

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U51500KA2006PLC040879

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAFCA9616E

(ii) (a) Name of the company

PRO FX TECH LIMITED

(b) Registered office address

PROFX Global Theatre, Ground Floor, 84, Barton Centre, M G
Road NA
Bangalore
Karnataka
560001

(c) *e-mail ID of the company

DE*****FX.COM

(d) *Telephone number with STD code

08*****22

(e) Website

www.profx.com

(iii) Date of Incorporation

08/11/2006

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 28/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	G	Trade	G2	Retail Trading	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	18,000,000	12,871,686	12,871,686	12,871,686
Total amount of equity shares (in Rupees)	180,000,000	128,716,860	128,716,860	128,716,860

Number of classes 1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity shares with voting rights				
Number of equity shares	18,000,000	12,871,686	12,871,686	12,871,686
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	180,000,000	128,716,860	128,716,860	128,716,860

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	14,286	14286	142,860	142,860	
Increase during the year	0	12,857,400	12857400	128,574,000	128,574,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	12,857,400	12857400	128,574,000	128,574,000	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	0	12,871,686	12871686	128,716,860	128,716,860	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0VJT01017

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	28/09/2023		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,104,771,325

(ii) Net worth of the Company

248,195,860

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,958,500	69.6	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	8,958,500	69.6	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	51,500	0.4	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,861,686	30	0	
10.	Others	0	0	0	

	Total	3,913,186	30.4	0	0
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Total number of shareholders (other than promoters)

23

**Total number of shareholders (Promoters+Public/
Other than promoters)**

25

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	1	23
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	1	34.59	34.99
B. Non-Promoter	1	0	1	0	0.16	0
(i) Non-Independent	1	0	1	0	0.16	0
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	0	2	1	34.75	34.99

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

3

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANMOHAN GANESH	00886018	Whole-time director	4,453,500	
SHREYA NAMBIAR	08724583	Additional director	4,505,000	
APPADURAI MANUEL	10538347	Additional director	20,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
MEENA NAMBIAR	00231690	Director	20/03/2024	Cessation
SHREYA NAMBIAR	08724583	Additional director	20/03/2024	Appointment
APPADURAI MANU	10538347	Additional director	20/03/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	28/09/2023	3	3	100
Extra Ordinary General Meeting	29/01/2024	3	3	100
Extra Ordinary General Meeting	26/03/2024	25	24	65

B. BOARD MEETINGS

*Number of meetings held 9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2023	2	2	100
2	21/06/2023	2	2	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	02/09/2023	2	2	100
4	22/09/2023	2	2	100
5	09/01/2024	2	2	100
6	06/03/2024	2	2	100
7	20/03/2024	4	3	75
8	25/03/2024	3	2	66.67
9	26/03/2024	3	2	66.67

C. COMMITTEE MEETINGS

Number of meetings held

0

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1					

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2024
								(Y/N/NA)
1	MANMOHAN	9	9	100	0	0	0	Yes
2	SHREYA NAM	3	0	0	0	0	0	No
3	APPADURAI M	3	3	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANMOHAN GANE	Whole-time direc	5,837,418	0	0	0	5,837,418
	Total		5,837,418	0	0	0	5,837,418

Number of CEO, CFO and Company secretary whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	APPADURAI MANU	Additional Direct	504,000	0	0	0	504,000
	Total		504,000	0	0	0	504,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Nagaraj Shetty

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

14267

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 04 dated 16/08/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

MANMOHAN
N GANESH
Digitally signed by
MANMOHAN
GANESH
Date: 2024.10.23
13:49:04 +05'30'

DIN of the director

0*8*6*1*

To be digitally signed by

DEEPIKA N
BHANDIWA
Digitally signed by
DEEPIKA N
BHANDIWA
Date: 2024.10.23
13:50:06 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

4*1*6

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders PRO FX 2024.pdf
Sharetransfer List.pdf
MGT-8.pdf
Designated Person.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

To

The Registrar of Companies

'E' Wing, 2nd Floor, Kendriya Sadana,
Kormangala, Bangalore-560034

Subject: Details of designated person responsible for providing information pertaining to beneficial interest in the shares of PRO FX TECH LIMITED (the 'Company')

Reference: MCA notification dated 27 October 2023, pursuant to the Companies (Management and Administration) Second Amendments Rules, 2023

Respected Sir/ Ma'am,

This is with reference to Rule 9(4) of the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Second Amendments Rules, 2023 notified by the Ministry of Corporate Affairs dated 27 October 2023.

