023
Qualification	Master's in Business Administration (MBA) from Symbiosis University, Pune
Experience	She has a good experience in Business development, Administration and Managing Projects. She is persuasive and have strong business acumen.

Expertise in Functional Area	Business Administration
Directorship held in other Companies and LLP	Five (5)
Number of shares held in the Company	0
Number of Board Meeting attended during the financial year 2022-23	0
Relationship with other Directors, Manager and other Key Managerial Personnel	Not related to other Directors, Manager and other Key Managerial Personnel

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Ordinary/Special Business mentioned in the Accompanying Notice:

ITEM NO. 3

M/s. Khiwani & Co. (Firm Registration No. 002589N), Chartered Accountants, have tendered their resignation from the position of Statutory Auditors stating the reasons/ facts for their resignation as “peer review certificate not renewed for the term and are unable to continue as statutory auditor of the listed company” resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of the auditor can be filled by the shareholders in the General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on August 31st 2023, that, **M/s. Ahuja Arun & Co., Chartered Accountants (Firm Registration No.012985N), Chartered Accountants**, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Khiwani & Co. (Firm Registration No. 002589N), Chartered Accountants) and have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested, in the proposed resolution.

ITEM NO. 4

Consequent to resignation of **Mr. Ayush Bhatia (DIN: 07946608)** as Whole-Time Director of the company w.e.f 31.03.2023, the Board at its meeting held on June 28, 2023, had re-designated **Mr. Praveen Bhatia (DIN: 00147498)** from Non-Executive Director to Whole-Time Director of the Company, as approved by the Board of Directors, Audit Committee and Nomination and Remuneration Committee.

Mr. Praveen Bhatia holds Bachelor’s Degree from Shri Ram College of Commerce from University of Delhi. He is a qualified Chartered Accountant and a fellow member of ICAI. He has rich experience of over 30 years in the field of Management consultancy, Management audit, Operational audit, Efficiency audit, Direct and Indirect taxation, Capital/Revenue Budget and packaging Industry.

Considering the related and rich experience of Mr. Praveen Bhatia, the Nomination & Remuneration Committee along with the Board recommends his appointment as WTD. The Company will benefit from his insights and global perspective.

His re-designation as Whole-Time Director is subject to Members’ approval at this Annual General Meeting.

Remuneration:

The entire remuneration shall be payable from Pro Clb Global Limited.

Mr. Praveen Bhatia is not disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said appointment. The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act. Save and except Mr. Praveen Bhatia and his relatives, to the extent of their shareholding interest, if any, in the Company.

Mr. Praveen Bhatia and none of the directors and key managerial personnel is interested in this resolution.

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

Item No.5

MRS. JYOTI ANEJA (DIN: 02628815) was appointed as an Additional Director of the Company with effect from June 28th, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

In respect of Mrs. Jyoti Aneja the Company has received a notice in writing in terms of Section 160(1) of the Companies Act, 2013, who is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

The Board is of the view that the appointment of Mrs. Jyoti Aneja as Non-Executive Director of the Company is desirable and would be beneficial to the Company and hence it recommends the said Resolution for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mrs. Jyoti Aneja herself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

ITEM NO. 6

To ensure continuous business operation without any interruption, approval of the shareholders is being sought, to enter into related party transaction(s) with related party(s) as defined under within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, to avail and provide any service and for purchase and sale of goods and material for an amount of Rs. 50 crore during Financial Year 2023-24.

Approval being sought for Financial Year 2023-24 as per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction

with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The estimated value of transaction with related party(s) for Financial Year 2023-24 will be Rs. 50 crores, as mentioned in item no. 6 of the Notice.

Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts / arrangements to be entered into with related party(s) during Financial Year 2023-24, as mentioned in Item no. 6 of the Notice. The Board recommends the Ordinary Resolution set forth at Item No. 6 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 7

The Company proposes to give loan, guarantee or provide security during course of business in the interest of company. The Board of Directors in their meeting held on August 31st, 2023 decided to seek approval of shareholders to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more and up to Rs. 100 .00 Crores.

According to Section 186 of the Companies Act, 2013, your company is required to obtain approval by passing special resolution in general meeting in case it proposes to give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

In view of better utilization of funds available with the Company, it is proposed to pass enabling resolution authorizing board of directors of the company to give loan, guarantee or provide security within the limits as mentioned in proposed resolution. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends the Special Resolution for approval by the shareholders.

ITEM NO. 8

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital and free reserve of the Company, only if the same is approved by the Members of the Company. Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital and free reserve i.e. Up to Rs. 30.00 Crore. None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM No.9

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale, lease or otherwise disposal of the whole or substantially all of the undertaking of the Company required the approval of the members of the Company accorded by way of the special resolution.

An undertaking for the purpose of Section 180(1) (a) of the Act means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year.

The company wants to seek the approval of members by a special resolution under section 180(1)© of the Companies Act, 2013 for sale of property situated at Unit No. 9A on 15th Floor, Tower B, World Trade Tower (WTT), Noida, C-1, Sector-16, Noida, Uttar Pradesh-201301 to a prospective buyer

The Board in its meeting held on 31.08.2023 had carried out a comprehensive review of the ongoing business operations of the Company and with an aim to grow and invest in potential projects, The Board is of the opinion that the Company is in need of funds and proposed to sell the property situated at WTT, Noida, subject to the approval of shareholders.

The Board is of the opinion that the aforesaid special resolution is in the best interest of the Company and hence, recommends the special resolution for approval of the members of the Company. None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, in any way, in the proposed resolutions except to the extent of their shareholding, if any, in the Company.

PLACE: NEW DELHI
DATE: 31.08.2023

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

Sd/-
DEEPIKA RAJPUT
(Company Secretary and Compliance Officer)
M.NO.21202

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and issued circulars stating that the service of notice/documents including Annual Reports can be sent through e-mail to its members. To support this green initiative of the Government in full measure members who have not registered their e-mail address so far are requested to register their e-mail addresses in respect of electronic holding with the Depository through their concerned Depository Participants and in respect of holding in physical mode with the Company/Registrar and Share Transfer Agent of the Company.

DIRECTOR'S REPORT

TO,
THE MEMBERS
PRO CLB GLOBAL LIMITED

1. PRESENTATION OF THE ANNUAL REPORT

Your Directors have pleasure to present the Twenty Ninth Annual Report (29th) Annual Report on the business and operations and Audited Statement of Accounts of your Company for the Financial Year ended on 31st March, 2023.

2. FINANCIAL RESULTS

The Financial Results of the Company for the Financial Year ending on 31st March, 2023 are as under:

PARTICULARS	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
Total income	90,67,408	2,46,99,799
Total Expenditure	2,19,01,819	2,68,27,730
Profit before tax	(1,28,34,411)	(21,27,931)
Tax Expenses Less: Current Tax Previous year Tax Deferred tax	9,20,282 (50,43,540)	12,87,291
Profit after tax for the period	(87,11,153)	(34,15,222)
Add: Balance brought forward from previous Year	60,00,000	60,00,000
Surplus available for appropriation	4,14,25,474	5,01,36,627
Forfeiture Account	1,01,34,235	1,01,34,235
Balance Surplus carried to Balance Sheet	5,75,57,710	6,62,70,862
Earnings per share		
Basic	(1.71)	(0.67)
Diluted	(1.71)	(0.67)

3. FINANCIAL PERFORMANCE

During the year 2022-23, your Company recorded a loss of Rs. 1,28,34,411/- (Previous year loss of Rs. (21,27,931/-). The loss for the year has come out to be Rs. (87,11,153/-) as compared to loss of Rs. (34,15,222/-) in year 2022. For details, please refer to the standalone financial statements forming part of this Annual Report.

For detailed analysis of operational performance, please refer to Management Discussion and Analysis Report forming part of this Annual Report.

4. DIVIDEND

The Board of Directors has not recommended any Dividend recommend for Financial Year 2022-23, as company is retaining the reserves for future prospects.

5. RESERVES

During the year under review, your Company has transferred loss amounting to Rs. (87,11,153)/- to Reserve and Surplus.

6. FINANCE

Cash and cash equivalent as at March 31, 2023 was Rs. 21,09,988/-. The Company continues to focus on judicious management of its working capital.

7. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

The Company has already diversified the business of the company from tours and travels and entered into the business of packaging/contract packaging/retail model to take up marketing and trading activities pursuant to change in name and objects of the company. However, the company has not started with the new activities. The management endeavors to kick start the new activities and is planning for the future growth prospects and operation of the Company optimistically.

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

The company has already taken the consent from the members of the company regarding the related party transactions which the company has duly completed after the closure of financial year 2022-23.

In accordance with the new circulars issued by SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30.03.2022, and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 08.04.2022 to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) in order to authorized Related party transaction as approved by the audit committee and shareholders prior to April 1, 2023, the board of the company is seeking approval of members of the Company in its ensuing 29th Annual General Meeting of the Company. The detailed resolutions regarding approval of such related party transactions are stated above in the notice of ensuing AGM.

9. SHARE CAPITAL

(A) AUTHORISED SHARE CAPITAL

The Authorised Share Capital of the Company stands at Rs. 6, 25, 00,000/- (divided into 62, 50,000 Equity Shares of Rs. 10/- each).

During the year, there has been no change in Authorized Share Capital of the company.

(B) PAID –UP SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2023 was Rs. 5, 10, 30, 000/- (divided into 51, 03, 000 Equity Shares of Rs. 10/- each).

During the year under review; the Company has not issued any further Share Capital.

There was no change in the Capital of the Company during the year.

10. CODE OF CONDUCT

Directors, Key Managerial Personnel and Senior Management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Whole-time Director is attached as "**Annexure-I**" which forms a part of this Report of the Directors.

11. DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)

APPOINTMENT/RESIGNATION OF DIRECTOR:

During the year under review Appointment/Resignation of Directors are as follows:

S.No.	Name of the Director	Designation	Appointment/ Resignation	Date
1	Mr. Krish Sandeep Manocha	Executive Director	Appointment	02.05.2022
2.	Mr. Krish Sandeep Manocha	Executive	Resignation	30.07.2022
3.	Mrs. Namisha Phulani	Executive Director	Resignation	30.07.2022
4.	Mr. Ayush Bhatia	Whole-Time Director	Resignation	31.03.2023

Mr. Praveen Bhatia (DIN: 00147498) has been re-designated from Non-Executive Director to Whole-Time Director of the company w.e.f 28.06.2023

Mrs. Jyoti Aneja (DIN: 02628815) appointed as an additional (Non-Executive) Director of the company w.e.f 28.06.2023

The Board of Directors of the Company is duly constituted. None of the Directors is disqualified from being appointed as such under the provision of Section 164 (1) of the Companies Act, 2013.

RE-APPOINTMENT OF DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and as per the Articles of Association of the Company, Mr. Praveen Bhatia (DIN: 00147498), shall be retire by rotation at ensuing 29th Annual General Meeting (AGM) and being eligible offer himself for reappointment. The details of Directors seeking re-appointment at the ensuing Annual General Meeting has been provided in the Notice of the Annual General Meeting, forming part of the Annual Report.

The Board of Directors of the Company recommends the re-appointment of Mr. Praveen Bhatia (DIN: 00147498) who is liable to retire by rotation and being eligible offer himself for reappointment.

As per Para Clause (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations is attached and forms a part of this Report as "**Annexure -II**".

12. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

A comprehensive Management's Discussion and Analysis Report, as required under Regulation 34 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached and forms a part of this Report as "**Annexure III**".

13. MEETINGS

BOARD MEETINGS

During the year, Six (06) Board Meetings were convened and held and details thereof are mentioned in the Report on Corporate Governance forming part of this Annual Report. The intervening gap between the Meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

GENERAL BODY MEETING

Annual General Meeting of the Company was held during the year. Details are given in Corporate Governance Report.

AUDIT COMMITTEE MEETINGS

During the year, Six (6) Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report.

NOMINATION & REMUNERATION COMMITTEE MEETINGS

During the year, Two (2) Meetings of Nomination & Remuneration Committee were convened and held, the details of which are given in the Corporate Governance Report.

STAKEHOLDERS' RELATIONSHIP COMMITTEE MEETING

During the year, One (1) Meeting of Stakeholders' Relationship Committee was convened and held, the details of which are given in the Corporate Governance Report.

INDEPENDENT DIRECTORS MEETINGS

During the year, One (1) Meeting of Independent Director's was convened and held, the details of which are given in the Corporate Governance Report.

14. EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the provisions of Section 134 and 178 of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has

carried out an Annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committee.

The Board had carried out an annual performance evaluation of its own performance, its committees and all the Directors, pursuant to the requirements of the Act and the Listing Regulations. The process of evaluation was undertaken through discussions amongst the Directors on the basis of criteria formulated by the Nomination and Remuneration Committee such as the composition of Committees, understanding of Company's principles and values, Board effectiveness in providing guidance to the management and processes followed at the meetings etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as constitution and composition of Committees, effectiveness of performance of the committees as outlined in their terms of reference.

In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the Chairman of the Board and the Board as a Whole was also evaluated by the Independent Directors and the recommendation of the Independent Directors, were presented to the Board.

15. INDEPENDENT DIRECTORS DECLARATION

The Company has received declaration from all the Independent Directors under Section 149(7) of the Companies Act, 2013 in respect of meeting the criteria of independence provided under Section 149(6) of the said Act. The Independent Directors have confirmed and declared that they are not disqualified to act as an Independent Director in compliance with the provisions of Section 149 of the Companies Act, 2013 and the Board is also of the opinion that the Independent Directors fulfil all the conditions specified in the Companies Act, 2013 making them eligible to act as Independent Directors.

16. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS

Criteria for performance evaluation of Independent Directors as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, also form part of this Report as "Annexure IV".

17. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company has no Subsidiary / Joint Ventures/ Associate Companies as on 31st March, 2023. As such the Company is not required to consolidate its account with any other Company.

As per the Companies (Accounts) Rules, 2014, the Company is not required to consolidate its Financial Results with the Associate Companies for the Financial Year ended March 31, 2023. Therefore, no need to comply with the Section 129(3) of the Companies Act, 2013 and the Company has prepared its standalone financial statements which forms part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act, the standalone financial statements of the Company along with relevant documents are available at Investor Relations section of the website of the Company at www.proclbglobal.com.

18. INTERNAL CONTROL SYSTEM & ITS ADEQUACY

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to

the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and Reporting Financial Statements.

19. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

20. EXTRACT OF ANNUAL RETURN

The particulars required to be furnished under Section 134(3) (a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as prescribed in Form No. MGT-9 has been waived off by Companies (Amendment) Act, 2017.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to financial statements forming part of the Annual Report.

22. PARTICULARS OF RELATED PARTY TRANSACTION

All Related Party Transactions that were entered into by the Company during the financial year were on an Arm's Length Basis and were in the ordinary course of business. There is no material significant Related party transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large. The details of Related Party Transactions have been provided in Form AOC -2 marked as "Annexure -V".

23. DISCLOSURE AS PER THE SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company strongly believes in providing a healthy work environment that is free of any discrimination and harassment for each and every individual working for the Company through various interventions and practices. It is our continued endeavour to create an environment that enables employees to work without any fear of prejudices, gender bias and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and Redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. During the year under review, the Company had conducted various workshops and interactive awareness programs for sensitizing the employees with the provisions of the aforesaid Act.

Pursuant to requirements of the aforesaid Act read with rules made thereunder, the Company has constituted an internal complaints committee to deal with the complaints received by the Company.

During the year under review, no complaints were received by the Company. The Company is an equal opportunity employer and consciously strives to build a work culture that promoter's dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder;

- a) The Company has in place a policy on prevention, prohibition and redressal of sexual harassment at work place which has been made part to the Code of Business Conduct and Ethics applicable to all the employees of the Company.
- b) All women, permanent, temporary or contractual including those of service providers are covered under the policy.

24. POLICIES OF COMPANY

➤ RELATED PARTY TRANSACTION POLICY (REGULATION 23(1) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Related Party Transaction Policy, as formulated by the Company, defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions. There were no materially significant related party transactions i.e. transactions of material nature, with its promoters, directors or senior management or their relatives etc. that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year 2022-23 were mainly in the ordinary course of business and on an arm's length basis.

Prior approval of the Audit Committee is obtained by the Company before entering into any related party transaction as per the applicable provisions of Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the provisions of Section 188 of the Companies Act 2013, approval of the Board of Directors is also obtained for entering into Related Party Transactions by the Company. A quarterly update is also given to the Audit Committee and the Board of Directors on the related party transactions undertaken by the Company for their review and consideration.

During the year, the Company entered into any material contract, arrangement or transaction with related parties, as defined under **Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and Related Party Transaction Policy of the Company which have been provided in form AOC-2 marked as "**Annexure-v**".

➤ DOCUMENT RETENTION AND ARCHIVAL POLICY (DRAP) (REGULATION 9 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Pursuant to the Regulation 9 of SEBI (LODR) Regulations 2015 mandates that every listed entity shall Formulate a policy for preservation of documents and Regulation 30(8) of the Regulations is also required to have an archival policy on archiving all information disclosed to stock exchange(s). The same has been adopted by the Company.

