



Date: 23.02.2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir / Madam,

Sub: Notice of Extra-Ordinary General meeting
Ref: Company Code: BSE: 540404

In furtherance of our intimation dated 19th February, 2019 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed herewith copy of Notice of Extra-Ordinary General Meeting.

The Extra-Ordinary General Meeting notice is being sent to members whose names appear on the Register of Members or in the list of beneficial owners, received from National Securities Depository Limited and Central Depository Services (India) Ltd as on Friday 22nd February, 2019.

You are requested to please take a note of the same and arrange to inform the members of exchange and public at large accordingly.

Thanking you,

Yours faithfully,

For Prime Customer Services Limited

A handwritten signature in blue ink that reads 'Jinen C Ghelani'.

Jinen C Ghelani
Managing Director & CFO
(DIN: 01872929)



PRIME CUSTOMER SERVICES LIMITED

CIN: L51109GJ2007PLC050404

Regd. Office: 102, Sanskar-2, Near Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad-380015, Gujarat

Ph: +91 79 40320244 Email: info@primecustomer.co.in

Website: www.primecustomer.co.in

Notice

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Prime Customer Services Limited will be held on Wednesday, March 20, 2019 at 02:00 PM at the Registered Office of the Company at 102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad 380015 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approval of Shareholders in general meeting and further subject to necessary approvals if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 4,20,00,000/- (Rupees Four Crores Twenty Lakhs Only) divided into 42,00,000 (Forty Two Lakhs Only) Equity shares of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity shares of Rs. 10/- each by creation of additional 1,08,00,000 (One Crore Eight Lakhs only) equity shares of Rs. 10/- each ranking pari - passu with existing Equity Shares of the Company.

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of be substituted in the following manner:-

“Clause V”: The Authorized Share Capital of Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs only) Equity shares of Rs. 10/- (Rupees Ten) each.

“RESOLVED FURTHER THAT the Board, Committee or the person authorized as aforesaid shall be entitled to exercise all such powers and authorities and to do all such acts, deeds, matters and things, as may be necessary, relevant, usual, customary and/ or expedient for implementing and giving effect to the aforesaid resolution.”

ITEM NO. 2

ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER AND NON PROMOTER INVESTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such permissions, consents, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 6,00,000 (Six Lakhs Only) Convertible Warrants (“Warrants”) on a preferential basis to Promoters/ Promoter Group of the companies (as defined in the SEBI ICDR Regulations) and non-promoter persons / entity (“Warrant Holder”), with a right to Warrant Holder to apply for and get allotted one equity share of face value of Rs.10/- (Rupees Ten Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price of Rs.113.40 each (Rupees One hundred and Thirteen and Paisa forty Only) which is arrived in accordance with SEBI ICDR Regulations, 2018 aggregating to Rs.6,80,40,000 (Rupees Six Crores Eighty Lakhs Forty Thousands Only) as arrived at in accordance with the SEBI ICDR Regulations, 2018, on preferential allotment basis in such manner and on such other terms and conditions, as may be approved by the Board.”

Details of Allottees:

Promoter and Promoter Group:

Issue of 4, 50,000 (Four Lakhs Fifty Thousand) Warrants at a price of Rs. 113.40 (Rupees One hundred and Thirteen and Paisa forty Only) convertible into Equity Shares of Rs.10/- each, aggregating to Rs. 5,10,30,000 (Rupees Five Crores Ten Lakhs Thirty Thousands Only) as per details mentioned below:

| Sr. No. | Name | No. of Convertible Equity warrants | Amount @ 113.40 per warrant (in Rs.) |
|----------------|---------------------------|---|--|
| 1 | Hiren Chandrakant Ghelani | 2,00,000 (Two Lakhs) | 2,26,80,000 (Rupees Two Crores Twenty Six Lakhs Eighty Thousands only) |
| 2 | Jinen Chandrakant Ghelani | 2,00,000 (Two Lakhs) | 2,26,80,000 (Rupees Two Crores Twenty Six Lakhs Eighty Thousands only) |
| 3 | Neha Jinen Ghelani | 25,000 (Twenty Five Thousands) | 28,35,000 (Rupees Twnty Eight Lakhs Thirty Five Thousands Only) |
| 4 | Ameesha Jitendra Karia | 25,000 (Twenty Five Thousands) | 28,35,000 (Rupees Twnty Eight Lakhs Thirty Five Thousands Only) |