Given that the Company is hereby authorised Managing Director Mr. Manmohan Ganesh (DIN 00886018) to be the designated person responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

SI. NO.	NAME	DIN	DESIGNATION
1	MANMOHAN GANESH	00886018	Managing Director



PRO FX Tech Limited
(Formerly PRO FX Tech Private Limited)

Corporate Office
Dynamic House 64, Church Street, Bengaluru – 560 001
Tel: 080 4371 8978, Email: sales@profx.com, www.profx.com
CIN : U51500KA2006PLC040879

List of Shareholders of PRO FX Tech Private Limited as on 31.03.2024

Sl.No	Name of the Shareholder	Number of shares	Percentage of holding (%)
1.	Manmohan Ganesh	44,53,500	34.59
2.	Shreya Nambiar	45,05,000	34.99
3.	Jupiter Capital Private Limited	38,61,686	30.00
4.	A M S Joe Kumar	20,000	0.16
5.	V Manoj Kumar	1500	0.01
6.	SHANKAR RAM P M	1500	0.01
7.	VIJENDER SINGH NEGI	1500	0.01
8.	MANOJ KUMAR M G	1500	0.01
9.	ROY JOSEPH	1500	0.01
10.	K L PRASHANTH	1500	0.01
11.	MAHESH T	1500	0.01
12.	PRASHANTH VIJAYAN	1500	0.01
13.	VIJAY KUMAR BEELAGI	1500	0.01
14.	T S MANJULA	1500	0.01
15.	DEEPIKA BHANDIWAD	1500	0.01
16.	AJITHAN T P	1500	0.01
17.	G K PRAHALLAD	1500	0.01
18.	MADESH C	1500	0.01
19.	V GANESH	1500	0.01
20.	MANOHARA N	1500	0.01
21.	NAGARAJA RAO HEBBARE	1500	0.01
22.	TERRANCE STANLEY ASHE	1500	0.01
23.	SETHU RAO M V	1500	0.01
24.	DIVAKARA PRABHU B V	1500	0.01
25.	FRANCIS JOSEPH	1500	0.01
	Total	1,28,71,686	100

For PRO FX Tech Private Limited


Manmohan Ganesh
Managing Director
DIN 00886018

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **M/S. PRO FX TECH LIMITED CIN: U51500KA2006PLC040879** ("Formerly Known as **PRO FX TECH PRIVATE LIMITED**") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on 31st March 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
 1. its status under the Act- Active, during the year under review there is a change in the status of the company from Private company to public company
 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as the case may be within the prescribed time.
 4. calling/ convening/ holding meetings of Board of Directors and its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given, and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed. There had been no circular resolutions or resolutions passed by postal ballot;
 5. Closure of Register of Members / Security holders -Not Applicable as the Company has not closed its Registers of Members during the period under review;

6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act- As per the financials no loan given during the period under review;
7. Contracts/arrangements with related parties as specified in section 188 of the Act- Disclosure related to Contacts , arrangements and transactions with related parties have been disclosed in the audited financials during the period under review;
8. issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances- During the Financial Year under review,
 - Increase in share capital of the Company from Rs.5,00,000 to Rs.18,00,00,000 on 29.01.2024.
 - Allotment of Bonus shares 1,28,57,400 for Rs.10 each on 06.03.2024
 - Allotment of Bonus Shares 06.03.2024

Name of the Shareholders	Number of Shares
Manmohan Ganesh	45,00,000
Shreya Nambiar	45,00,000
Jupiter Capital Private Limited	38,57,400