➤ MATERIALITY DISCLOSURE POLICY (MDP) (REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Pursuant to the Regulation 30 of SEBI (LODR) Regulations 2015 mandates that every listed entity shall make disclosures of any events or information which, in the opinion of the Board of Directors of the Listed Company, is material and the same being adopted by the Company.

➤ VIGIL MECHANISM / WHISTLE BLOWER POLICY (REGULATION 22 SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015)

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has formulated **WHISTLE BLOWER POLICY** to deal with instance of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct, if any. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's policies. The Audit Committee, on a quarterly basis, reviews the status of complaints, summary of findings and action taken in accordance with the policy.

➤ ***RISK MANAGEMENT POLICY (REGULATION 17(9) (A) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015)***

Pursuant to provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has formulated and adopted a Risk Management Policy which covers a formalised Risk Management Structure, along with other aspects of Risk Management i.e. Credit Risk Management, Operational Risk Management, Market Risk Management and Enterprise Risk Management. The Risk Management Policy approved by the Board acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organisation. Directors are overall responsible for identifying, evaluating and managing all significant risks faced by the Company.

The Company has also in place a risk management policy to address risks such as foreign exchange risk, and interest rate risk, which was reviewed and approved by the Board.

➤ ***NOMINATION AND REMUNERATION POLICY***

The Board on the recommendation of Nomination and Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Company's Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other manners provided under Sub-Section (3) of Section 178 the Companies Act, 2013 is as below :

The appointment policy for Independent Directors, Key Managerial Personnel & Senior Executives is as under-

(A) Independent Directors:

Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made there under & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):

KMP will be appointed by the resolution of the board of directors of the Company, based on the qualification, experience and exposure in the prescribed fields. Removal of the KMP will also be done by the Resolution of the Board of Directors of the Company. Appointment/Removal will be in accordance with provisions of the Companies Act, 2013, rules made there under & Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:

Senior Executives will be appointed by the Chairman & Whole-time Director and/or Executive Director of the Company based on their qualification, experience & exposure. Removal of the Senior Executives will also be by Chairman & Whole-time Director and/or Executive Director. Further, appointment & removal will be noted by the Board as required under Clause 8(3) of Companies (Meetings of Board and its Powers) Rules, 2014.

➤ **SEXUAL HARRASSMENT POLICY**

The Company has in place a Policy on Prevention, Prohibition & Redressal of Sexual Harassment of Women at Work place and an Internal Complaints Committee (ICC) has been constituted thereunder.

The primary objective of the said Policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations.

➤ **INSIDER TRADING POLICY**

The Policy provides the framework in dealing with securities of the Company.

25. PARTICULARS OF EMPLOYEES & REMUNERATION

Information in accordance with the provisions of Section 134(3) (q) and Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees and remuneration is given in "**Annexure-VI**". In terms of Section 136 of the Act, the report and the accounts are being sent to the members excluding the said annexure and the same is available for inspection at the Registered office of the Company during business hours.

26. ANNUAL LISTING FEE

The Company has paid the Annual Listing fee for the Financial Year 2022-23 to BSE Limited.

27. COMMITTEES OF COMPANY

➤ **AUDIT COMMITTEE**

The Audit Committee comprises of Mrs. Benu Sehgal as the Chairman of the Committee, Mr. Vinod Ralhan and Mr. Anil Lakhani as members. The details of term of reference of the Audit Committee member, dates of meeting held and attendance of the members are given separately in the Corporate Governance Report.

➤ **NOMINATION & REMUNERATION COMMITTEE**

This Committee comprises of Mrs. Benu Sehgal as the Chairman of the Committee, Mr. Vinod Ralhan and Mr. Anil Lakhani as members. The details of term of reference of the Committee member, dates of meeting held and attendance of the members are given separately in the Corporate Governance Report.

➤ **STAKEHOLDER'S RELATIONSHIP COMMITTEE**

This Committee comprises of Mrs. Benu Sehgal as the Chairman of the Committee, Mr. Vinod Ralhan and Mr. Anil Lakhani as members. The details of term of reference of the Committee member, dates of meeting held and attendance of the members are given separately in the Corporate Governance Report.

28. CORPORATE GOVERNANCE

The Company is not required to mandatorily comply with the provision of Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) as its Equity Share Capital is less than Rs.10 Crore and Net Worth is not exceeding Rs.25 crores, as on the last day of the previous financial year. Your Company believes in adopting best practices of corporate governance. Therefore, Corporate Governance principles are enshrined in the spirit of Company, which forms the core values of the Company. These guiding principles are also articulated through the Company's code of business conduct, corporate governance guidelines, charter of various sub committees and disclosure policy "**Annexure-VII**".

Pursuant to Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Corporate Governance Report is made a part of this Report. As per the applicable provisions of Schedule- V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance practices followed by your Company on compliance with Corporate Governance norms under the Listing Regulations.

A certificate from the auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached with this Report. The Company is complying with Regulations of SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to Corporate Governance and reports to that effect are being regularly filed with the Stock Exchanges. The Company has obtained declaration from the Directors and Senior Management members of the Company for compliance of Code of Conduct and the Certificate from Executive Director (Whole-time Director) was placed before the Board of Directors and adopted.

A separate report on Corporate Governance together with a certificate from the Secretarial Auditors of the Company regarding compliance of conditions of Corporate Governance in compliance of Regulation 34 of the Listing Regulations forms part of this Annual Report.

29. AUDITOR'S & THEIR REPORTS

AUDITORS:

(A) STATUTORY AUDITORS

At the 29th AGM to be held on 26th September, 2023 approval of members required for for appointment of **M/s. Ahuja Arun & Co., Chartered Accountants (Firm Registration No.012985N)** as the Statutory Auditor of the Company to fill the casual vacancy created by M/s. Khiwani & Co. (Firm Registration No. 002589N) vide its resignation letter dated 29.08.2023 as the Statutory Auditor of the Company for a term of 5(Five) years from the conclusion of this Annual General Meeting till the conclusion of the 34th Annual General Meeting.

The Statutory Auditors have submitted a certificate, as required under Section 139(1) of the Act confirming that they meet the criteria provided in Section 141 of the Act.

(B) STATUTORY AUDITORS REPORT

There is no qualification, observation or adverse remarks or disclaimer made by the Auditors in their report on the financial statement of the Company for the financial year ended on 31st March, 2023. The Notes on financial statements are self-explanatory, and needs no further explanation.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

The Notes on Accounts and the observations of the Auditors in their Report on the Accounts of the Company are self explanatory and in the opinion of the Directors, do not call for any clarifications.

(C) INTERNAL AUDITOR

The internal auditor of the Company is Akhilesh Agrawal & Associates, Chartered Accountant (FRN: 040209N), has been appointed for the Financial Year 2023-24 in according to Section 138 of the Companies Act, read with Companies (Accounts) Rules, 2014 and carried out the roles and responsibilities which are as follows:

- Evaluated and provided reasonable assurance that risk management, control, and governance systems are functioning as intended and will enable the organization's objectives and goals to be met.
- Reported risk management issues and internal controls deficiencies identified directly to the audit committee and provided recommendations for improving the organization's operations, in terms of both efficient and effective performance.
- Evaluated information security and associated risk exposures.
- Evaluated regulatory compliance program with consultation from legal counsel.

(D) SECRETARIAL AUDITOR, SECRETARIAL AUDIT REPORT AND SECRETARIAL COMPLIANCE REPORT

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, Board of Directors appointed **M/s. Mohit Singh & Associates. Company Secretaries** as Secretarial Auditor to carry out Secretarial Audit of the records maintained by the Company for the Financial Year 2023-24.

SECRETARIAL AUDIT REPORT

The Report given by them for the said financial year in the prescribed Form No: MR-3 is annexed to this report as "**Annexure-VIII**". The observations of the Secretarial Auditors in their report are self-explanatory and have shown adverse remark.

SECRETARIAL COMPLIANCE REPORT

The Report given by them for the said financial year is annexed to this report as "**Annexure- IX**". The observations of the Secretarial Auditors in their report are self-explanatory and have shown adverse remark.

(E) COST AUDIT

The Cost Audit is not applicable on your Company.

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

The notes on accounts referred to in Auditor's Report are self-explanatory and, therefore does not call for any further comments under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

31. CODE FOR PROHIBITION OF INSIDER TRADING PRACTICES

Your Company has in place a Code for Prevention of Insider Trading Practices in accordance with the Model Code of Conduct, as prescribed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and has duly complied with the provisions of the said code. The details of the same are provided in Corporate Governance Report forming part of this Annual Report.

32. EXECUTIVE DIRECTOR/CFO CERTIFICATION

As required by the Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Certificate from Executive Director (Whole-time Director)/CFO had been obtained in accordance with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms a part of this report as "**Annexure-X**".

33. COMPLIANCE CERTIFICATE BY THE AUDITORS

M/s. Mohit Singh & Associates, Company Secretaries have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms a part of the Annual Report as "**Annexure-XI**".

34. DEPOSITS

The Company has not accepted any public deposits during the financial year under report.

35. LISTING

The Company has obtained In-Principal approval dated 17th August, 2017 for Direct Listing and permission on BSE main Board for its 51,03,000 Equity Shares of Rs. 10/ each for trading on the Bombay Stock Exchange (BSE) during the financial year. The Company received listing & trading approval on dated 19th September, 2017 from BSE and same was effective from 21st September, 2017 to deal on the Exchange.

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS

There are no orders passed by the Courts/ Tribunals, which would impact the going concern status of the Company and its future operations.

37. DETAILS OF FRAUD REPORTED BY AUDITOR

No fraud has been noticed or reported by the Auditors including Secretarial Auditor of the Company as per Section 134 (3) (ca) of the Companies Act, 2013 read with Companies (Amendment) Act, 2015.

38. DEMATERIALIZATION OF SHARES AND NOMINATION FACILITY AND LISTING AT STOCK EXCHANGES

As per the Securities and Exchange Board of India (SEBI) directives, the transactions of the Company's shares must be compulsorily in dematerialized form. Your Company had entered into agreements with National Securities Depository Ltd. and Central Depository Services (India) Ltd. to facilitate holding and trading of shares in electronic form. Shareholders holding shares in physical form are requested to convert their holding into dematerialized form. Shareholders may utilize the nomination facility available by sending duly filled form prescribed to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services (P) Ltd. Your Company's equity shares are listed with Bombay Stock Exchange Ltd. (BSE). The Company has paid the Annual Listing Fees to said Stock Exchanges for the Financial Year 2023-24.

39. SHARE TRANSFER SYSTEM

The Stakeholders Relationship Committee has authorized the Company Secretary of the Company to approve the transfer of shares within a period of 15 days from the date of receipt in case the documents are completed in all respects. Shares under objection are returned within two weeks. All request for dematerialization of shares are processed, if found in order and confirmation is given to the respective depositories, that is National Securities Depositories Ltd (NSDL) and Central Depositories Services Ltd (CDSL) within 15 days.

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

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "**Annexure- XII**" and is attached to this report.

41. DOCUMENTS PLACED ON THE WEBSITE

Pursuant to the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, the Company is required to place various Policies/Documents/ Details on the website of the Company. The Company has a functional website and all the requisite information is being uploaded thereat.

42. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statement in terms of Section 134 of the Companies Act, 2013; -

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors had prepared the annual accounts on a going concern basis.
- e) The directors had laid down internal financial controls and that such internal financial controls are adequate and have been operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems have been found adequate and operating effectively.

Your Directors confirm compliance of the applicable Secretarial Standards issued by the Institute of Company Secretaries of India by the Company.

43. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion and Analysis Report describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include the status of the promoters, change in government regulations, tax laws, economic developments within the country and other factors such as litigation, arrangement of funds.

44. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR:

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year 2022-2023.

45. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF DURING THE FINANCIAL YEAR:

Not applicable during the financial year.

46. ACKNOWLEDGMENT

Your Directors thank various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year.

The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

Sd/-

DEEPIKA RAJPUT
COMPANY SECRETARY
M.NO: 21202

Sd/-

VINOD RALHAN
DIRECTOR
DIN: 00146449

Sd/-

PRAVEEN BHATIA
WHOLE TIME DIRECTOR
DIN: 00147498

DATE: 31/08/2023
PLACE: NEW DELHI

ANNEXURE-'I' TO DIRECTOR'S REPORT

ANNUAL COMPLIANCE WITH THE CODE OF CONDUCT FOR THE FINANCIAL YEAR 2022-23

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with Code of Conduct for the Financial Year ended March 31, 2023 from all the Board Members and Senior Management Personnel.

**By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED**

**Date: 31/08/2023
Place: NEW DELHI**

**Sd/-
DEEPIKA RAJPUT
COMPANY SECRETARY
M.NO.21202**

ANNEXURE-'II' TO DIRECTOR'S REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

OF

PRO CLB GLOBAL LIMITED FOR THE YEAR ENDED 31.03.2023

(As per Para Clause (10)(i) of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations.)

To,
The Members,
Pro CLB Global Limited
(Formerly Known as Provestment Services Limited)
Building No. 5, First Floor, Pusa Road
W.E.A. Karol Bagh, New Delhi – 110 005

We Mohit Singh & Associates, a Firm of Company Secretaries, having our Registered Office situated at Wz-92, Mukherjee Park, New Delhi-110018 have examined the Company and Registrar of Companies records, books and papers of Pro CLB Global Limited (Formerly Known as Provestment Services Limited) (CIN:- L74899DL1994PLC058964) having its Registered Office at Building No. 5 First Floor, Pusa Road, W .E.A. Karol Bagh, New Delhi- 110 005.

In our opinion and to the best of our information and according to the examination carried by us and explanation and representation furnished to us by the Company, its officers and agents, we certify that that none of the directors on the board of Pro Clb Global Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as on March 31, 2023 as required by/under item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

<u>S. NO.</u>	<u>NAME</u>	<u>DESIGNATION</u>	<u>DIN</u>
1.	Mr. Ayush Bhatia	Whole Time Director	07946608
2	Mr. Praveen Bhatia	(Non-Executive Director)	00147498
3	Mr. Vinod Ralhan	(Non-Executive Director)	00146449
4	Mr. Anil Lakhani	(Non-Executive Independent Director)	00450542
5	Mrs. Benu Sehgal	(Non-Executive Independent Director)	03556496
6	Mr. Subhash Chand	(Non-Executive Independent Director)	08635939

	Kwatra		
--	--------	--	--

***Note:**

- Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of WTD w.e.f 31.03.2023.
- Mr. Praveen Bhatia (DIN: 00147498) is re-designated from Non-Executive Director to Whole Time Director of the company w.e.f 28.06.2023.
- Mr. Krish Sandeep Manocha (DIN: 09201140) was appointed as an Executive Director on 02.05.2022.
- Mr. Krish Sandeep Manocha (DIN: 09201140) resigned from the post of Executive Director w.e.f 30.07.2022.
- Mrs. Namisha Phulani (DIN: 09295375) resigned from the post of Executive Director w.e.f 30.07.2022.

FOR MOHIT SINGH & ASSOCIATES.
COMPANY SECRETARIES

DATE: 31.08.2023
PLACE: NEW DELHI

Sd/-
MOHIT SINGH
(Partner)
C.P. NO. 47259
M. No. 17756
UDIN: A047259E000903125

*** Note:**

- 1) *We state that such compliance is not an assurance as to the future validity of the Company. We further state that this is neither an audit nor an expression on the financial statements/ activities of the Company.*
- 2) *Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.*

ANNEXURE-'III' TO DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34(2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is as follows:

A. BUSINESS AND ECONOMIC ENVIRONMENT

Over the past two decades, the channels through which transactions take place among enterprises, and between enterprises and consumers, as well as between governments and business have been undergoing considerable change. Till late into the last millennium, a business would open a storefront, enter into contracts with suppliers along the supply chain following a series of meetings, place advertisements in the print, audio and audio-visual media, while consumers would go to a mall or a store. An online platform is a virtual marketplace that brings together buyers and sellers.

B. INDUSTRY STRUCTURE & DEVELOPMENTS

From a negligible base in 1990, e-commerce today accounts for a growing volume of transactions in the global economy. The goods or services are ordered electronically, the payment and the ultimate delivery of the goods or services do not have to be conducted online. The significance of the e-tail sector extends far beyond overall retail. It has stimulated consumption in smaller cities at rates faster than in the higher income metropolitan areas. A growing number of enterprises from small cities and semi-urban areas are using online portals to sell their merchandise.

C. OPPORTUNITIES AND THREATS

The growth of e-commerce is fueled by increasing access to the internet, a rapid fall in the cost of data usage and the proliferation of smart phones. Low fixed costs, reversible investment decisions and competitive prices, resulting from multiple producers of similar products listing on the same platform, enable e-tail firms to sell at lower prices than those at traditional brick-and-mortar stores. Economies of scale and scope and bulk purchases of a wide range of goods help to further reduce prices. The advantages include sheer convenience of purchasing goods or services along with deep discounts offered as a part of strategy to increase the consumer base. The ability to compare prices across producers imparts transparency in transactions; reviews on product quality and vendor's service provide important information on the credibility of sellers. Arguably among the most serious threats confronting any entity with an online presence is cybercrime.