Non-promoter Investor:

Issue of 1, 50,000 (One Lakh Fifty Thousand) Warrants at a price of Rs. 113.40 (Rupees One hundred and Thirteen and Paise forty Only) convertible into Equity Shares of Rs.10/- each aggregating to Rs. 1,70,10,000 (Rupees One Crore Seventy Lakhs Ten Thousands Only) to KIARA TRADING & INVESTMENTS LLP, a Non-Promoter Investor.

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is 18th February, 2019, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting i.e. 20th March, 2019.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- (i) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of Rs. 10 each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- (iv) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- (v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrant to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

Date: 19.02.2019

By Order of the Board of Directors

Place: Ahmedabad

For Prime Customer Services Limited

**Hiren Ghelani
Whole-Time Director
DIN: 02212587**

Notes:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special business, are appended here and below along with Form for your consideration.
2. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
3. The route map and prominent landmark of the venue of the Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as Annexure 1 to the Notice.
4. Electronic copy of the Notice of the Extra-Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra-Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
5. Members may also note that the Notice of the Extra-Ordinary General Meeting, Attendance Slip and Proxy Form will also be available on the Company's website www.primecustomer.co.in for their download.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members are requested to bring attendance slip to the meeting.
8. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
9. The facility for voting through ballot paper shall be made available at the EGM. The members attending the meeting shall be able to exercise their right of demanding poll.
10. The cut-off date for the purpose of determining the eligibility of the Members to attend the Extra-Ordinary General Meeting of the Company is Friday, 22nd February, 2019.
11. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
12. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 22nd February, 2019.
13. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. Friday, 22nd February, 2019, can also attend the meeting.
14. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00pm) on all working days except Saturdays, up to and including the date of the Extra-Ordinary General Meeting of the Company.
15. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Extra-Ordinary General Meeting.
16. Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No. 4411, CP No. 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the Ballot voting at the ensuing Extra-Ordinary General Meeting of the company process in a fair and transparent manner.
17. The scrutinizer shall within a period of not exceeding two working days from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
18. The results of the voting along with the scrutinizer's report shall be placed in company's website within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

Route Map for Extra-Ordinary General Meeting:**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 1**

The existing authorized share capital of the Company is Rs. 4,20,00,000 (Rupees Four Crores Twenty Lakhs only) consisting of 42,00,000 (Forty Two Lakhs) equity shares of Rs. 10 (Rupees Ten) each.

The existing authorized share capital of the Company is proposed to be increased to Rs. 15,00,00,000 (Rupees Fifteen Crores only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten) each. Consequently, Article V of the Memorandum of Association of the Company is proposed to be altered.

The board of directors of the Company recommends passing of the resolutions as set out at item no. 1 relating to increase of the authorized share capital and consequently altering the capital clause of the Memorandum of Association, as an ordinary resolution.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

ITEM No. 2

As per Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company by way of special resolution is required for allotment of warrants on preferential basis to promoters and others.

The allotment of the Warrants is subject to the Promoters and others not having sold any Equity Shares of the Company during the 6 (six) months preceding the 'relevant date', The promoters and others has represented that they have not sold any equity shares of the Company during the 6 (six) months preceding the relevant date.

The relevant disclosures as required in terms of the Act and SEBI ICDR Regulations are as under:

a) Object(s) of the issue through preferential issue:

The object of raising the equity share capital by issuing Warrants to the Promoters and Others is to i) augment the funding needs of the Company for Business growth and ii) working capital requirements. It is therefore proposed to offer 6,00,000 (Six Lakhs) warrants of Rs. 113.40 (Rupees One hundred and Thirteen and Paise forty Only) each to Promoters and Others on a preferential basis.

b) Proposal of the Promoters / Directors / Key management Persons of the Company to subscribe to the preferential issue:

No promoter group entity, Director or key managerial personnel of the Company propose to subscribe to the offer except to the extent of their applications for Warrants allotted to them.

c) Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the preferential issue offer would be as under:

| Sr. No. | Particulars | Pre-Issue Shareholding | | Post-Issue Shareholding * | |
|-----------|--|------------------------|----------------------------------|---------------------------|----------------------------------|
| | | No. Of Shares | Percentage to total shareholding | No. Of Shares | Percentage to total shareholding |
| A. | Promoter & Promoter Group Shareholding | | | | |
| | Individual | 1655320 | 47.39 | 2105320 | 51.44 |
| | Body Corporate | 378000 | 10.82 | 378000 | 9.23 |
| | Total (A) | 2033320 | 58.21 | 2483320 | 60.67 |
| B. | Non Promoter Shareholding | | | | |
| 1 | Institutional | | | | |
| | Mutual Funds | | | | |
| | Banks/FI | | | | |
| | Central Govt/State Govt(s) | | | | |
| | Venture Capital Funds | | | | |
| | Insurance Companies | | | | |
| | FII's | | | | |
| | Foreign Venture Capital Funds | | | | |
| | Foreign Portfolio Investor | | | | |
| 2. | Non-institutions | | | | |
| | Bodies Corp. | 223000 | 6.38 | 373000 | 9.11 |
| | Individuals- | | | | |
| | Individual shareholders holding nominal share capital up to Rs. 2 Lakhs | 454960 | 13.02 | 454960 | 11.12 |
| | Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs | 630720 | 18.06 | 630720 | 15.41 |
| | Any Other (specify)- | | | | |
| | Clearing Member | 109000 | 3.12 | 109000 | 2.66 |
| | Non Resident Indians (REPAT) | 33000 | 0.95 | 33000 | 0.81 |
| | Foreign Portfolio Investor | 9000 | 0.26 | 9000 | 0.22 |
| | Total (B) | 1459680 | 41.79 | 1609680 | 39.33 |
| | Total (A) + (B) | 3493000 | 100 | 4093000 | 100 |

*Assuming exercise by the Proposed Allottees for conversion of all the warrants.

d) The time within which the preferential allotment shall be completed

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

e) The identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

| Sr. No. | Name of the Proposed Allottees and Category | Pre-issue Shareholding and % age | No. of Equity Shares proposed to be allotted | Post-issue shareholding and % age* | Name of the ultimate Beneficiaries/Owners |
|----------------|--|---|---|---|--|
| 1 | Hiren Chandrakant Ghelani- Promoter | 11,25,000-32.21% | 2,00,000 (Two Lakhs) | 13,25,000-32.37% | Hiren Chandrakant Ghelani |
| 2 | Jinen Chandrakant Ghelani- Promoter | 1,87,800-5.38% | 2,00,000 (Two Lakhs) | 3,87,800-9.47% | Jinen Chandrakant Ghelani |
| 3 | Neha Jinen Ghelani- Promoter | 38,200-1.09% | 25,000 (Twenty Five Thousands) | 63,200-1.54% | Neha Jinen Ghelani |
| 4 | Ameesha Jitendra Karia - Promoter | 39,720-1.13% | 25,000 (Twenty Five Thousands) | 64,720-1.58% | Ameesha Jitendra Karia |
| 5 | Kiara Trading & Investments LLP- Non-Promoter | - | 1,50,000 (One Lakh Fifty Thousands) | 1,50,000-3.66% | Monica Mahesh Patel & Rachana Mehul Patel Designated partners of Kiara Trading & Investments LLP |

*Assuming full exercise of Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

f) Pricing of the Preferential Issue:

The pricing of the Equity Shares to be allotted on conversion of Warrants to the entities belonging to the Promoters and other on preferential basis shall not be lower than the price determined in accordance with the Chapter V of SEBI (ICDR) Regulations.

The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with the SEBI (ICDR) Regulation. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following:

- a. The average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the 26 (twenty six) weeks preceding the Relevant date (i.e. Rs. 104.50/-); or
- b. The Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the stock exchange, during the 2 (two weeks) preceding the Relevant date (i.e. Rs. 113.40/-).