• **Share Transfer During the Year on 20.03.2024**

Date of Transfer	LF Transferor	Name of Transferor	No. of Shares	Nominal Value Per Share	Name of Transferee	LF Transferee
20.03.2024	01	Manmohan Ganesh	20000	10	A M S Joe Kumar	08
20.03.2024	01	Manmohan Ganesh	1500	10	V Manoj Kumar	09
20.03.2024	01	Manmohan Ganesh	1500	10	Shankar Ram P M	10
20.03.2024	01	Manmohan Ganesh	1500	10	Vijendra Singh Negi	11
20.03.2024	01	Manmohan Ganesh	1500	10	Manoj Kumar M G	12
20.03.2024	01	Manmohan Ganesh	1500	10	Raoy Joseph	13
20.03.2024	01	Manmohan Ganesh	1500	10	K L Prashanth	14
20.03.2024	01	Manmohan Ganesh	1500	10	Mahesh T	15

20.03.2024	01	Manmohan Ganesh	1500	10	Prashanth Vijayan	16
20.03.2024	01	Manmohan Ganesh	1500	10	Vijay Kumar Beelagi	17
20.03.2024	01	Manmohan Ganesh	1500	10	T S Manjula	18
20.03.2024	01	Manmohan Ganesh	1500	10	Deepika Bhandiwaad	19
20.03.2024	01	Manmohan Ganesh	1500	10	Ajithan T P	20
20.03.2024	01	Manmohan Ganesh	1500	10	G K Prahallad	21
20.03.2024	01	Manmohan Ganesh	1500	10	Madesh C	22
20.03.2024	01	Manmohan Ganesh	1500	10	V Ganesh	23
20.03.2024	01	Manmohan Ganesh	1500	10	Manohara N	24
20.03.2024	01	Manmohan Ganesh	1500	10	Nagaraja Rao Hebbare	25
20.03.2024	01	Manmohan Ganesh	1500	10	Terrance Stanley Ashe	26
20.03.2024	01	Manmohan Ganesh	1500	10	Sethu Rao M V	27
20.03.2024	01	Manmohan Ganesh	1500	10	Divakara Prabhu B V	28

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act-Not Applicable as there was no transactions requiring the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year;

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act- Not applicable as the company has not declared any dividend and there is no unpaid/unclaimed dividend in earlier years under review.

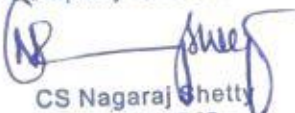
11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; During financial year under review there is change in the Directors,

DIN	Name	Date of Appointment /Cessation	Appointment/Cessation/C change in Designation
08724583	SHREYA NAMBIAR	20/03/2024	Appointment
10538347	APPADURAI MANUEL SANTHANA JOEKUMAR	20/03/2024	Appointment
00231690	MEENA NAMBIAR	20/03/2024	Cessation

13. Appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act; During the year under review, **M/s MKUK & ASSOCIATES**, (Firm Registration Number: 050113S) Chartered Accountants, is being appointed as statutory auditor to fill the casual vacancy caused by resignation of **M/s. T. Velupillai & Co**, (Firm Registration Number: 004592S) Chartered Accountants and will hold the office till the conclusion of Annual General Meeting held for Financials Year 2023-2024 and Company has filed form ADT-1 with MCA.
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits - Not Applicable as the Company has not accepted any deposit during the period under review;
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect- Disclosure related to borrowings from its directors, members, banks and public financial institutions as specified have been disclosed in audited financial statements;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

For **NAGARAJ SHETTY & CO.**
Company Secretaries


CS Nagaraj Shetty
FCS : 10563
CP No. 14267

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; During the year under review,

- There is an Alteration in MOA of the company, the Authorised Share Capital of the Company is Rs.18,00,00,000/- (Rupees Eighteen Crores only) comprising 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each with a power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and such preferential, deferred, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or the Articles of Association of the Company, for the time being.
- Conversion of the company Private Limited Company into a Public Limited Company and consequently, the name of the Company changed from Pro Fx Tech Private Limited to Pro Fx Tech Limited by deletion of the word "Private" from the name of the company it appears in Memorandum of association and Articles of Association, resulting from the change in status of the company from Private company to public company.
- Adoption of new set of Memorandum of association of the company as per provisions of the Companies act 2013 and SEBI (Listing obligations and disclosure requirement) Regulations, 2015, in the place of existing Memorandum of association of the company.
- Adoption of new set of Articles of Association of the company as per provisions of the Companies act 2013 and SEBI (Listing obligations and disclosure requirement) Regulations, 2015, in the place of existing Articles of Association of the company.