D. SEGMENT-WISE PERFORMANCE

The Company earlier operates in business segment – travel & tourism and during the financial year 2022-23 the company changed its name and its objects. Now the company practically has not started the new business activities relating to marketing of cosmetics, sportswear and apparels but the company is actively working out avenues for the same and there is no other segment apart from this. The company is in discussions with the FMCG companies for e-marketing their cosmetics range products through our company.

E. OUTLOOK

The digital age of the internet and the World Wide Web has transformed and computerized everything. The traditional marketing concept, strategies, and processes have shifted into electronic marketing. Marketing over the internet or e-marketing involves more advanced and sophisticated tools. They provide easy access to the analytics and data, so the marketers could align their marketing and business strategies along with it.

RISKS AND CONCERNS

The risk management philosophy and policy of the company is an embodiment of the Company's approach to understand measure and manage risk and aims at ensuring sustained growth of healthy asset portfolio. This would entail adopting leadership approach in products and segments well understood by the Company. An innovative approach is undertaken in high-risk areas by taking limited exposure and optimizing return. The Company has robust credit risk framework which provides a scientific method for assessing credit risk rating of a client. Further, the mapping of internal rating grades vis-à-vis external rating agencies' grades has been undertaken. The output of the rating models is used in the decision making.

Credit risk: Credit risk occurs when borrower(s), as a counter party, fails to meet its contractual obligations. Credit risk applies not only to loans, but also to other on and off-balance sheet exposure such as guarantees, acceptances and investments in securities. Project lending involves certain inherent risks in a developing economy where long-term macro-economic adjustments towards stability are still in progress. Projects under implementation are prone to time and cost overruns, sometimes due to factors beyond the control of the borrower. Project failure may also occur due to adverse market situations and/or mismanagement. Your Company is making all efforts to identify such risks and factors by constantly reviewing and improving appraisal techniques, sensitivity analysis as well as other factors i.e. Project's ability to withstand changes, expertise and experience of the borrowers to cope with the adverse situations. Your Company continues to give utmost priority to its credit appraisal, intense monitoring and supervision of the projects on a continuous basis.

Interest-rate risk: Interest-rate risks arise out of mismatches between interest-rate-sensitive assets and liabilities. The Company manages such risks by fixing lending interest rates at a level linked to its average cost of borrowings and by constantly monitoring the maturity pattern of its assets and liabilities.

Liquidity risk: Liquidity risk arises out of lack of adequate funds in its day-to-day operations. The Company manages the liquidity risk through prudent resource planning to ensure the availability of adequate funds at all times to meet its obligations on its liabilities as well as disbursements on due dates.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Financial and other operational performance of the Company under review has been discussed in detail in the Director's Report.

G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

This has been dealt with in the Directors' Report.

H. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Financial Services sector is a knowledge intensive sector where employees' skills form a critical aspect in proper service delivery. The nature of your Company's business requires trained employees. In pursuance of the Company's commitment to develop and retain the best available talent, the Company had been regularly sponsoring the employees for training programmes organized by professional institutions for upgrading the skill and knowledge in different functional areas. Your company has office in Delhi to provide effective & prompt service to the clients and also for constant follow up with assisted units in these regions. With a view to take the new approved Business Plan ahead, your Company has strengthened the staff. The work force strength of your Company as on March 31, 2023 was 8.

CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability, changes in Government regulations, tax regimes, economic developments within India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

ANNEXURE-'IV' TO DIRECTOR'S REPORT

PERFORMANCE EVALUATION CRITERIA OF INDEPENDENT DIRECTORS

- (1) Attending Board/Committee Meetings.
- (2) Going through the agenda papers and providing inputs in the meetings of Board/ Committees.
- (3) Guidance to the Company from time to time on the various issues brought to their notice.
- (4) Discharge of duties as per Schedule IV of the Companies Act, 2013 and compliance to other requirements of the said Act or other regulatory requirements.
- (5) Declarations received from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015.

Moreover, the performance evaluation is also based on the terms as specified by the Nomination and Remuneration Committee as per the PART D of Schedule II of SEBI (LODR) Regulations, 2015.

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

DATE: 31/08/2023
PLACE: NEW DELHI

Sd/-
DEEPIKA RAJPUT
COMPANY SECRETARY
M.NO.21202

ANNEXURE-'V' TO DIRECTOR'S REPORT

FORM NO. AOC.2

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 arms length transactions under third proviso thereto (*Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

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

(a) ~~Name(s) of the related party and nature of relationship:~~

(b) ~~Nature of contracts/arrangements/transactions:~~

(c) ~~Duration of the contracts/arrangements/transactions:~~

(d) ~~Salient terms of the contracts or arrangements or transactions including the value, if any:~~

(e) ~~Justification for entering into such contracts or arrangements or transactions:~~

(f) ~~Date(s) of approval by the Board:~~

(g) ~~Amount paid as advances, if any:~~

(h) ~~Date on which the special resolution was passed in general meeting as required under first proviso to section 188:~~

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

Name Of Party	Nature of Relationship	Volume of Transaction	Nature of Transaction
Profile Packaging Pvt. Ltd.	Group Company	Rs. 37,00,000/-	Loan
Chaitali Exports Pvt. Ltd.	Group Company	Rs. 1,48,47,550/-	Advance Against Sale of Property
Chaitali Exports Pvt. Ltd.	Group Company	Rs. 2,20,00,000/-	Sale of Building
Chaitali Exports Pvt. Ltd.	Group Company	Rs. 31,423/-	Sale of Lift
Provestment Forex Pvt Ltd	Group Company	Rs. 16,00,000/-	Loan

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

SAAB Travel & Tours Ltd.	Common Director	Rs. 99,49,317/-	Creditors
Pro-Amante Cosmetics Private Limited	Group Company	Rs. 2,00,000/-	Advance
Pro Flexi Packaging Private Limited	Group Company	Rs. 79,00,000/-	Advance
Jyoti Bhatia	Wife of Director	Rs. 3,00,000/-	Sale of Vehicle
Praveen Bhatia HUF	Group Company	Rs. 63,68,347/-	Loan
Praveen Bhatia	Director	Rs. 71,44,218/-	Repayment advance against property
Pro Labels Pvt Ltd	Group Company	Rs. 8,00,000/-	Professional Income
Double Aey Consultants Pvt Ltd	Group Company	Rs. 10,00,000/-	Advance

**By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED**

**Sd/-
DEEPIKA RAJPUT
COMPANYSECRETARY
M.NO: 21202**

**Sd/-
VINOD RALHAN
DIRECTOR
DIN: 00146449**

**Sd/-
PRAVEEN BHATIA
WHOLE TIME DIRECTOR
DIN: 00147498**

**DATE: 31/08/2023
PLACE: NEW DELHI**

ANNEXURE-'VI' TO DIRECTOR'S REPORT

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Percentage increase/decrease in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the F.Y. 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2022-23 (in Rs.)	% Increase/decrease in remuneration in the financial year 2020-21	Ratio of remuneration of each Director /to median remuneration of employees	Comparison of the remuneration of the KMP against the performance of the Company
1	Mr. Vijay Kumar	4.31 Lacs	--	--	Being the Chief Financial Officer of the Company contributed towards the financial operations of the Company
2	Mrs. Deepika Rajput	1.50 Lacs	--	--	Being the Compliance Officer of the Company, Mrs. Deepika Rajput has contribution in the form of fulfilment of legal and Secretarial Compliances.

(i) Relationship between average increase/ (decrease) in remuneration and Company performance: -

Remuneration decreased due to impact of Covid

(ii) The key parameters for the variable component of remuneration availed by the directors.

(iii) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year - Not Applicable; and

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

By Order of the Board of Directors
For PRO CLB GLOBAL LIMITED

Sd/-
DEEPIKA RAJPUT
COMPANY SECRETARY
M.NO: 21202

Sd/-
VINOD RALHAN
DIRECTOR
DIN: 00146449

Sd/-
PRAVEEN BHATIA
WHOLE TIME DIRECTOR
DIN: 00147498

DATE: 31/08/2023
PLACE: NEW DELHI

ANNEXURE-'VII' TO DIRECTOR'S REPORT

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance refers to the framework of rules and practices by which the Board of Directors ensures accountability, fairness, and transparency in a Company's relationship with all its stakeholders. The Company has established a reputation for honesty, integrity, and sound governance. The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in its interactions with its stakeholders, including shareholders, employees, lenders, and the government. The Company is committed to achieve and maintain the highest standards of Corporate Governance. The Company believes that all its actions must serve the underlying goal of enhancing overall stakeholder value over a sustained period of time. Moreover, the Company is not required to mandatorily comply with the provision of Regulation 17 to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) as its equity share capital is less than Rs.10 Crore and Net Worth is not exceeding Rs.25 Crores, as on the last day of the previous financial year.

BOARD OF DIRECTORS

Corporate Governance practices are shaped by its Board of Directors. The Board is committed to protecting the long-term interests of all our stakeholders, and considering this, it provides objective and prudent guidance to the management. The information relating to procedures, composition, committees, etc. of the Board is provided below.

(i) BOARD PROCEDURES

PRO CLB GLOBAL LIMITED (Formerly known as PROVESTMENT SERVICES LIMITED) currently has 06 (Six) Board members which includes 3 Independent Directors (out of which one is Women Independent Director) who are eminent professionals from diverse fields, with expertise in finance, information systems, marketing, and corporate strategy. None of the Independent Directors have any material association with the Group in the past.

The Board meets at least once in a quarter to review the Company's quarterly performance and financial results. Board meetings are governed with a structured agenda. The Board periodically reviews the compliance reports with respect to laws and regulations applicable to the Company. Before the commencement of the Audit Committee meeting, members of the Audit Committee— which entirely consists of Independent Directors—have a discussion with the Statutory Auditors, in the absence of the management team or Whole-time Directors. For all major items, comprehensive Background information is provided to the Board members to enable them to take an informed decision. Once a year, the Board members participate in a strategy meeting, in which it also interacts with the management team of the Company. The Independent Directors also have a meeting amongst themselves, after which they provide their insights to the entire Board and the management team. During the year, the Independent Directors were imparted training programmes.

(ii) Composition of the Board

The Board of Directors of the Company has an optimum combination of Non-Executive/ Independent Directors having rich knowledge and experience in the industry and related sectors for providing

strategic guidance and direction to the Company. The Composition of the Board and category of Directors as on March 31, 2023 is as follows:

S. NO.	NAME OF THE DIRECTOR	CATEGORY
1	Mr. Ayush Bhatia	Executive, Whole Time Director
2	Mr. Praveen Bhatia	Non-Executive Professional Director
3	Mr. Vinod Ralhan	Non-Executive Professional Director
4	Mr. Anil Lakhani	Non-Executive Independent Director
5	Mr. Subhash Chand Kwatra	Non-Executive Independent Director
6	Ms. Benu Sehgal	Non Executive Woman independent Director

#Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of WTD w.e.f 31.03.2023.

#Mr. Praveen Bhatia (DIN: 00147498) is re-designated from Non-Executive Director to Whole Time Director of the company w.e.f 28.06.2023.

Mrs. Jyoti Aneja (DIN: 02628815) is appointed as an Additional (Non-Executive) Director of the company w.e.f 28.06.2023.

Mr. Krish Sandeep Manocha (DIN: 09201140) appointed as an Executive Director on 02.05.2022.

Mr. Krish Sandeep Manocha (DIN: 09201140) resigned from the post of Executive Director w.e.f 30.07.2022.

Mrs. Namisha Phulani (DIN: 09295375) resigned from the post of Executive Director w.e.f 30.07.2022.

Mr. Ayush Bhatia (DIN: 07946608) who resigned from the post of WTD as on 31.03.2023 is the son of Mr. Praveen Bhatia (DIN: 00147498). Who is re-designated as the WTD w.e.f 28.06.2023. There is no other relationship between the Directors *inter-se*. All the Directors are luminous professionals with wide range of expertise and experience in the fields of Business, Law, Finance and Management.

(iii) **Other relevant details of the Directors**

Name of the Director and their Director Identification Number(DIN)	Category of Directorship	No of other Directorship(*) As on 31/03/2023	No. of equity shares held in the Company	Chairman/Chairperson of Committee(**)
Mr. Ayush Bhatia (07946608)	Whole time Director	5	33800	Nil
Mr. Praveen Bhatia (00147498)	Director	6	547080	Nil
Mr. Vinod Ralhan (00146449)	Director	3	93510	Nil
Mrs. Benu Sehgal (03556496)	Director	5	Nil	Chairman of Audit Committee/ Remuneration & Nomination Committee / Stakeholder's Relationship Committee

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

Mr. Subhash Chand Kwatra (08635939)	Director	4	Nil	Nil
Mr. Anil Lakhani (00450542)	Director	2	500	Nil

- Mr. Praveen Bhatia is member in Nomination and Remuneration Committee of Rajshree Polypack Limited.
- #Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of WTD w.e.f 31.03.2023.
- Mr. Praveen Bhatia (DIN: 00147498) is re-designated from Non-Executive Director to Whole Time Director of the company w.e.f 28.06.2023.
- # Mr. Krish Sandeep Manocha (DIN: 09201140) appointed as an Executive Director on 02.05.2022.
- # Mr. Krish Sandeep Manocha (DIN: 09201140) and Mrs. Namisha Phulani (DIN: 09295375) resigned from the post of Executive Director w.e.f 30.07.2022.

(i) Re-appointment of Directors liable to retire by rotation

The Board has Six (6) Directors (Including 3 Independent Director , not liable to retire by rotation) whose period of office is liable to be determined for retirement by rotation, and out of these 3 directors (Non- Independent) , one-third i.e. one Director shall retire at the Annual General Meeting. Thus, Pursuant to Section 152 of the Companies Act, 2013, **Mr. Praveen Bhatia (DIN: 00147498)** shall retire at the ensuing 29th Annual General Meeting of the Company and being eligible is considered for re-appointment. His brief resume is annexed to the notice of the Annual General Meeting.

(iv) Meetings of the Board

During the financial year 2022-23, Eight (06) meetings of the Board were held, as detailed herein below. The gap between two meetings did not exceed four months.

The details of the meetings held and the attendance thereof of the Members of the Board are as detailed herein below:

Date of meeting	Mr. Ayush Bhatia	Mr. Praveen Bhatia	Mr. Vinod Raihan	Mr. Anil Lakhani	Mrs. Benu Sehgal	Mr. S C Kwatra	Mr. K S Manocha	Namisha Pulhani
02.05.2022	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
26.05.2022	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
09.08.2022	Yes	Yes	Yes	Yes	Yes	Yes	-	-
02.09.2022	Yes	Yes	Yes	Yes	Yes	Yes	-	-
14.11.2022	Yes	Yes	Yes	Yes	Yes	Yes	-	-
13.02.2023	Yes	Yes	Yes	Yes	Yes	Yes	-	-

- Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of WTD w.e.f 31.03.2023.
- Mr. Praveen Bhatia (DIN: 00147498) is re-designated from Non-Executive Director to Whole Time Director of the company w.e.f 28.06.2023.
- Mr. Krish Sandeep Manocha (DIN: 09201140) was appointed as an Executive Director on 02.05.2022.
- Mr. Krish Sandeep Manocha (DIN: 09201140) resigned from the post of Executive Director w.e.f 30.07.2022.
- Mrs. Namisha Phulani (DIN: 09295375) resigned from the post of Executive Director w.e.f 30.07.2022.

(v) Evaluation of Board's Performance:

In terms of the Companies Act,2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, the Board has carried out Annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the committees. A structured questionnaire was circulated, covering various aspects of the Board's and Committee's functioning, cultures, performance and governance. The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Whole-time Director based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

(vi) Remuneration of Directors

The Company does not pay any remuneration/ commission to any Director of the Company. The Company reimburses the out-of-pocket expenses incurred by the directors for attending the meetings.

Further, it has not implemented any Stock Option Scheme. The Company has no pecuniary relationship/ transactions with its Directors during the Financial Year ended March 31, 2023 except as stated above.

(vii) Code of Conduct

The Company has adopted a Code of Conduct for all its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Board Members and senior management personnel have affirmed the compliance with the Code of Conduct as on 31st March, 2023. A Declaration to this effect signed by the Director and the CFO, forms part of the Director and CFO certification and is attached with the Director's Report.

B. COMPLIANCE OFFICER

Mrs. Deepika Rajput, Company Secretary of the Company, is the Compliance Officer for complying with the requirements of the Securities Laws and the Listing Agreements with the Stock Exchange.

C. COMMITTEES OF BOARD

Under the aegis of the Board of Directors, several committees have been constituted which have been delegated powers for different functional areas. There are three Committees namely:

- 1) The Audit Committee.
- 2) Nomination Committee and Remuneration Committee.
- 3) Stakeholders Relationship Committee.

All the decisions pertaining to the constitution of the Committee(s), appointment of its Members and payment of Sitting Fees to the Committee Members for attending the Committee Meetings, are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

1) AUDIT COMMITTEE

The composition of the Audit Committee is as per the provision of Section 177 of Companies Act, 2013 and in terms of requirements in Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

During the year there were in total Six (06) Audit Committee Meetings. The said meetings were attended by all the Committee members.