Accordingly, Price per convertible warrant is Rs. 113.40/- (Rupees One hundred and Thirteen and Paise forty Only) is in accordance with the above provisions. The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the SEBI (ICDR) Regulation. The price shall be determined on the basis of the quotes available on the Stock Exchange during the preceding twenty six weeks prior to the relevant date.

The issuer hereby declares that the issuer, promoters, or directors, have not been or are not identified as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

g) Relevant Date:

The relevant date for the purpose of pricing shall be Monday, 18th February, 2019, being the date 30(thirty) days prior to the date on which meeting of the shareholders is going to be held to approve the proposed preferential issue, in accordance with the SEBI (ICDR) Regulations 2018.

h) Auditor's Certificate:

A copy of the certificate of the Company's Statutory Auditor certifying that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection at the Registered Office of the Company during working hours, on all working days except Sunday and National Holiday till the date of EGM i.e. 20th March, 2019.

i) Lock-in Period

The securities issued and allotted on a preferential basis to the Promoter and Non-promoter hereunder will be subject to lock-in as specified under Chapter V of the SEBI (ICDR) Regulations.

j) Undertaking by the Company:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so. The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees

The Board of Directors at its meeting held on Tuesday, 19th February, 2019 has approved the issue and allotment of Warrants on preferential basis in the manner stated above subject to approval of the members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.2 except to the Promoters.

The Board recommends the Resolution set out at Item No.2 for your approval.

Date: 19.02.2019

Place: Ahmedabad

**By Order of the Board of Directors
For Prime Customer Services Limited**

**Hiren Ghelani
Whole-Time Director
DIN: 02212587**

PRIME CUSTOMER SERVICES LIMITED

CIN: L51109GJ2007PLC050404

Regd. Office: 102, Sanskar-2, Near Ketav Petrol Pump,

Polytechnic Road, Ambawadi, Ahmedabad-380015, Gujarat

Ph: +91 79 40320244 Email: info@primecustomer.co.in Website: www.primecustomer.co.in

ATTENDANCE SLIP

Folio No./DP ID and Client ID:

No. of Shares:

Name and address of First/Sole Member:

.....

I, hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, 20th March, 2019 at 2.00 P.M. at the Registered Office of the Company at 102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad-380015.

.....
Name of Member/Proxy (Block Letters)

.....
Signature of Member/Proxy

Notes:

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.

PRIME CUSTOMER SERVICES LIMITED

CIN: L51109GJ2007PLC050404

Regd. Office: 102, Sanskar-2, Near Ketav Petrol Pump,
Polytechnic Road, Ambawadi, Ahmedabad-380015, Gujarat

Ph: +91 79 40320244 Email: info@primecustomer.co.in Website: www.primecustomer.co.in

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting- Wednesday, 20th March, 2019

Name of the Member(s) : _____

E-mail id : _____

Registered address : _____

Folio No. / Client ID No. : _____ DP ID: _____

I/We, being the member (s) holding _____ shares of the PRIME CUSTOMER SERVICES LIMITED, hereby appoint

1. Name: _____

Address: _____

E-mail id: _____ Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail id: _____ Signature: _____ or failing him/her

3. Name: _____

Address: _____

E-mail id: _____ Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary general meeting of the company, to be held on Wednesday, 20th March, 2019 at 2.00 P.M. at Registered office of the Company at 102, Sanskar-2, Near Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad- 380015. and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Subject matter of the resolution | For | Against |
|--------------------------|---|-----|---------|
| Special Business: | | | |
| 1 | To increase the Authorized Share Capital from Rs. 4,20,00,000 (Rupees Four Crores Twenty Lakhs only) consisting of 42,00,000 (Forty Two Lakhs) equity shares of Rs. 10 (Rupees Ten) each to Rs. 15,00,00,000 (Rupees Fifteen Crores only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten) each And alter the Capital Clause Of Memorandum of Association of The Company. | | |
| 2 | To issue 6,00,000 (Six Lakhs) Convertible Warrants on Preferential Basis To Promoters And Non Promoter Investor at a price of Rs.113.40/- each. | | |

Signed this day of 2019

Affix ₹ 1/-
Revenue
Stamp

(Signature of the member/ Proxy)

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