Place: Bengaluru

Date: 21.10.2024

For Nagaraj Shetty & Co.

Practicing Company Secretaries


CS Nagaraj Shetty

FCS No: 10563 CP. No: 14267

Peer Review No: 2708/2022

ICSI UDIN: F010563F001673171



Annual Return Forms

S.NO	PARTICULARS OF FORM	FILING DATE	SRN
1.	Form AOC-4- XBRL	16/11/2023	F80804891
2.	Form MGT-7	29/11/2023	F85430627

SL.NO	TYPE OF MEETING	DATE OF MEETING
1.	Board Meeting	12.05.2023
2.	Board Meeting	21.06.2023
3.	Board Meeting	02.09.2023
4.	Board Meeting	22.09.2023
5.	Board Meeting	09.01.2024
6.	Board Meeting	06.03.2024
7.	Board Meeting	20.03.2024
8.	Board Meeting	25.03.2024
9.	Board Meeting	26.03.2024

Sl. No	TYPE OF MEETING	DATE OF MEETING
1.	Annual General Meeting	28.09.2023
2.	Extra Ordinary General Meeting	29.01.2024
3.	Extra Ordinary General Meeting	26.03.2024

Place: Bengaluru
Date: 21.10.2024

For Nagaraj Shetty & Co.
Practicing Company Secretaries


CS Nagaraj Shetty

FCS No: 10563 CP. No: 14267
Peer Review No: 2708/2022
ICSI UDIN: F010563F001673171



Share Transfer during the Financial Year 2023-24

Date of Transfer	LF Transferor	Name of Transferor	No. of Shares	Nominal Value Per Share	Name of Transferee	LF Transferee
20.03.2024	01	Manmohan Ganesh	20000	10	A M S Joe Kumar	08
20.03.2024	01	Manmohan Ganesh	1500	10	V Manoj Kumar	09
20.03.2024	01	Manmohan Ganesh	1500	10	Shankar Ram P M	10
20.03.2024	01	Manmohan Ganesh	1500	10	Vijendra Singh Negi	11
20.03.2024	01	Manmohan Ganesh	1500	10	Manoj Kumar M G	12
20.03.2024	01	Manmohan Ganesh	1500	10	Raoy Joseph	13
20.03.2024	01	Manmohan Ganesh	1500	10	K L Prashanth	14
20.03.2024	01	Manmohan Ganesh	1500	10	Mahesh T	15
20.03.2024	01	Manmohan Ganesh	1500	10	Prashanth Vijayan	16
20.03.2024	01	Manmohan Ganesh	1500	10	Vijay Kumar Beelagi	17
20.03.2024	01	Manmohan Ganesh	1500	10	T S Manjula	18
20.03.2024	01	Manmohan Ganesh	1500	10	Deepika Bhandiwaad	19
20.03.2024	01	Manmohan Ganesh	1500	10	Ajithan T P	20
20.03.2024	01	Manmohan Ganesh	1500	10	G K Prahallad	21
20.03.2024	01	Manmohan Ganesh	1500	10	Madesh C	22
20.03.2024	01	Manmohan Ganesh	1500	10	V Ganesh	23
20.03.2024	01	Manmohan Ganesh	1500	10	Manohara N	24
20.03.2024	01	Manmohan Ganesh	1500	10	Nagaraja Rao Hebbare	25
20.03.2024	01	Manmohan Ganesh	1500	10	Terrance Stanley Ashe	26
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20.03.2024	01	Manmohan Ganesh	1500	10	Divakara Prabhu B V	28
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