The terms of reference of the Audit Committee includes the following:

- Assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements.
- To oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies.
- The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013.
- To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To examine financial statement and the auditor's report thereon before submission to the Board;
- To approve any subsequent modification of transactions of the Company with the related parties;
- To scrutinize inter-corporate loans and investments; Valuation of undertakings or assets of the company, wherever it is necessary;
- To evaluate internal financial controls and risk management systems;
- To monitor the end use of funds raised through public offers and related matters; Review of the Audit Reports of the internal Auditors;
- Overseeing the Company's financial reporting process and disclosure of financial information;
- Holding discussions with the Auditors periodically about the Internal control Systems, the scope of Internal Audit, the observation of the Auditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of the appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

- Review of the Quarterly, Half-yearly and Annual Financial Statements before submission to the Board.”
- Review/ Approval of any other matter in relation to items specified in Part C of Schedule II of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;

Composition

The Composition of Committee is as follows:

S. NO.	NAME OF THE MEMBER	CATEGORY
1.	Mrs. Benu Sehgal	Non- Executive Woman Independent Director
2.	Mr. Vinod Ralhan	Non- Executive Director
3.	Mr. Anil Lakhani	Non- Executive Independent Director

All the recommendations as made by the Audit Committee during the year were duly accepted by the Board.

All Members of Audit Committee possess rich knowledge and expertise in Financial and Management fields.

All the Meetings of the Audit Committee, held during the year, were chaired Mrs. Benu Sehgal after her designated appointment as Chairman. Statutory Auditors and Internal Auditors are invited to attend and participate at the Committee Meetings, whenever any need arise.

Meetings

During the financial year 2022-23, Six (6) meetings of the Audit Committee were held, as detailed herein below. The gap between two meetings did not exceed four months.

The details of the meetings held and the attendance thereof of the Members of the Audit Committee are as detailed herein below:

ATTENDANCE			
Date of meeting	Mrs. Benu Sehgal	Mr. Vinod Ralhan	Mr. Anil Lakhani
02.05.2022	Yes	Yes	Yes
26.05.2022	Yes	Yes	Yes
09.08.2022	Yes	Yes	Yes
02.09.2022	Yes	Yes	Yes
14.11.2022	Yes	Yes	Yes
13.02.2023	Yes	Yes	Yes

2) NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and remuneration committee is as per the provision of Section 178 of Companies Act, 2013 and in terms of requirements in Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

The terms of reference of the Nomination and Remuneration Committee includes the following:

Salient functions of the NRC includes, recommending to the Board about appointment and removal of the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMPs); carry out evaluation of every director's performance and recommend to the Board a policy pertaining to remuneration for director(s), KMPs and other employees. The terms of the reference of Nomination and Remuneration Committee also covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013.

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- Devising a Policy on Board Diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.

Composition

The Composition of Committee is as follows:

S. NO.	NAME OF THE MEMBER	CATEGORY
1.	Mrs. Benu Sehgal	Non- Executive Woman Independent Director
2.	Mr. Vinod Ralhan	Non- Executive Director
3.	Mr. Anil Lakhani	Non- Executive Independent Director

Meetings

During the financial year 2022-23, the Committee met Two (2) times. The details of the meetings held and the attendance there at of the Members of the Nomination and Remuneration Committee are as detailed herein below:

ATTENDANCE			
Date of meeting	Mrs. Benu Sehgal	Mr. Vinod Ralhan	Mr. Anil Lakhani
26.05.2022	Yes	Yes	Yes
09.08.2022	Yes	Yes	Yes

3) STAKEHOLDERS' RELATIONSHIP COMMITTEE

Incompliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, the Stakeholders' Relationship Committee looks into shareholders' and investors' grievances Composition.

The terms of reference of the Stakeholders' Relationship Committee includes the following:

The Terms of Reference adopted by the Committee and approved by the Board of Directors in brief are asunder:

- To approve/refuse/reject registration of transfer/transmission of Shares in a timely manner;
- To Consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of declared dividends, non-receipt of balance sheet;
- To authorise printing of Share Certificates post authorization from the Board of Directors of the Company;
- To issue the Share Certificates under the seal of the Company, which shall be affixed in the presence of, and signed by:
 - (i) any two Directors (including Managing or Whole-time Director, if any), and
 - (ii) Company Secretary / Authorised Signatory;
- To authorise issue of Duplicate Share Certificates and Share Certificates after Split / Consolidation /
- Re-materialization and in Replacement of those which are defaced, mutilated, torn or old, decrepit, worn out or where the pages on reverse for recording transfers have been utilized ;
- To authorize to maintain, preserve and keep in its safe custody all books and documents relating to the issue of share certificates, including the blank forms of share certificates.
- To perform all functions relating to the interests of security holders of the Company and as assigned by the Board, as may be required by the provisions of the Companies Act, 2013 and Rules made thereunder, Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other regulations issued by SEBI as amended from time to time.

The Composition of Committee is as follows:

S. NO.	NAME OF THE MEMBER	CATEGORY
1.	Mrs. Benu Sehgal	Non- Executive Woman Independent Director
2.	Mr. Vinod Ralhan	Non- Executive Director
3.	Mr. Anil Lakhani	Non- Executive Independent Director

Meetings

During the financial year 2022-23, the Committee has met One [1] time. The details of the meetings held and attendance thereof of the Members of the Share Transfer and Stakeholders' Relationship Committee are as detailed herein below:

ATTENDANCE			
Date of meeting	Mrs. Benu Sehgal	Mr. Vinod Ralhan	Mr. Anil Lakhani
09.08.2022	Yes	Yes	Yes

Details of Investor Complaints Status

The Share Department of the Company and Beetal Financial Computer Services Pvt Ltd., the RTA of the Company attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the satisfaction of the investors.

During the year under review, the Company did not receive any complaints from the shareholders/investors.

No complaint was pending as on March 31, 2023.

4) RISK MANAGEMENT COMMITTEE

The provisions of this regulation shall be applicable to top 100 listed entities, determined on the basis of market capitalisation, as at the end of the immediate previous financial year.

Your Company is not required to mandatorily form Risk Management Committee as the provision is applicable to top 100 listed entities.

Furthermore, the Company has not constituted its Risk Management Committee formed by the Company under (Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

GENERAL BODY MEETING

Location, date and time of the Annual General Meetings held during the last three years are given below:

Financial year	Date of Meeting	Time	Venue
2021-2022	September 29 th , 2022	04:00 p.m.	Convened through Video Conferencing and Other Audio Visual Means (OAVM)
2020-2021	September 30 th , 2021	04:00 p.m.	Convened through Video Conferencing and Other Audio Visual Means (OAVM)
2019-2020	September 30 th , 2020	04:30 p.m.	Convened through Video Conferencing and Other Audio Visual Means (OAVM)

SEPARATE INDEPENDENT DIRECTORS MEETING

As required under Clause VII of Schedule IV of Companies Act, 2013 read with Regulation 25(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Independent Directors meet at least once in a year without the presence of Executive Director or CMD or non-independent directors or members of Management and inter-alia discussed:

- a) The performance of non-independent directors and the Board as a whole.
- b) The performance of Chairman of the Company.

c) Assessment of the quality, quantity and timeliness of flow of information between Management and the Board.

In addition to this meeting, interactions outside the Board Meeting also take place between the Chairman and the Independent Directors.

Accordingly, a separate meeting of Independent directors was held on 13th February, 2023 inter alia to discuss and review the performance of non-independent directors and the board as a whole; review the performance and to assess the quality, quantity and timeliness of flow of information.

The independent directors have handed over the proceedings of the meeting to the Whole-time Director of the Company.

Familiarization of Independent Directors

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the listed entity shall conduct Familiarization Programme for Independent Director aims to familiarize them with the Company, their roles, rights, responsibilities in the Company that would facilitate their active participation in managing the Company. The familiarization programme also extends to other Non- Executive Directors of the Company. The details are available on Company's website i.e. www.proclbglobal.com

Performance Evaluation criteria for Independent Directors

The performance evaluation for Independent Directors is also based on the terms as specified by the Nomination and Remuneration Committee as per the PART D of Schedule II of SEBI (LODR) Regulations, 2015.

MEANS OF COMMUNICATION

(i) The Board of Directors of the Company approves the quarterly and half-yearly/annually financial results in the Performa prescribed pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time within forty five days of the close of the respective periods (except audited results for the year/last quarter within sixty days of the end of the financial year).

The approved financial results are e-mailed/submitted online immediately after the Board Meeting to the Stock Exchanges where the Company's shares are listed and are published in The Millennium Post (English) and Hari Bhoomi (Hindi) news papers, within forty-eight hours of approval thereof by the Board of Directors.

iii) The Company's financial results, official news releases and presentations are displayed on the Company's website - <http://www.proclbglobal.com/>

GENERAL SHAREHOLDER INFORMATION

1	29th Annual General Meeting: Day, Date and Time Venue	26 th September, 2023, Tuesday at 04:00 P.M. through Video Conferencing (VC) and Other Audio Visual Means (OAVM)
2	Financial Year	1st April 2022 to 31st March 2023
3	Date of Book Closure	Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive)
4	Listing on Stock Exchanges	THE BOMBAY STOCK EXCHANGE LIMITED Mumbai PJ Towers, Dalal Street, Mumbai- 400001

5	ISIN Number for Equity Shares in NSDL & CDSL	INE438C01010
6	Corporate Identification Number(CIN)	L74899DL1994PLC058964
7	Dividend Payment Date	NA
8	Registrar to an issue and share transfer agents	M/S. BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110 062 Tel: 91-11-2996 1281-83 Fax: 91-11-2996 1284 Email: beetal@beetalfinancial.com
9	Share Transfer System	After considering by the Stakeholders'/Investors' Grievance Committee, the Share transfer in Physical form are registered and returned within a period of 15 days from the date of receipt in case the documents are completed in all respects. The Shares of the Company in electronic form are tradable only through the Depository Systems. The Transfer of Shares in physical form is processed by Registrar and Share Transfer Agents of the Company and thereafter the same are approved by the Company Secretary/ Directors of the Company. The Company obtains from a Company Secretary in Practice half-yearly Certificate of Compliance with the share transfer formalities and files a copy of the said certificate with stock exchange.
10	Dematerialization of shares and liquidity	The Company's shares are in process for compulsory demat mode facilitated through NSDL and CDSL. Your Directors earnestly appeal to all of you to demat your shares of the company and derive the benefits of holding the shares in electronic form. The Equity Shares of your Company are available for trading in the depository systems of both the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India)Limited (CDSL). The ISIN No. allotted to the Company is INE438C01010.
11	Mandatory/Non-Mandatory Requirements	During the financial year 2022-23, the Company has duly complied with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
12	Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

DISCLOSURES

(a) Materially significant Related Party Transactions that may have potential conflict with the interests of company at large:-

The Company has complied with the Accounting standards on Related Party Disclosures during the Financial year 2022-23, the 'Related Party Disclosures' have been given in the Notes to Financial Statements.

(b) Disclosure of Accounting Treatment

The Accounting Standards as notified in the Companies (Accounting Standards) Rules, 2006 and as referred to under Section 129 of the Companies Act, 2013 have been followed in the preparation of the Financial Statements for the year ended 31st March, 2023.

(c) Board Disclosures – Risk Management

The Company has in place built-in internal control systems for assessing and mitigating elements of risks in relation to its operations which are followed scrupulously in day to day functioning of the Company.

The Board of Directors has formed and approved the Risk Management Policy of the Company.

(d) Details of Non-Compliance, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:-

The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
--	-----	----	-----	-----

(e) Proceeds from Public Issues, Rights Issue and Preferential Issue etc.

The Company has not raised any funds through public issue, right issue, preferential issue etc. during the year.

(f) Related Party Transactions Policy

The Company as per the regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, has adopted the Policy on Related Party Transactions.

(g) Vigil Mechanism/Whistle Blower Policy

The Company has adopted a Whistle Blower Policy and established a vigil mechanism in line with the provisions of Section 177 of Companies Act, 2013, which aims to provide a mechanism to the employees and directors of the Company to report instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. It also provides or adequate safeguards against victimisation of Directors and employees who avail the mechanism and provides for direct access to the Chairman of the Audit Committee, in exceptional cases.

(h) Details of compliance mandatory requirements and adoption of non-mandatory requirements

The Company has duly complied with all the mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Besides complying with all the mandatory requirements of

SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company has also complied with the following non-mandatory requirements:

- Submission of reports of the Internal Auditors to the Audit Committee.
- The Internal Auditor of the Company regularly reports their findings of the internal audit to the Audit Committee Members.

OTHER DISCLOSURES

1. Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary-in-Practice carries out a Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited ("Depositories") and the total issued and listed capital with the Stock Exchanges. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with Depositories). The audit report is being submitted on quarterly basis to the Stock Exchanges.

2. Corporate Disclosure practices for prevention of Insider Trading

The Board of Directors adopted the Code of Conduct for Board Members and Senior Management Personnel. The said code was communicated to the Directors and members of the senior management and they affirmed their compliance with the said Code. The Code requires the Directors and employees to act honestly, ethically and with integrity and in a professional and respectful manner.

Pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted Code of practices and procedures for fair disclosure of unpublished price sensitive information and Code of Conduct in order to monitor and report Insider Trading.

All Directors and the designated employees have confirmed compliance with the Code.

3. Management Discussion and Analysis Report

As per Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Management Discussion and Analysis Report which forms part of the Annual report is given by the means part of the Directors' Report.

4. Demat Suspense Account/Unclaimed Suspense Account

The company does not have any outstanding Demat Suspense Account/Unclaimed Suspense Account.

5. Whole Time Director/ CFO /CEO Certification

The Whole Time Director/ CFO has furnished certificate to the Board as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and same is reviewed by the Audit Committee and was placed before the Board of Directors of the Company.

6. Secretarial Audit for Financial Year 2022-23

M/s. Mohit Singh & Associates, Company Secretaries, New Delhi, our Secretarial Auditor has conducted Secretarial Audit of the Company for the financial year ended March 31, 2023, as per the provisions of

Companies Act, 2013. The Secretarial Audit Report addressed to the Board of Directors of the Company forms part of this Annual Report.

7. Certificate on Corporate Governance

M/s. Mohit Singh & Associates, Company Secretaries, New Delhi, have certified that the Company has complied with the conditions of Corporate Governance as stipulated Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms part of this Annual Report.

THERE HAS BEEN NO INSTANCE OF NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT

DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LODR), REGULATIONS, 2015

A. The Board

A non-executive chairperson may be entitled to maintain a chairperson's office at the company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

B. Shareholder Rights

A half-yearly declaration of financial performance including summary of the significant events in last six-months, may be sent to each household of shareholders.

C. Modified opinion(s) in audit report

The Company may move towards a regime of financial statements with unmodified audit opinion but for this financial year, there was no modified opinion with respect to financial statements.

D. Separate posts of Chairperson and Chief Executive Officer

The Company may appoint separate persons to the post of chairperson and managing director or chief executive officer.

E. Reporting of Internal auditor

The Internal Auditor may report directly to the audit committee.

DISCLOSURE OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNAUL REPORT

During the Financial Year 2022-23, the Company has duly complied with the provisions of Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015

SHAREHOLDING PATTERN OF THE COMPANY AS ON MARCH 31, 2023

Category	No. of shares	% of holding
Promoters and Persons acting in concert with promoters:-		
Individual (9)	884900	17.341
Body Corporate (4)	582238	11.410
HUF (1)	236950	4.643
Bodies Corporate(33)	978790	19.181
Government Companies	-	-
Mutual Funds	-	-
FII's	-	-
Foreign Portfolio Investor (Corporate)	-	-
NRI(1)	1	0.00
Financial Institutions / Banks	-	-
Individual (888)	2306719	45.204
Directors (other than Promoters)(1)	500	0.010
HUF (22)	112314	2.201
Others- Clearing Members (3)	588	0.01
TOTAL	5103000	100.000

**BY ORDER OF THE BOARD OF DIRECTORS
FOR PRO CLB GLOBAL LIMITED**

Sd/-

PRAVEEN BHATIA
WHOLE TIME DIRECTOR
DIN: 00147498

PLACE: NEW DELHI
DATE: 31.08.2023

Form No. 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 9 of the Companies (Appointment and Remuneration Personnel Rules, 2014)]

To,
THE MEMBERS,
PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)
(CIN: L74899DL1994PLC058964)
BUILDING NO. 5, FIRST FLOOR, PUSA ROAD
W.E.A. KAROL BAGH, NEW DELHI – 110005

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **PRO CLB GLOBAL LIMITED** (Formerly PROVESTMENT SERVICES LIMITED) (hereinafter called the "Company") having **CIN: L74899DL1994PLC058964**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, returns filed and other records maintained by **PRO CLB GLOBAL LIMITED** (Formerly PROVESTMENT SERVICES LIMITED) (the "Company") for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company as no Foreign Transactions has been done during the year under review)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 presently, (Substantial Acquisition of Shares and Takeovers) Regulations, 2018;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 presently (Prohibition of Insider Trading) Regulations, 2018;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 presently India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit period.)**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not Applicable to the Company during the Audit period.)**
 - e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit period);**
 - 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, 2009 presently (Delisting of Equity Shares) Regulations, 2018 **(Not Applicable to the Company during the Audit period);** and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 presently (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit period);**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (vi) We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/ groups of Acts, Laws and Regulations as applicable to the Company is given under.
1. Employees Provident Funds & Miscellaneous Provisions Act ,1952
 2. The Employees State Insurance Act, 1948
 3. Payment of Gratuity Act, 1972, and rules made there under;
 4. Maternity Benefit Act, 1961

5. Income Tax Act, 1961
6. GST Act
7. Corporate tax
8. Tax Deducted at Source
9. The Sexual harassment of Women at Work Place (Prevention, Prohibition & Redressal) Act, 2013
10. The Environment (Protection) Act, 1986
11. Applicable Accounting Standards

In respect of other laws specifically applicable to the Company, we have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India on meetings of the Board of Directors and General Meetings.
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

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

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that:

The Board of Directors of the Company is duly constituted/re-constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as per Companies Act, 2013. There is change in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

Important points to keep on record:

(a). The Company has not maintained the Structured Digital Database (SDD) as per the Regulation 3(5) of (Prohibition of Insider Trading) Regulations, 2015. Further the reporting of the SDD compliance has been done by the Company.

(b). During the period under review, Mr. Krish Sandeep Manocha (DIN:09295375) and Ms. Namisha Pulhani (DIN: 09201140) has resigned from the post of Directorship on 30.07.2022.

(c). During the period under review, Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of Whole Time Director and KMP on 31.03.2023.

We further report that:

- There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- We further report that during the audit period there was no event/action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

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.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: 2204/2022

Place: New Delhi
Date: 24.05.2023

SD/-
MOHIT SINGH
Proprietor
CP No.: 17756; M No.: A47259
UDIN: A047259E000364565

To,

**THE MEMBERS,
PRO CLB GLOBAL LIMITED
Formerly PROVESTMENT SERVICES LIMITED
(CIN: L74899DL1994PLC058964)
BUILDING NO. 5, FIRST FLOOR, PUSA ROAD
W.E.A. KAROL BAGH, NEW DELHI – 110005**

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

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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.

Auditor's Responsibility

3. 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 of our opinion.
4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events.
6. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Disclaimer

7. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the Management has conducted the affairs of the company.

**For Mohit Singh & Associates
Company Secretaries**

**SD/-
Mohit Singh
(Proprietor)
C.P. NO. 17756
M. No. 47259
UDIN: A047259E000364565**

**DATE: 24.05.2023
PLACE: NEW DELHI**

List of documents verified:

- 1) Memorandum & Articles of Association of the Company.
- 2) Annual Report for the financial year ended March 31, 2022 and March 31, 2023.
- 3) Minutes of meeting of Board of Directors, Audit Committee, Nomination & Remuneration Committee along with attendance register held during the financial year under report.
- 4) Minutes of General Meeting held during the financial year under report.
- 5) Statutory Registers.
- 6) Agenda papers provided to all the Directors / Members for the Board Meeting and Committee Meeting.
- 7) Declaration received from Directors of the Company pursuant to the provisions of section 184 of the Companies Act, 2013.
- 8) E-forms filed by the Company, from time to time, under the applicable provisions of the Companies Act, 1956/ 2013 and attachments thereof during the financial year under report.

ANNEXURE-'IX' TO DIRECTOR'S REPORT

To,
The Board of Directors,
PRO CLB GLOBAL LIMITED
CIN: L74899DL1994PLC058964
BUILDING NO. 5, FIRST FLOOR,
PUSA ROAD W.E.A. KAROL BAGH,
NEW DELHI – 110005

Date: 23.05.2023

Sir/Madam,

ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR 2022-23

I have been engaged by PRO CLB GLOBAL LIMITED (hereinafter referred to as 'the Company') bearing CIN: L74899DL1994PLC058964 whose equity shares are listed on BSE Limited (Security Code: 540703 to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: **2204/2022**

SD/-
MOHIT SINGH
Proprietor
CP No.: 17756
M No.: A47259

Annual Secretarial Compliance Report of PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)
For the financial year ended 31stMarch, 2023

I, Mohit Singh, Proprietor of Mohit Singh & Associates, a firm of Company Secretaries, have examined:

- (a) all the documents and records made available to me and explanation provided by **PRO CLB GLOBAL LIMITED (formerly known as Provestment Services Limited)** ("the listed entity")
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity i.e. www.proclbglobal.com
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2023** ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **{Not applicable during the review period}**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **{Not applicable during the review period}**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **{Not applicable during the review period}**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **{Not applicable during the review period}**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **{Not applicable during the review period}**

- (i) The employees State Insurance Act, 1948, Employees Provident Fund and Miscellaneous Provisions Act, 1952,
- (j) Other regulations as applicable and circulars/guidelines issue there under:

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- b) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- c) The listed entity has taken the following actions to comply with the observations made in previous reports- **Not Applicable**.
- d) During the period under review, Mr. Krish Sandeep Manocha (DIN:09295375) and Ms. Namisha Pulhani (DIN: 09201140) has resigned from the post of Directorship on 30.07.2022.
- e) During the period under review, Mr. Ayush Bhatia (DIN: 07946608) has resigned from the post of Whole Time Director and KMP on 31.03.2023.

I also report that in terms of the circulars issued by BSE Limited and National Stock Exchange of India Limited on March 16, 2023 respectively, I also affirm the following(s):

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of listed entities are in accordance with the Secretarial Standards and Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of

			Company Secretaries of India.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies; (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving	Yes	None

	and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has not maintained the Structured Digital Database (SDD) as per the Regulation 3(5) of (Prohibition

			of Insider Trading) Regulations, 2015. Further the reporting of the SDD compliance has been done by the Company.
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	None
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	None

I further report that no event of resignation and appointment of Statutory Auditors took place during the reporting period in the listed entity under the provisions of Para 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Mohit Singh & Associates
Company Secretaries
ICSI Unique Code.: S2017DE452700
Peer Review No.: **2204/2022**

Sd/-
MOHIT SINGH
Proprietor

CP No.: 17756; M No.: A47259
UDIN: A047259E000355567

Place: New Delhi
Date: 23.05.2023

ANNEXURE-'X' TO DIRECTOR'S REPORT
CERTIFICATION BY EXECUTIVE DIRECTOR (ED) / CFO OF THE COMPANY

To,
The Board of Directors
Pro CLB Global Limited

We, Praveen Bhatia, Whole Time Director and Vijay Kumar, CFO of M/s. **PRO CLB GLOBAL LIMITED**, to the best of our knowledge and belief certify that:

A. We have reviewed the Financial Statements and the Cash Flow Statement of the Company for the year ended March 31, 2023 and to the best of my knowledge and belief:

(1). these statements do not contain any materially untrue statement or omit to state a material fact or contains statement that might be misleading;

(2). 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. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent, illegal or violate the Company's code of conduct.

C. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls for financial reporting and procedures for the Company and we have evaluated the effectiveness of the Company's internal controls and procedures pertaining to financial reporting.

D. The Company's other certifying officers and we have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and through them to the Audit Committee of the Company's Board of Directors:

a. All significant deficiencies in the design or operation of internal controls, which we are aware and have taken steps to rectify these deficiencies;

b. Significant changes in internal control over financial reporting during the year;

c. Any fraud, for which we have become aware of and that involves Management or other employees who have a significant role in the Company's internal control systems over financial reporting;

d. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements.

FOR PRO CLB GLOBAL LIMITED

DATE: 30.05.2023
PLACE: NEW DELHI

SD/-
PRAVEEN BHATIA
WHOLE TIME DIRECTOR

SD/-
VIJAY KUMAR
CHIEF FINANCIAL OFFICER

DECLARATION BY THE WHOLE-TIME DIRECTOR UNDER
SEBI (LODR) REGULATIONS, 2015

I hereby confirm that all Board Members and Senior Management Personnel have confirmed compliance with Code of Conduct for Directors and Senior Management Personnel for the Financial Year ended March 31, 2022.

Date: 30.05.2023
Place: New Delhi

SD/-
PRAVEEN BHATIA
Whole Time Director

ANNEXURE-'XI' TO DIRECTOR'S REPORT
CERTIFICATE ON CORPORATE GOVERNANCE

OF

PRO CLB GLOBAL LIMITED FOR THE YEAR ENDED 31.03.2023

(As per Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)], as required in Regulation 15(2) of SEBI (LODR).)

To,
The Members,
PRO CLB GLOBAL LIMITED
(Formerly Provestment Services Limited)
Building No. 5, First Floor, Pusa Road
W.E.A. Karol Bagh, New Delhi – 110 005

*We have examined the compliance of the conditions of Corporate Governance by **Pro CLB Global Limited** (Formerly Provestment Services Limited) for the year ended March 31, 2023 as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and as stipulated in the paragraphs C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI(LODR)], as required in Regulation 15(2) of SEBI (LODR) of the said Company with the Stock Exchange in India.*

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

The Certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirements of the Listing Regulations, and it should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Note: *As per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”) as referred to in Circular No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 Regulation 15(2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the compliance with the Corporate governance provisions as specified in regulations 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 and paras C, D and E of schedule V of Chapter IV of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall not apply to the company for the period April 1, 2022 to March 31, 2023.*

FOR MOHIT SINGH & ASSOCIATES
COMPANY SECRETARIES

Sd/-
MOHIT SINGH
(Proprietor)

DATE: 31-08-2023
PLACE: NEW DELHI

M. No. 47259
C.P. NO. 17756
UDIN: A047259E000903081

ANNEXURE-'XII' TO DIRECTOR'S REPORT

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

The details of conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are as follows:

a) Conservation of energy

I	the steps taken or impact on conservation of energy	N.A.
II	the steps taken by the company for utilizing alternate sources of energy	N.A.
III	the capital investment on energy conservation equipment	N.A.

b) Technology absorption

The Company has not carried out any research and development activities. Accordingly, the information related to technology absorption is not applicable to your Company.

c) Foreign exchange earnings and Outgo

During the year, the Company has no Outgo but having following Foreign exchange earnings:-

Date	Nature of Income	Remarks
-----NIL-----		

KHIWANI & CO.

CHARTERED ACCOUNTANTS

23/26, 2nd Floor, Main Market, East Patel Nagar New Delhi-110008

Phone: 25714542, 25758388, Fax: 42481491

E-mail-khiwani@khiwaniandco.com

INDEPENDENT AUDITOR'S REPORT

To the Members of **M/s PRO CLB GLOBAL LIMITED**
(Formerly known as **PROVESTMENT SERVICES LIMITED**)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **M/s PRO CLB GLOBAL LIMITED** ("the Company") (formerly known as **PROVESTMENT SERVICES LIMITED**), which comprise the balance sheet as at 31 March 2023, and the statement of Profit and Loss including other comprehensive income, the cash flow statement and the statement of changes in equity for the year then ended, notes to financial statement and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, 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 Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Emphasis of Matter

We draw attention to Note 33 of the financial statements, which describes that the company had entered into a Collaboration Agreement on July 2, 2018 with M/s ANA Resorts Private Limited to develop a commercial property located at Plot No. 29, Shankar Road, New Delhi. The Company has made advance payments of Rs.4.50 Crores for purchase and joint development of the said commercial property.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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 financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the 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 director's/annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the 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 financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under Section 133 of the Act, read with relevant rules issued there under.

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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 Standard on Auditing 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 financial statements.

As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the 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 system 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 management & Board of Director.
- Conclude on the appropriateness of Board of Directors and management's use of the going concern basis of accounting in preparation of financial statement 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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.

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, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the

adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- (g) 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 No remuneration has been paid by the Company to its directors during the year accordance with the provisions of section 197. Accordingly, the requirement to report on Compliance of Section 197 is not applicable to the Company.

- (h) 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 (as amended), 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.
- iv.
 - a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, 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 person(s) or entity(ies), including foreign entities with the understanding, whether recorded in writing or otherwise, that the foreign entities shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For KHIWANI AND CO.
Chartered Accountants
Firm Regd. No.: 002589N

UDIN: 23081792BGXLKK4770
Place: New Delhi
Date: 30-05-2023

SD/-
CA RAJESH KUMAR KHIWANI
Partner
Membership No. 081792

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

I.

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment,
- b) The Company has performed physical verification of its property, plant and equipment during the year and no discrepancies were recorded.
- c) In our opinion and according to the information and explanations given to us and on the examination of the records of the Company the title deeds of immovable properties are held in the name of the Company.
- d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- e) 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) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedures of such verification by Management is appropriate. However, no discrepancies were reported by the management as per the physical stock taking performed during the year.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

III. According to the information and explanations given to us, the Company has not made investments in , provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties during the year. Accordingly, paragraph 3(iii) (a), (b), (c), (d), (e) and (f) of the Order is not applicable to the Company.

IV. In our opinion and according to the information and explanations given to us, company does not have any grant of loan, making investment and providing guarantee and security as per the provision of section 185 and 186 of the Companies Act,2013. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.

V. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

VI. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

VII. According to the information and explanations given to us, in respect of statutory dues:

a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax, goods and services tax and labour welfare fund, except provident fund, employees' state insurance and tax deduction at sources however none the amount is payable as on last day of the financial year concerned for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no material dues of Income-tax, Goods and Services Tax, and other material statutory which have not been deposited with the appropriate authorities on account of any dispute.

VIII. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

IX. Yes, the company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon to lenders. The period and amount of default are as follows :-

Nature Of Borrowing Including Debt Securities	Name Of Lender	Amount Not Paid On Due Date	Whether Principal Or Interest	No. Of Days Delay Or Unpaid	Remarks, If Any
Auto Loan	HDFC BANK	74,300	Both Principal & Interest	6 days	(i) Shortage of Funds (ii) Installment Due for the Month of July

- a. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the term loan raised were applied for the purpose for which the term loan were obtained.
- c. In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year or in any previous year. Accordingly, reporting under clause 3(ix) (d) of the Order is not applicable to the Company.

- d. According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) of the Order is not applicable to the Company.
- e. The Company has not raised any loans during the year on the pledge of securities hence reporting on clause 3(ix)(f) of the Order is not applicable.
- X.** (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- 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 by its officers or employees has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c). According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- XII.** The Company is not a Nidhi Company and hence 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 the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- XIV.** (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- XV.** In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- XVI.** (a) In our opinion, 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 is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

XVII. The Company has incurred cash loss during the financial year covered by our audit however the company had not incurred any cash loss in immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

XIX. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the 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 KHIWANI AND CO.
Chartered Accountants
Firm Regd. No.: 002589N

UDIN: 23081792BGXLKK4770
Place: New Delhi
Date: 30-05-2023

SD/-
CA RAJESH KUMAR KHIWANI
Partner
Membership No. 081792

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited have audited the internal financial controls over financial reporting of **M/s PRO CLB GLOBAL LIMITED** ("the Company")(formerly known as **PROVESTMENT SERVICES LIMITED**)as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and Board of Director are responsible for establishing and maintaining internal financial controls based on the internal financial 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk of 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For KHIWANI AND CO.
Chartered Accountants
Firm Regd. No.: 002589N

UDIN: 23081792BGXLKK4770
Place: New Delhi
Date: 30-05-2023

SD/-
CA RAJESH KUMAR KHIWANI
Partner
Membership No. 081792

M/S PRO CLB GLOBAL LIMITED
(Formerly known as M/s Provestment Services Limited)
CIN- L74899DL1994PLC058964
BALANCE SHEET AS AT 31.03.2023

(Amount In Lakhs)

Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	3A	43.54	272.67
Investment Property	3B	75.13	76.45
Intangible Assets	3C	.43	5.68
Intangible assets under development	-	.00	.00
Financial Assets			
Investments	4(a)	.00	.00
Loans	4(b)	.00	.00
Other Financial Assets	4(c)	58.00	55.30
Deferred Tax Assets (Net)	4(d)	5.65	.00
Other Non-Current Assets	5	450.00	465.00
Total Non-Current Assets		632.75	875.10
Current Assets			
Inventories	6	1.45	1.45
Financial Assets			
Investments	7(a)	.00	.00
Trade Receivables	7(b)	195.63	405.23
Cash and cash equivalents	7(c)	21.10	7.73
Loans	7(d)	.00	.00
Other Financial Assets	7(e)	.00	.00
Deferred Tax Assets (Net)	8	.00	.00
Other Current Assets	9	594.27	734.07
Total Current Assets		812.45	1148.48
Total Assets		1445.20	2023.58

PRO CLB GLOBAL LIMITED
(Formerly **PROVESTMENT SERVICES LIMITED**)

EQUITY AND LIABILITIES			
Equity			
Equity Share capital	10	510.30	510.30
Other Equity	11	575.58	662.71
Total Equity		1085.88	1173.01
Liabilities			
Non-current liabilities			
Financial Liabilities			
Borrowings	12	2.00	249.79
Provisions	13	.27	6.26
Deferred tax liabilities (Net)	14	.00	44.77
Total non-current liabilities		2.27	300.82
Current liabilities			
Financial Liabilities			
Borrowings	15(a)	27.18	307.06
Trade payables	15(b)		
- total outstanding dues of micro enterprises and small enterprises		.00	.00
- total outstanding dues of creditors other than micro enterprises and small enterprises		8.89	139.88
Other Financial Liabilities	15(c)	.00	.00
Other Current liabilities	16	311.77	102.81
Provisions	17	9.21	.00
Total Current Liabilities		357.05	549.75
Total Liabilities		359.32	850.57
Total Equity and Liabilities		1445.20	2023.58

Significant Accounting Policies

1-2

See accompanying Notes to the Financial Statements

For and on behalf of the Board of Directors

SD/-
Praveen Bhatia
Director
DIN: 00147498

SD/-
Vinod Ralhan
Director
DIN: 00146449

SD/-
Deepika Rajput
Company Secretary
PAN: AMUPD4639A
Place: New Delhi
Date: 30.05.2023

SD/-
Vijay Kumar
CFO
PAN: AKDPK4666K

For Khiwani & Co.
Chartered Accountants
FRN: 002589N

SD/-
Rajesh Kumar Khiwani
(Partner)
M.No. :-081792

M/S PRO CLB GLOBAL LIMITED
(Formerly known as M/s Provestment Services Limited)
CIN. L74899DL1994PLC058964
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount In Lakhs)

Particulars	Notes	For the year ended 31st March, 2023	For the year ended 31st March, 2022
INCOME			
Revenue from operations			
Income from Services	18	1.67	17.50
Other Income	19	89.00	229.49
Total Income		90.67	247.00
EXPENSES			
Purchase of Stock-in-Trade	20	1.65	14.65
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	.00	1.71
Employee Benefits Expense	22	11.67	20.88
Finance Costs	23	23.23	57.17
Depreciation / Amortisation and Depletion Expense	24	18.06	22.88
Other Expenses	25	164.41	150.99
Total Expenses		219.02	268.28
Profit/ (Loss) Before Exceptional Items and Tax		- 128.35	- 21.28
Exceptional Items			
Profit / (Loss) Before Tax		- 128.35	- 21.28
Tax Expenses			
Current Tax	17	9.20	.00
Earliar Years Tax		.00	.00
Prior Period Expenses		.00	.00
		9.20	.00
Deferred Tax		- 50.44	12.87
Profit for the Year		- 87.11	- 34.15

Other comprehensive income:			
i. Items that will not be reclassified to Statement of Profit and Loss			
ii. Income tax relating to items that will not be reclassified to Statement of Profit and Loss			
iii. Items that will be reclassified to Statement of Profit and Loss			
iv. Income tax relating to items that will be reclassified to Statement of Profit and Loss			
Total comprehensive income for the year		-87.11	-34.15
Earnings per equity share of face value of Rs. 10 each			
Basic	29	(1.71)	(0.67)
Diluted		(1.71)	(0.67)

Significant Accounting Policies

1-2

See accompanying Notes to the Financial Statements

For and on behalf of the Board of Directors

SD/-
Praveen Bhatia
Director
DIN: 00147498

SD/-
Vinod Ralhan
Director
DIN: 00146449

SD/-
Deepika Rajput
Company Secretary
PAN: AMUPD4639A
Place: New Delhi
Date: 30.05.2023

SD/-
Vijay Kumar
CFO
PAN: AKDPK4666K

For Khiwani & Co.
Chartered Accountants
FRN:002589N

SD/-
Rajesh Kumar Khiwani
(Partner)
M.No. :-081792

M/S PRO CLB GLOBAL LIMITED
(Formerly known as M/s Provestment Services Limited)
CIN No. L74899DL1994PLC058964
CASH FLOW STATEMENT AS AT 31.03.2023

(Amount In Lakhs)

PARTICULARS	For the period ended 31st March, 2023	For the year ended 31st March, 2022
Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary item	- 128.35	- 21.28
Adjustment for :-		
Depreciation	18.06	22.88
Provision for Gratuity	.27	.13
Interest Paid	23.09	56.14
Interest Received	- 64.61	- 83.36
Balance Provision for Gratuity Written off	- 6.26	.00
Loss/ (Profit) on sale of Fixed Assets	- 5.11	.00
Prior Period Adjustments	.00	.00
Operative loss before working capital changes	- 162.91	- 25.48
Adjustment for : Trade & Other Receivable	209.61	114.16
Inventory	.00	1.71
Current Tax Assets (Net)	.00	.00
Other Current Assets	139.79	- 5.87
Trade Payable	- 130.99	- 47.59
Short Term Borrowings	- 279.88	8.59
Other Financial Liabilities	.00	.00
Other Current Liabilities	208.96	- 51.04
Gratuity paid	.00	.00
Cash Generated from Operation	- 15.41	- 5.53
Interest Paid-Operations	.00	.00
Cash Flow Before Extraordinary Item	- 15.41	- 5.53
	.00	.00
Taxes Paid	.00	.00
Net Cash Flow / (used) from Operating Activities	- 15.41	- 5.53

Cash Flow from investing Activities		
Add: Sale of Investment	.00	.00
Less: Purchase of fixed Assets	.00	- 2.34
Add: Sales of Fixed Assets	222.74	.00
Add: Interest received	64.61	83.36
Net Cash Flow / (used) from investing Activities	287.36	81.02
Cash Flow from Financing Activities		
Proceeds from Long Term Borrowing	- 247.79	- 42.39
Interest Paid	- 23.09	- 56.14
Other Financial Assets	12.31	- 2.14
Net Cash Flow / (used) from Financing Activities	- 258.58	- 100.67
Net increase in Cash and Cash Equivalents	13.37	- 25.18
Opening Cash & Cash Equivalents	7.73	32.91
Closing Cash & Cash Equivalents	21.10	7.73

For and on behalf of the Board of Directors

As per Our Report of even date attached

For and on behalf of the Board of Directors

SD/-

Praveen Bhatia
Director
DIN: 00147498

SD/-

Vinod Ralhan
Director
DIN:00146449

For Khiwani & Co.
Chartered Accountants
FRN:002589N

SD/-

Deepika Rajput
Company Secretary
PAN: AMUPD4639A
Place: New Delhi
Date: 30.05.2023

SD/-

Vijay Kumar
CFO
PAN: AKDPK4666K

SD/-

Rajesh Kumar Khiwani
(Partner)
M.No. :-081792

M/S PRO CLB GLOBAL LIMITED
(Formerly known as M/s Provestment Services Limited)
CIN- L74899DL1994PLC058964

Notes Forming Part of the Financial Statements

Note: 1

Corporate information:

PRO CLB GLOBAL LIMITED (Formerly Known as Provestment Services Limited) is public limited company listed on Bombay stock exchange and the company was earlier engaged in diversified business of - Air Ticketing, Tour Operator & Money Changer and providing professional Services to corporate entities across the globe. But during the FY 2021-22, the company has changed its name from PROVESTMENT SERVICES LIMITED TO PRO CLB GLOBAL LIMITED. The company has changed its line of business to the activity of marketing of various consumer durables and Footwear, Sportswear and Apparels Packaging material, Cosmetics etc. The company has not started the new business activities and is looking for possible avenues.

Note: 2

Significant Accounting Policies

Set out hereunder are the significant accounting policies adopted by the company in the preparation of the accounts for the year ended 31st March, 2023. There is no material change in accounting policies of the Company

a) Basis of Accounting:

i) Compliance with Ind AS

The financial statements comply in all material aspect with Indian accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules,2015] and other relevant provisions of the Act.

The financial statements up-to the year 31st March, 2023 were prepared in accordance with the Ind accounting standards notified Companies (Ind Accounting Standards) Rules, 2016 (as amended) and other relevant provisions of the Act.

ii) Historical Cost Convention

The accounts of the Company are prepared under the historical cost convention and in accordance with the applicable accounting standards issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 2013 except where otherwise stated. There is no material change in the accounting policies of the company as compared to the previous year.

iii) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013 and Ind AS-1- Presentation of Financial Statements based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

iv) Property, Plant and Equipments

Property, Plant and Equipments are stated at historical cost less depreciation and amortization and impairment losses, if any. Such cost includes purchase price, borrowing cost inward freight, duties, taxes and any other cost directly attributable to bringing the assets into its working conditions for its intended use. Subsequent costs are included in the assets carrying amount only when it is probable that future economic benefits associated with the item will be realized. All other repairs and maintenance costs are charged to the statement of Profit and Loss as incurred.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1st April, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation Method

Depreciation is provided on property, plant and equipments so as write off the cost of assets less their residual value over their useful life using the straight-line method as specified in Schedule II of the Companies Act, 2013. Life of Assets has been taken by management is as under:-

Assets	Life (In Years)
Furniture and Fittings	10
Motor Vehicles- Car, Bikes, etc.	10
Office Equipments	5
Computer, Laptops, etc.	3

Gain/ losses on disposables are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

v) Investment properties

Property that is held for long term rental yields or for capital appreciation or both, and that is not occupied by the company (if any), will be classified as Investment Property. Investment Property will be initially measured at cost, including related transactions costs and where applicable borrowing costs. Subsequent expenditures are capitalized to the assets carrying amount only when it is probable that future economic benefits associated with the item will be measured reliably. All other repairs and maintenance costs are charged to the statement of Profit and Loss as incurred.

Investment Properties are depreciated using the straight line method over their estimated useful lives. Investment properties generally have a useful life of 30 years.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all its investment properties recognized as at 1st April, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the investment properties.

vi) Intangible Assets

a. In respect of Intangible assets-Portal depreciation is provided for as per the written down method over the useful life of assets as specified in schedule II of Companies Act, 2013.

b. In respect of Intangible asset- BSE Listing Rights Company will amortize using the straight line method over 5 years.

vii) Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amount disclosed as revenue net of returns but exclusive of goods and service tax.

Revenue from sale of services is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably

viii) Employees benefits:

a) Short Term Obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees 's services

up-to the end of the reporting period and measured at the amount expected to be paid when the liabilities are settled. The liabilities are shown under the head other current liabilities.

b) Other employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the service rendered by employees is recognized during the period when employees renders the service.

Proper provision made for gratuity and provident fund by the company for post employment. Provision of gratuity is not certified by the Actuarial.

c) Post-employment benefits plans:

The Company operates the following post-employment schemes:

- Defined benefit plans such as gratuity and
- Defined contribution plans such as provident fund and pension scheme

ix) Financial Instruments

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognized using trade date accounting.

B. Subsequent measurement

Debt Instrument

• **Financial assets carried at amortized cost (AC)**

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset 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.

• **Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets 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.

• **Financial assets at fair value through profit or loss (FVTPL)**

A financial asset which is not classified in any of the above categories is measured at FVTPL.

Equity Instruments

The Company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains or losses to profit or loss as other income when the company rights to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognized in other gain/ losses in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investment measured at FVOCI are not reported separately from other changes in fair value.

C. Derecognition of financial instruments

A financial asset is derecognized only when:

- The company has transferred the rights to receive cash flows from the financial assets or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes contractual obligations to pay the cash flows to one or more recipients.

Where the company transferred the financial assets, the company evaluates whether it has transferred substantially all risks and reward of ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of the ownership of the financial assets, the financial assets is not derecognized.

Where the company retains control of the financial assets, the asset is continued to be recognized to the extent of continuing involvement in the financial assets.

x) Earnings per share

Earnings per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

xi) Taxes on Income

Current Income Tax

Current Income tax is determined on the basis of taxable income in accordance with the provisions of Income Tax Act 1961.

Deferred Tax

Deferred Tax liability / assets resulting from time difference between accounting income and the taxable income is accounted from considering the tax rate and the laws that have been enacted or substantively enacted as on the reported date.

Deferred tax is recognized and carried forward only, to the extent that is reasonable certainty that the assets will be released in future. Deferred tax assets are reviewed at each reporting period.

NOTE-3: PROPERTY PLANT AND EQUIPMENT

(Amount in ₹ Lakhs)

3-A) PROPERTY PLANT AND EQUIPMENT	Land	Building	Plant and equipment.	Vehicles	Furniture	Office equipment	Total
Gross Block							
Balance as at 31st March, 2021	.00	272.05	16.95	94.02	18.18	25.04	426.24
Additions -	.00	2.34	.00	.00	.00	.00	2.34
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	.00	274.39	16.95	94.02	18.18	25.04	428.57
Additions	.00	.00	.00	.00	.00	.00	.00
Disposals/Reclassifications *	.00	274.39	1.29	6.27	.00	.00	281.95
Balance as at 31st March, 2023	.00	.00	15.65	87.75	18.18	25.04	146.63
Accumulated Depreciation							
Balance as at 31st March, 2021	.00	54.90	14.56	31.48	15.38	23.43	139.75
Additions	.00	4.33	.47	10.95	.28	.13	16.16
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	.00	59.23	15.04	42.42	15.66	23.56	155.91
Additions	.00	.00	.55	10.56	.28	.10	11.49
Disposals/Reclassifications *	.00	59.23	.98	4.11	.00	.00	64.32
Balance as at 31st March, 2023	.00	.00	14.61	48.87	15.94	23.66	103.08
Net Block:							
Balance as at 31st March, 2022	.00	215.16	1.91	51.60	2.52	1.48	272.67
Balance as at 31st March, 2023	.00	.00	1.04	38.88	2.24	1.39	43.54

NOTE-3: INVESTMENT IN PROPERTY

(Amount in ₹ Lakhs)

3-B) INVESTMENT IN PROPERTY		Building					Total
Gross Block							
Balance as at 31st March, 2021	.00	83.15	.00	.00	.00	.00	83.15
Additions -	.00	.00	.00	.00	.00	.00	.00
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	.00	83.15	.00	.00	.00	.00	83.15
Additions							
Disposals/Reclassifications *		.00					.00
Balance as at 31st March, 2023		83.15					83.15
Accumulated Depreciation							
Balance as at 31st March, 2021	.00	5.38	.00	.00	.00	.00	5.38
Additions	.00	1.32	.00	.00	.00	.00	1.32
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	.00	6.70	.00	.00	.00	.00	6.70
Additions	.00	1.32	.00	.00	.00	.00	1.32
Disposals/Reclassifications *	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2023	.00	8.02	.00	.00	.00	.00	8.02
Net Block:							
Balance as at 31st March, 2022	.00	76.45	.00	.00	.00	.00	76.45
Balance as at 31st March, 2023	.00	75.13	.00	.00	.00	.00	75.13

NOTE-3: INTANGIBLE ASSETS

(Amount in ₹ Lakhs)

3-C) INTANGIBLE ASSETS	Portal	BSE Listing Rights					Total
Gross Block							
Balance as at 31st March, 2021	58.46	25.00	.00	.00	.00	.00	83.46
Additions -	.00	.00	.00	.00	.00	.00	.00
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	58.46	25.00	.00	.00	.00	.00	83.46
Additions	.00	.00	.00	.00	.00	.00	.00
Disposals/Reclassifications *	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2023	58.46	25.00	.00	.00	.00	.00	83.46
Accumulated Depreciation							
Balance as at 31st March, 2021	57.38	15.00	.00	.00	.00	.00	72.38
Additions	.40	5.00	.00	.00	.00	.00	5.40
Disposals/Reclassifications	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2022	57.78	20.00	.00	.00	.00	.00	77.78
Additions	.25	5.00	.00	.00	.00	.00	5.25
Disposals/Reclassifications *	.00	.00	.00	.00	.00	.00	.00
Balance as at 31st March, 2023	58.02	25.00	.00	.00	.00	.00	83.02
Net Block:							
Balance as at 31st March, 2022	.68	5.00	.00	.00	.00	.00	5.68
Balance as at 31st March, 2023	.43	.00	.00	.00	.00	.00	.43
Total PPE, IP & IA:							
Balance as at 31st March, 2022	.68	296.61	1.91	51.60	2.52	1.48	354.80
Balance as at 31st March, 2023	.43	75.13	1.04	38.88	2.24	1.39	119.11

		(Amount in Lakhs)	
Note	Particulars	31st March,2023	31st March,2022
	<u>Non Current Assets</u>		
4	<u>Financial Assets</u>		
4 (a)	<u>Investments</u>	.00	.00
4 (b)	<u>Loans</u>	.00	.00
4 (c)	<u>Other Financial Assets</u>		
	Bank Deposits (More than 12 months)	57.67	54.97
	Security Deposits	.33	.33
		58.00	55.30
4 (d)	<u>Deferred Tax Assets (Net)</u>	5.65	.00
		5.65	.00
5	<u>Other Non Current Assets</u>		
	Capital Advance	450.00	465.00
		450.00	465.00
	<u>Current Assets</u>		
6	<u>Inventories</u>		
	Foreign Currency	1.31	1.31
	Shares in Stock	.14	.14
		1.45	1.45
7	<u>Financial Assets</u>		
7(a)	<u>Investments</u>	.00	.00
7(b)	<u>Trade Receivables</u>		
	Unsecured Considered Good	184.22	338.44
	Unsecured Considered Doubtful	12.96	86.80
		197.18	425.25
	Less: Provision for Doubtful Debts	1.55	20.01
		195.63	405.23
	<u>Trade Receivable includes:</u>		
	Dues from related parties	25.45	33.45
	Dues from others	170.18	371.78
		195.63	405.23

TRADE RECEIVABLES AGEING SCHEDULES						
						(Amount in Lakhs)
PARTICULARS	Outstanding for following periods from due date of payment					TOTAL
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
As at March 31, 2023						
(i) Undisputed Trade receivables – considered good	.44	.00	1.22	.00	182.56	184.22
(ii) Undisputed Trade Receivables – considered doubtful	.00	.00	.00	.00	12.96	12.96
Total	.44	.00	1.22	.00	195.52	197.18
As at March 31, 2022						
(i) Undisputed Trade receivables – considered good	.00	.00	34.67	123.41	180.36	338.44
(ii) Undisputed Trade Receivables – considered doubtful	.00	.00	54.64	14.30	16.74	85.68
Total	.00	.00	89.32	137.71	197.11	424.13

7(c)	Cash and Cash Equivalent		
	Balance with Banks	21.07	7.30
	Cash in Hand	.03	.43
	Total Cash and Cash equivalent	21.10	7.73

* Cash and Cash Equivalent includes cash in hand, cheque, draft in hand, cash at bank and deposits with banks with original maturity of 3 months or less.

7(d)	Loans	-	-
7(e)	Other Financial Assets	-	-

<i>(Amount in Lakhs)</i>			
Note	Particulars	31st March,2023	31st March,2022
8	<u>Deferred Tax Assets (Net)</u>	.00	.00
		.00	.00
9	<u>Other Current Assets</u>		
	Advances to Parties		
	Advances other than Capital Advances	.22	45.32
	TDS Receivable Current Year	8.96	23.14
	TDS Receivable Previous Years	3.78	13.65
	Other Receivables	581.31	651.96
		594.27	734.07
10	<u>Equity</u>		
	<u>Authorized Equity Share Capital</u>		
	Equity Shares (6250000 shares @ Rs. 10 Each)	625.00	625.00
		625.00	625.00
	<u>Issued Share Capital</u>		
	Equity Shares (5103000 shares @ Rs. 10 Each)	510.30	510.30
		510.30	510.30
	<u>Subscribed Share Capital</u>		
	Equity Shares (5103000 shares @ Rs. 10 Each)	510.30	510.30
		510.30	510.30
	<u>Reconciliation of the number of Equity Shares outstanding</u>		
	Opening Share Capital	510.30	510.30
	Add: Issued during the year		.00
	Closing Share Capital	510.30	510.30
	<u>Shareholders holding more than 5% of Equity Shares of the Company</u>		
	Praveen Bhatia	5,47,080	5,47,080
	Rajesh Poddar	2,86,905	2,86,905
		8,33,985	8,33,985

Calls Unpaid By Director and Officers of Company			
	-	-	
	-	-	
Shareholding by promoters			
Equity shares of Rs. 10/- each			
Promoter's Name	Shares held by promoters at year end		% change in the year
	No. of Shares	% of total shares	
As at 31st March, 2023			
Ankit Bhatia	8,200	0.16	..
Aprajita Ralhan	33,600	0.66	..
Arvind Kumar Narang	1,56,210	3.06	..
Ayush Bhatia	33,800	0.66	..
Harish Kumar Bhatia	1,500	0.03	..
Neelam Bhatia	9,000	0.18	..
Praveen Bhatia	5,47,080	10.72	..
Raj Bhatia	2,000	0.04	..
Vinod Ralhan	93,510	1.83	..
Praveen Bhatia Huf	2,36,950	4.64	..
Chaitali Exports Private Limited	1,89,852	3.72	..
Double Aey Consultants Private Limited	96,500	1.89	..
Profile Packaging Private Limited	1,75,886	3.45	..
Provestment Forex Private Limited	1,20,000	2.35	..
Total	17,04,088	33.39	..
Shareholding by promoters			
Equity shares of Rs. 10/- each			
Promoter's Name	Shares held by promoters at year end		% change in the year
	No. of Shares	% of total shares	
As at 31st March, 2022			
Ankit Bhatia	8,200	0.16	-
Aprajita Ralhan	33,600	0.66	-
Arvind Kumar Narang	1,56,210	3.06	-
Ayush Bhatia	33,800	0.66	-
Harish Kumar Bhatia	1,500	0.03	-
Neelam Bhatia	9,000	0.18	-
Praveen Bhatia	5,47,080	10.72	-
Raj Bhatia	2,000	0.04	-
Vinod Ralhan	93,510	1.83	-
Praveen Bhatia Huf	2,36,950	4.64	-
Chaitali Exports Private Limited	1,89,852	3.72	-
Double Aey Consultants Private Limited	96,500	1.89	-
Profile Packaging Private Limited	1,75,886	3.45	-
Provestment Forex Private Limited	1,20,000	2.35	-
Total	17,04,088	33.39	-

Terms / Rights attached to the Equity Shares

- a) The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible to present at a meeting in person or by proxy and entitled to one vote per share held. All equity shareholders shall be entitled to dividend.

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

<u>Calls Unpaid By Director and Officers of Company</u>			
	-	-	
	-	-	
<u>Shareholding by promoters</u>			
Equity shares of Rs. 10/- each			
Promoter's Name	Shares held by promoters at year end		% change in the year
	No. of Shares	% of total shares	
As at 31st March, 2023			
Ankit Bhatia	8,200.00	0.16	-
Aprajita Ralhan	33,600.00	0.66	-
Arvind Kumar Narang	1,56,210.00	3.06	-
Ayush Bhatia	33,800.00	0.66	-
Harish Kumar Bhatia	1,500.00	0.03	-
Neelam Bhatia	9,000.00	0.18	-
Praveen Bhatia	5,47,080.00	10.72	-
Raj Bhatia	2,000.00	0.04	-
Vinod Ralhan	93,510.00	1.83	-
Praveen Bhatia Huf	2,36,950.00	4.64	-
Chaitali Exports Private Limited	1,89,852.00	3.72	-
Double Aey Consultants Private Limited	96,500.00	1.89	-
Profile Packaging Private Limited	1,75,886.00	3.45	-
Provestment Forex Private Limited	1,20,000.00	2.35	-
Total	17,04,088.00	33.39	-
<u>Shareholding by promoters</u>			
Equity shares of Rs. 10/- each			
Promoter's Name	Shares held by promoters at year end		% change in the year
	No. of Shares	% of total shares	
As at 31st March, 2022			
Ankit Bhatia	8,200.00	0.16	-
Aprajita Ralhan	33,600.00	0.66	-
Arvind Kumar Narang	1,56,210.00	3.06	-
Ayush Bhatia	33,800.00	0.66	-
Harish Kumar Bhatia	1,500.00	0.03	-
Neelam Bhatia	9,000.00	0.18	-
Praveen Bhatia	5,47,080.00	10.72	-
Raj Bhatia	2,000.00	0.04	-
Vinod Ralhan	93,510.00	1.83	-
Praveen Bhatia Huf	2,36,950.00	4.64	-
Chaitali Exports Private Limited	1,89,852.00	3.72	-
Double Aey Consultants Private Limited	96,500.00	1.89	-
Profile Packaging Private Limited	1,75,886.00	3.45	-
Provestment Forex Private Limited	1,20,000.00	2.35	-
Total	17,04,088.00	33.39	-

Terms / Rights attached to the Equity Shares

- a) The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible to present at a meeting in person or by proxy and entitled to one vote per share held. All equity shareholders shall be entitled to dividend.

Statement of Changes in Equity

A. EQUITY SHARE CAPITAL

(Amount in ₹ Lakhs)

Particulars	Note	31st March, 2023	31st March, 2022
Balance at the beginning of the reporting period	10	510.30	510.30
Changes in equity share capital due to prior period errors		.00	.00
Restated balance at the beginning of the current reporting period	10	510.30	510.30
Changes in equity share capital during the year		.00	.00
Balance at the end of the reporting period	10	510.30	510.30

B. OTHER EQUITY

(Amount in ₹ Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income (OCI)	Total
	Capital Reserve	Securities Premium	General Reserves	Other Reserves		
As at 31st March, 2021	101.34	.00	60.00	535.52	.00	696.86
Profit for the year	.00	.00	.00	- 34.15	.00	- 34.15
Add/ (Less): Adjustments	.00	.00	.00	.00	.00	.00
As at 31st March, 2022	101.34	.00	60.00	501.37	.00	662.71
Profit for the year	.00	.00	.00	- 87.11	.00	- 87.11
Add/ (Less): Adjustments	.00	.00	.00	.00	.00	.00
As at 31st March, 2023	101.34	.00	60.00	414.25	.00	575.58

NOTES TO THE FINANCIAL STATEMENTS			
		(Amount in Lakhs)	
Note	Particulars	31st March,2023	31st March,2022
11	Other Equity		
	<u>i) General Reserve</u>		
	At the Beginning of the Accounting Period	60.00	60.00
	Add: Amount transferred from the surplus balance in statement of Profit & Loss A/c	.00	.00
	At the end of the Accounting Period	60.00	60.00
	<u>ii) Surplus</u>		
	At The Beginning of the Accounting Period	501.37	535.52
	Add: Net Profit for the Current Year	-87.11	-34.15
		414.25	501.37
	Add/ (Less): Other Adjustment	.00	.00
	Add: Adjustment in Depreciation	.00	.00
	At the end of the accounting period	414.25	501.37
	<u>iii) Forfeiture Accounts</u>		
	Share Warrant forfeited	101.34	101.34
		101.34	101.34
	Grand Total	575.58	662.71
	Non Current Liabilities		
	Financial Liabilities		
12	Borrowings		
	<u>i) Secured Term Loans From Banks</u>		
	Term Loans(#)	.00	239.47
	Vehicle Loans (##)	2.00	10.32
	Total	2.00	249.79

Security and Repayment Terms:-

Term Loans:-#

Security:- Secured against hypothecation of Property

Repayment Terms:-

Loan Against Property Punjab & Sindh Bank:- Property purchase loan of Rs 220 lakh Rupees repayable in 120 Monthly installements of Rs 3,07,500, first installment paid on Fy 2018-19 and last installment due on financial year 2028-29. However, the loan has been repaid in full on 18-06-2022.

Term Loan (GCEL):-Punjab & Sindh Bank MSME loan of Rs. 39.66 Lakh repayable in 36 installments of Rs which , first installment due F.Y. 2022-23 & last installment due in financial year 2025-26. However, the loan has been repaid in full on 18-06-2022.

Term Loan (GCEL):-Punjab & Sindh Bank MSME loan of Rs. 39.66 Lakh repayable in 36 installments of Rs which , first installment OF Rs. 1,23,409. due F.Y. 2021-22 & last installment due in financial year 2024-25. However, the loan has been repaid in full on 18-06-2022.

Term Loan (GCEL):-IndusInd Bank MSME loan of Rs. 78.62 Lakh repayable in 36 installments of Rs which, first installment OF Rs. 2,18,388. due from Jan 2022 & last installment due in financial year 2024-25. However, the loan has been repaid in full on 25-07-2022.

Vehicle Loan:-##

Security:- Secured against hypothecation of vehicle

Repayment Terms:-

1. HDFC Bank Loan-1 (Fortuner) of Rs. 30.00 Rupees repayable in 51 installments of Rs. 74,300, first installment paid on April 2020 and last installment due in financial year 2024-25.

13	<u>Provisions</u>		
	Provision for Gratuity	0.27	06.26
		0.27	06.26
14	<u>Deferred tax Liabilities (Net)</u>		
	Deferred Tax Liabilities	0.00	44.77
		0.00	44.77

NOTES TO THE FINANCIAL STATEMENTS						
(Amount in Lakhs)						
Note	Particulars	31st March,2023	31st March,2022			
15	Current Liabilities					
	Financial Liabilities					
15(a)	Borrowings					
	(i) Payable on Demand					
	Working Capital Loan	18.87	221.55			
	(ii) Current Maturties of Long Term Debt					
	Secured	8.32	85.51			
		27.18	307.06			
15(b)	Trade Payable					
	Trade Payable					
	- total outstanding dues of micro enterprises and small enterprises	.00	.00			
	- total outstanding dues of creditors other than micro enterprises and small enterprises	8.89	139.88			
		8.89	139.88			
TRADE PAYABLES AGEING SHCEDULES						
PARTICULARS		Outstanding for following periods from due date of payment				
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	TOTAL
As at March 31, 2023						
	(i) MSME	.00	.00	.00	.00	.00
	(ii) Others	.66	8.23	.00	.00	8.89
	Total	.66	8.23	.00	.00	8.89
As at March 31, 2022						
	(i) MSME	.00	.00	.00	.00	.00
	(ii) Others	18.49	21.24	.00	100.16	139.88
	Total	18.49	21.24	.00	100.16	139.88
15(c)	Other Financial Liabilities					
	Current Maturties of Long Term Debt					
	(j) Unsecured					
	Unsecured Loans	-	-			
		-	-			
16	Other Current Liabilities					
	Advance from parties	304.99	82.08			
	Statutory Liabilities Payable	.22	16.64			
	Expenses Payable	6.56	4.09			
		311.77	102.81			
17	Provisions					
	Provision for Income Tax	9.21	.00			
		9.21	.00			

NOTES TO THE FINANCIAL STATEMENTS			
			(Amount In Lakhs)
Note	Particulars	31st March,2023	31st March,2022
18	<u>Revenue from Operations</u>		
	<u>Income from Service:</u>		
	- from Sale of Tickets	.00	12.49
	- from Sale of foreign Currency	1.67	5.01
	- Profit / (Loss) On Shares	.00	.00
		1.67	17.50
	<u>Calculation of Profit/ (Loss) on Shares</u>		
	Opening Stock	.14	.14
	Closing Stock	.14	.14
	Profit/ (Loss) On Shares	.00	.00
19	<u>Other Income</u>		
	Other Operating Revenue	8.26	138.49
	Rental Income	4.76	7.65
	Interest and Other Miscellaneous Income	64.61	83.36
	Profit on Sale of Assets	5.11	.00
	Balance Provision for Gratuity written off	6.26	.00
		89.00	229.49
20	<u>Purchases</u>		
	Purchase of Tickets	.00	11.47
	Purchase of Foreign Currency	1.65	3.17
		1.65	14.65
21	<u>Changes in Inventories</u>		
	Opening Stock	1.31	3.02
	Closing Stock	1.31	1.31
	(Accretion)/Decretion In Currency	.00	1.71
22	<u>Employee Benefits Expense</u>		
	<u>Salary And Wages</u>		
	Office Staff Salary	11.31	20.02
	<u>Contribution to Provident and other Funds</u>		
	Contribution to Provident Fund	.28	.73
	Contribution to ESI	.08	.14
	<u>Other Expenses</u>		
	Staff Welfare	.00	.00
		11.67	20.88

NOTES TO THE FINANCIAL STATEMENTS			
(Amount In Lakhs)			
Note	Particulars	31st March,2023	31st March,2022
23	<u>Finance Cost</u>		
	Interest to Bank & Others	21.77	54.14
	Interest for Vehicle Loan	1.32	2.00
	Bank Charges & Interest	.08	.69
	Processing Fees	.05	.34
		23.23	57.17
24	<u>Depreciation/ Amortization</u>		
	On Property, Plant and Equipments	11.49	16.16
	On Invested Property	1.32	1.32
	On Intangible Assets	5.25	5.40
		18.06	22.88
25	<u>Other Expenses</u>		
	Auditor's Remuneration	.65	.65
	AGM Expenses	.30	.20
	Conveyance, Travelling & Vehicle Running Exp	.60	1.04
	Commission Paid	1.82	.00
	Filing Fees	.27	.57
	Insurance Expenses	.03	.23
	Provision for Gratuity	.27	.13
	Provision for Doubtful Debts	.00	18.89
	Consultancy Fee	.65	44.80
	Legal & Secretarial Expenses	.40	.92
	Listing fees	3.00	3.00
	Balances written off (Net)	143.08	71.61
	Miscellaneous Expenses	.06	.12
	Printing & Stationery	.00	.09
	Rent,Rate & Taxes-Office	6.76	6.64
	Repair & Maintenance-Office	4.79	.32
	Subscription/Membership Fees	.55	.72
	Telephone and Internet Expenses	.90	.72
		164.13	150.66
	<u>SELLING & DISTRIBUTION EXPENSE</u>		
	Business Promotion	.00	.07
	Advertisement Expenses	.28	.26
		.28	.33
		164.41	150.99

PRO CLB GLOBAL LIMITED
(Formerly PROVESTMENT SERVICES LIMITED)

Additional NOTE 26.1: Financial Ratios						
(Amount in ₹ lakhs)						
S.No.	Particulars	For the Year Ended 31st March 2023		Change during the year	For the Year Ended 31st March 2022	
		Amount	Ratio		Amount	Ratio
a)	Current Ratio = Current Assets / Current Liabilities					
i)	Current Assets*	812.45	2.28	8.92%	1148.48	2.09
ii)	Current Liabilities*	357.05			549.75	
b)	Debt to Equity Ratio = Total Debt / Shareholders' Equity					
i)	Total Debt	29.19	0.03	-94.34%	556.85	0.47
ii)	Shareholders' Equity*	1085.88			1173.01	
c)	Debt Service Coverage Ratio = Earnings available for Debt Service / Debt Service					
i)	Earnings available for Debt Service*	- 87.07	-3.76	-461.86%	58.77	1.04
ii)	Debt Service*	23.15			56.54	
d)	Return on Equity Ratio = (Net Profit after Taxes–Preference Dividend) / Average Shareholders' Funds					
i)	Net Profit after Taxes–Preference Dividend	- 87.11	-0.08	175.54%	-34.15	-0.03
ii)	Shareholders' Funds	1085.88			1173.01	
e)	Inventory Turnover Ratio = Cost of Goods Sold / Average Inventory					
i)	Cost of Goods Sold	1.65	1.14	-83.96%	16.36	7.10
ii)	Average Inventory *	1.45			02.30	
f)	Trade Receivables Turnover Ratio = Net Sales / Average Account Receivable					
i)	Net Sales	1.67	0.01	-85.32%	17.50	0.04
ii)	Average Account Receivable *	300.43			462.31	
g)	Trade Payables Turnover Ratio = Net Credit Purchases / Average Account Payables					
i)	Net Credit Purchases	1.65	0.02	-75.21%	14.65	0.09
ii)	Average Account Payables *	74.39			163.68	
h)	Net Capital Turnover Ratio = Net Sales / Average Working Capital					
i)	Net Sales*	1.67	0.01	-87.46%	17.50	0.06
ii)	Average Working Capital*	227.70			299.36	
i)	Net Profit Ratio = Net Profit / Net Sales					
i)	Net Profit*	- 87.11	-52.16	2573.43%	-34.15	-1.95
ii)	Net Sales*	1.67			17.50	
j)	Return on Capital Employed = Earning before Interest & Taxes / Capital Employed					
i)	Earning before Interest & Taxes	- 105.12	-0.10	-416.38%	35.89	0.03
ii)	Capital Employed*	1085.88			1173.01	
k)	Return on Investment = Earnings / Investment					
i)	Earnings*	- 87.11	-0.08	175.54%	-34.15	-0.03
ii)	Investment*	1085.88			1173.01	

Glossary*

#	Item	Items Included
1	Average Account Payables	Opening Payable + Closing Payable/ 2
2	Average Account Receivables	Opening Receivable + Closing Receivables/ 2
3	Average Inventory	Opening Stock + Closing Stock/ 2
4	Average Working capital	(Current Assets - Current Liabilities)/2
6	Current Assets	Inventories + Sundry Debtors + Cash and Bank Balances + Receivables/ Accruals + Loans and Advances + Disposable Investments + Any other current assets
5	Capital Employed	Total assets - Current liabilities
7	Current Liabilities	Creditors for goods and services + Short-term Loans + Bank Overdraft + Cash Credit + Outstanding Expenses + Provision for Taxation + Proposed Dividend + Unclaimed Dividend + Any other current liabilities.
8	Debt Service	Interest & Lease Payments + Principal Repayments
9	Earning for Debt Service	Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc
10	Net Profit	Earnings after Taxes
11	Net Sales	Total sales - sales returns
12	Shareholders' Equity	Equity Share Capital + Preference Share Capital+Accumulated Profits (Excluding Fictitious Assets)
13	Earnings	Net profit after taxes
14	Investment	Equity Share Capital + Preference Share Capital+Accumulated Profits (Excluding Fictitious Assets)

26.2 Reasons for variance in Ratios

	Particulars	Variance (%)	Reason for variance
a.	Debt to Equity Ratio	-94.34%	Repayment of loans decreased closing debt balance, resulting decrease in debt to equity ratio during the year.
b.	Debt Service Coverage Ratio	-461.86%	Decrease in operating and non-operating income during the year resulted in decrease of earning available for debt service, thus debt service coverage ratio has been decreased during the year.
c.	Return on Equity ratio	175.54%	The Turnover of the company has decreased, resulting in increased loss during the year, due to which, Return on equity has decreased
d.	Inventory Turnover Ratio	-83.96%	Purchase during the year has decreased, thus inventory turnover ratio has been decreased during the year.
e.	Trade receivable turnover ratio	-85.32%	The Turnover of the company has decreased along with trade receivable. However, ratio of decrease in turnover is higher than trade receivable, thus trade receivable turnover ratio has been decreased.
f.	Trade Payable turnover ratio	-75.21%	Purchases of the company has decreased along with trade payable. However, ratio of decrease in purchases is higher than trade payable, thus trade payable turnover ratio has been decreased.
g.	Net Capital Turnover Ratio	-87.46%	Turnover during the year has decreased, thus net capital turnover ratio has been decreased during the year.
h.	Net Profit Ratio	2573.43%	Loss of the company has increased due to decrease in turnover. However, ratio of increase in loss is higher than increase in turnover, resulting an increase in net profit ratio.
i.	Return on capital employed	-416.38%	The Turnover of the company has decreased, resulting in decreased earning before interest during the year, due to which, Return on capital employed has decreased
j.	Return on investment	175.54%	The Turnover of the company has decreased, resulting in increased loss during the year, due to which, Return on investment has decreased

27 DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

28 NO TRANSACTIONS TO REPORT AGAINST THE FOLLOWING DISCLOSURE REQUIREMENTS AS NOTIFIED BY MCA PURSUANT TO AMENDED SCHEDULE III:

- (i) Crypto Currency or Virtual Currency
- (ii) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (iii) Registration of charges or satisfaction with Registrar of Companies
- (iv) Corporate Social Responsibility
- (v) Relating to borrowed funds:
 - a) Wilful defaulter
 - b) Utilisation of borrowed funds & share premium
 - c) Borrowings obtained on the basis of security of current assets
 - d) Discrepancy in utilisation of borrowings

29 The figures have been rounded off to nearest rupees in lakhs

30 Previous year figures have been regrouped and reclassified wherever necessary to made them comparable to those of current year.

31 **Previous year figures:**

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever considered necessary to make their classification comparable with that of the current year.

32 **Contingent Liabilities:**

1) Estimated amount of contracts remaining to be executed on capital account and not provided for- NIL

2) Claims against the Company not acknowledged as debts –NIL

Secured Loans:

Refer to Note No.-12

33 **Collaboration Agreement:**

The Company has entered into a Collaboration Agreement on July 02, 2018 with M/S ANA Resorts Private Limited to develop a commercial property located at plot no 29, Shanker Road, New Delhi.

The Company has made advance payments of 4.50 Crore for purchase and joint development of the said commercial property.

34 **Provision of Income Tax:**

Provision of Rs. 9,20,282/- on account of Income Tax has been made for the year. Mat credit is Nil. Hence net provision on account of income tax is Rs 9,20,282/-.

Note: 35

Related Party Disclosures as per by IND AS-24: (Current Year)

Name Of Party	Nature of Relationship	Amount of Transaction Current Year	Closing Balance As on 2022-23	Nature of Transaction
Profile Packaging Pvt Ltd	Group Company	37.00	45.75	Loan
Chaitali Exports Pvt. Ltd.	Group Company	148.48	187.80	Advance Against Sale of Property
SAAB Travel & Tours Ltd.	Common Director	99.49	.66	Creditors
Provestment Forex Pvt Ltd	Group Company	16.00	.00	Loan
Pro Labels Private Limited Pvt Ltd	Group Company	8.00	25.45	Professional Income
Double aey Consultants Pvt Ltd	Group Company	10.00	.00	Advance
Pro Amante Cosmetics Pvt Ltd	Group Company	2.00	.00	Advance
Pro Flexi Packaging Pvt Ltd	Group Company	79.00	.00	Advance
Chaitali Exports Pvt. Ltd.	Group Company	220.00	.00	Sale of building
Chaitali Exports Pvt. Ltd.	Group Company	.31	.00	Sale of Lift
Jyoti Bhatia	Wife of Director	3.00	.00	Sale of Vehicle
Praveen Bhatia HUF	Group Company	63.68	.00	Loan
Praveen Bhatia	Group Company	71.44	71.44	Repayment advance against property

Related Party Disclosures as per by IND AS-24: (Previous Year)

Name Of Party	Nature of Relationship	Amount of Transaction Current Year	Closing Balance As on 2021-22	Nature of Transaction
Pro Labels Private Limited Pvt Ltd	Group Company	.00	33.45	Professional Income
Profile Packaging Private Limited	Group Company	8.75	8.75	Loan
Chaitali Exports Pvt. Ltd.	Group Company	39.32	39.32	Advance against sale of property
Provestment Forex Pvt Ltd	Group Company	16.00	16.00	Loan
SAAB Travel & Tours Ltd.	Common Director	100.16	- 161.29	Loan
Pro Amante Cosmetics Private Limited	Group Company	2.00	.00	Advance
Pro Flexi Packaging Private Limited	Group Company	1.00	.00	sale of Currency
Pro Flexi Packaging Private Limited	Group Company	.84	.00	sale of Currency
LAMI TUBE Private Limited	Group Company	.84	.00	sale of Currency
Praveen Bhatia	Group Company	69.43	.00	Advance against sale of property

Note: 36

Auditors Remuneration:

(Amount in ₹ Lakhs)

Particulars	Year Ended-March 31,2023	Year Ended-March 31,2022
For Statutory Audit Fee	.65	.65
For Tax Audit Fees	-	-
For Other Services	-	-
Total	.65	.65

Note: 37

Profit (Loss) on Sale of Shares Transactions:

(Amount in ₹ Lakhs)

Particulars	Year Ended-March 31,2023	Year Ended-March 31,2022
Opening Stock of Shares	.14	.14
Equity Share Purchased	-	-
Balance	.14	.14
Equity Share Sales	-	-
Closing Stock of Shares (Market value)	.14	.14
Profit/(Loss) on Shares	-	-

Note: 38

Directors Remuneration u/s 198 and place of profit u/s 188 (In Rs.):

(Amount in ₹ Lakhs)

Particulars	Year Ended-March 31,2023	Year Ended-March 31,2022
Payment to Whole Time Director	-	-
Payment to Director	-	-

Note: 39

Balances in party's accounts whether in debtors, creditors, loans & advances are subject to confirmation. Under sundry creditors it was not possible to differentiate between total outstanding dues to small-scale industrial undertaking and others.

Note: 40

Provision for Gratuity:

Provisions of Gratuity Rs. 27,247/- have been made for the year 2022-23, total figure of the Provision for Gratuity is Rs. 27,247/- as on 31st March 2023. The calculation has been made and certified by the company.

Note: 41

Other Disclosers

- 1) M/s PRO CLB Global Limited (Formerly Provestment Services Limited) has given fixed deposit of Rs. 30,00,000 as security to government on behalf of M/s Pro Labels Private Limited since the year 2013-14 under EPCG.
- 2) The Company has given a Corporate Guarantee and is co- borrower for the Loan facility availed by M/s. Gold Star Realtors Limited for Rs. 40.00 Cr (Rs. Forty Crore only) for LIC Housing Finance Limited, Lucknow in F.Y 2017-18.

NOTE 42 EARNINGS PER EQUITY SHARE

Refer Note 1 for accounting policy on Earnings Per Share

(Amount in ₹ Lakhs)

	31st March,2023	31st March,2022
Earnings Per Share has been computed as under:		
Profit for the year	-87.11	-34.15
Weighted average number of equity shares outstanding during the year	510.30	510.30
Earnings Per Share – Basic (Face value of ₹10 per share)	(1.71)	(0.67)
Earnings Per Share – Diluted (Face value of ₹10 per share)	(1.71)	(0.67)

NOTE 43 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

(Amount in ₹ Lakhs)

	31st March,2023	31st March,2022
A(i). Principal amount remaining unpaid	Nil	Nil
A(ii). Interest amount remaining unpaid	Nil	Nil
B. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act,	Nil	Nil
C. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed	Nil	Nil
D. Interest accrued and remaining unpaid - -	Nil	Nil
E. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are	Nil	Nil

NOTE 44 Undisclosed Income

Particulars	31st March,2023	31st March,2022
Whether any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during	No	No
In case above point is Yes, then following details required:	-	-
Details of Undisclosed Income	Not Applicable	Not Applicable
Whether the previously unrecorded income and related assets have been properly recorded in the books of accounts	Not Applicable	Not Applicable

NOTE 45 Corporate Social Responsibility (CSR) Activities

Particulars	31st March,2023	31st March,2022
Whether the Company covered under Section 135 of the Companies Act, 2013 (Y/N)	No	No
In case above point is Yes, then following details required:	-	-
Amount required to be spent by the company during the year	-	-
Amount of expenditure incurred	-	-
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	-	-
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements	-	-

NOTE 46 Registration of charges or satisfaction with Registrar of Companies (ROC)

Particulars	31st March,2023	31st March,2022
Whether any charges or satisfaction yet to be registered with ROC beyond the statutory period (Y/N)	No	No
In case above point is Yes, then following details required:	-	-
Detail of delayed charges	NIL	NIL
Reason for delay	NIL	NIL

NOTE 47 Compliance with number of Layers of Companies

Particulars	31st March,2023	31st March,2022
Whether the Company has complied with the number of layers prescribed under Companies Act, 2013 (Y/N)	No	No
In case above point is Yes, then following details required:	-	-
Name and CIN of the companies beyond the specified layers	NIL	NIL
Relationship/extent of holding of the Company in such downstream companies	NIL	NIL

NOTE 48 Relationship with Struck off Companies

S.N.	Name of struck off Company	Relationship with the Struck off Company	31st March,2023		31st March,2022	
			Nature of transactions with struck-off Company	Balance Outstanding	Nature of transactions with struck-off Company	Balance Outstanding
1	-	-	-	-	-	-

NOTE 49 Funds Borrowed from Bank or Financial Institutions on the basis of Security of Current Assets

Particulars	31st March,2023	31st March,2022
Whether the Company has borrowings from Banks or Financial Institutions on the basis of security of Current Assets (Y/N)	No	No
In case above point is Yes, then following details required:	-	-
Amount of funds borrowed	Not Applicable	Not Applicable
Whether quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts	Not Applicable	Not Applicable
If not, summary of reconciliation and reasons of material discrepancies, if any to be adequately disclosed	Not Applicable	Not Applicable

NOTE 50 Utilization of Specific Purpose Borrowed Funds

Particulars	31st March,2023	31st March,2022
Whether the Company has not used any Borrowings from Banks and Financial Institutions for the Specific Purpose for which it was taken (Y/N)	No	No
In case above point is Yes, then following details required:	-	-
Details where the funds have been used	Not Applicable	Not Applicable
Name of Bank / Financial Institution	Not Applicable	Not Applicable
Amount Borrowed	Not Applicable	Not Applicable
Purpose of Borrowed Funds	Not Applicable	Not Applicable

For PRO CLB GLOBAL LIMITED
(Formerly Provestment Services Limited)

As per our Report of even date attached

SD/-	SD/-	SD/-	SD/-
Praveen Bhatia (Director) DIN: 00147498	Vinod Raihan (Director) DIN: 00146449	Deepika Rajput (Company Secretary) PAN: AMUPD4639A	Vijay Kumar (CFO) PAN: AKDPK4666K

For and on behalf of

M/s Khiwani & Co.
Chartered Accountants
FRN: 002589N
SD/-
Rajesh Kumar Khiwani
(Partner)
M. No: 081792

Place: New Delhi
Date: 30.05.2023

PRO CLB GLOBAL LIMITED

Registered Office: 5/34, THIRD FLOOR, PUSA ROAD,
KAROL BAGH, NEW DELHI- 110 005S

Landline: (91)-11-47177000
Web: www.proclbglobal.com

CIN: L74899DL1994PLC058964
E-Mail: Deepika.proclbglobal@gmail.com

Form No. SH-13
Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To

PRO CLB GLOBAL LIMITED
5/34, THIRD FLOOR, PUSA ROAD,
KAROL BAGH, NEW DELHI- 110 005

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No	Distinctive No.	
				From	To

(2) PARTICULARS OF NOMINEE/S —

Name		Date of Birth	DD/MM/YYYY
Father's/Mother's/Spouse's Name		Occupation	
Address PIN Code		Nationality	
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		PAN / Others	

(3) IN CASE NOMINEE IS A MINOR—

Name		Date of Birth	
Name of guardian:		Date of attaining majority	
Address of guardian		Relationship with Minor	

Name of Security Holder(s)	Signature
1.	
2.	
3.	

Witness	Signature
Name	
Address	

Place:

Date:

Please fill this Nomination form in Duplicate after carefully reading the instructions given below:

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. M/s. Beetal Financial Computer Services Pvt. Ltd, Address: Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi-110 062. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.

7. The shareholder[s] can Cancellation or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY

Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

PRO CLB GLOBAL LIMITED

Registered Office: 5/34, THIRD FLOOR, PUSA ROAD,
KAROL BAGH, NEW DELHI- 110 005

Landline: (91)-11-47177000

CIN: L74899DL1994PLC058964

Web: www.proclbglobal.com

E-Mail: Deepika.proclbglobal@gmail.com

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

To
PRO CLB GLOBAL LIMITED
5/34, THIRD FLOOR, PUSA ROAD,
KAROL BAGH, NEW DELHI- 110 005

I/We hereby cancel the nomination(s) made by me/us in favour of..... (name and address of the nominee) in respect of the below mentioned securities.

or

I/We hereby nominate the following person in place of as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE:

- i. Name:
- ii. Date of Birth:
- iii. Father's/Mother's/Spouse's name:
- iv. Nationality:
- v. Address:
- vi. E-mail id:
- vii. Relationship with the Security holder:

(b) IN CASE NEW NOMINEE IS A MINOR:

- i. Date of Birth:
- ii. Date of attaining majority:
- iii. Name of guardian:
- iv. Address of guardian:

Signature

Name of the Security Holder (s)

Witness with name and address