



October 17, 2021

Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Fort, Mumbai 400001

Capital Markets-Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Dear Sir,

Sub: Notice of Extraordinary General Meeting - Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re: Stock Code: 500337 (BSE) / PRIMESECU (NSE)

In continuation to our earlier letter dated October 13, 2021, whereby we had informed that an Extraordinary General Meeting of the Members of the Company is scheduled to be held on Wednesday, November 10, 2021 at 3:30 p.m. through Video Conferencing / Other Audio-Visual Means. please find enclosed a copy of the Notice of Extraordinary General Meeting.

The Notice of Extraordinary General Meeting is also available on the website of the Company at www.primesec.com.

This is for your information and records.

Thanking You,

Yours faithfully,
For **Prime Securities Limited**



Ajay Shah
Company Secretary
(ACS-14359)

PRIME SECURITIES LIMITED



Registered Office: 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021

CIN: L67120MH1982PLC026724, Email: prime@primesec.com,

Website: www.primesec.com, Tel: +91-22-61842525, Fax: +91-22-24970777

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Prime Securities Limited (“the Company”) will be held on **Wednesday, November 10, 2021 at 3:30 p.m. IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS:

1) Preferential Issue of Equity Shares:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended from time to time (“SEBI Takeover Regulations”) to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges, on which the Equity Shares having face value of Rs. 5/- each (“Equity Shares”) of the Company are listed, and subject to other applicable statutes, rules, regulations, guidelines, circulars and clarifications as may be issued by Ministry of Corporate Affairs (“MCA”), Registrar of Companies, Maharashtra at Mumbai (“ROC”), Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India (“GOI”), BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (collectively referred to as “Stock Exchanges”) and / or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), from time to time and to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions (including any alterations, modifications, corrections, changes and variations as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under 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 and in accordance with and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, on a preferential basis, upto **45,50,000 (Forty Five Lakhs Fifty Thousand)** fully paid-up Equity Shares of the Company, to the following specified investors (hereinafter referred to as “Proposed Allottees”) by way of a Preferential Allotment, at a **price of Rs. 88.75/- (Rupees Eighty Eight and Paise Seventy Five only)** per Equity Share (including a Premium of Rs. 83.75/- (Rupees Eighty Three and Paise Seventy Five only) per Equity Share, for a consideration not exceeding an **aggregate amount of Rs. 40,38,12,500/- (Rupees Forty Crores Thirty Eight Lakhs Twelve Thousand Five Hundred only)** and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members in the manner provided hereunder:

Sr. No.	Name of the Proposed Allottee	Category of the Proposed Allottee	Maximum No. of Equity Shares proposed to be allotted
1.	Meridian Investments	Trust (Non-Promoter)	19,00,000
2.	Anand Jain	Individual (Non-Promoter)	12,00,000
3.	Himanshi Kela	Individual (Non-Promoter)	5,00,000
4.	McJain Infoservices Private Limited	Body Corporate (Non-Promoter)	4,00,000
5.	Samir Arora	Non-Resident Individual (Non-Promoter)	3,00,000
6.	Latika Ahuja	Non-Resident Individual (Non-Promoter)	2,50,000
Total			45,50,000

RESOLVED FURTHER THAT the Equity Shares shall be issued by the Company on the following terms and conditions:

- i) Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof.
- ii) Equity Shares proposed to be issued shall be subject to a lock-in determined in accordance with Chapter V of the SEBI ICDR Regulations.
- iii) Each Proposed Allottee shall be required to bring in their entire consideration towards the subscription of Equity Shares offered to them on or before the date of allotment thereof and such consideration shall be paid to the Company by the Proposed Allottees from their respective bank account only.
- iv) Equity Shares so allotted shall be listed on stock exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- v) Proposed issue of Equity Shares shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT the **Relevant Date** for the purpose of pricing of the Equity Shares, in terms of the provisions of the Regulation 161 of SEBI ICDR Regulations, shall be **Monday, October 11, 2021**, which is the date thirty days prior to the date of this EGM, being Wednesday, November 10, 2021.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of this special resolution provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Equity Shares pursuant to this Preferential allotment shall be kept by the Company in a separate Bank Account to be opened for the purpose.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize all the terms and conditions and the structure of the Equity Shares, take such steps and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings and accept any alterations or modification(s) as it may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Equity Shares (including in relation to the issue of such Equity Shares, in one or more tranches, from time to time) and the utilization of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, the consent of the Members of the Company be and is hereby accorded to the Board to record the name and address of the Proposed Allottee and issue the Private Placement Offer cum Application Letter in Form PAS-4, to the Proposed Allottees, inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of Private Placement Offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter for issue of the Equity Shares, term sheet, subscription agreement, purchase agreement, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any (“Transaction Documents”) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (“Ancillary Documents”) as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Equity Shares, in one or more tranches, from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company in such manner as it may deem fit in its absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purpose of the issue and allotment of Equity Shares and settle any questions or difficulties that may arise in connection with the aforesaid resolutions.”

Registered Office:

1109/1110, Maker Chamber V,
Nariman Point, Mumbai 400021
CIN: L67120MH1982PLC026724
Email: prime@primesec.com
Website: www.primesec.com
Wednesday, October 13, 2021

By Order of the Board of Directors

Ajay Shah
Executive Director, Legal
& Company Secretary
(ACS-14359)

NOTES:

1. In view of the continuing COVID-19 pandemic and the resultant restrictive measures, the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2022, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs (“MCA”) (collectively referred to as “MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively, issued by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as “SEBI Circulars”), permitted the holding of the General Meeting through VC / OAVM, without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, MCA Circulars and SEBI Circulars, this EGM of the Company is being held through VC / OAVM, which does not require physical presence of Members at a common venue. The proceedings of this EGM will be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of this EGM.

2. Normally pursuant to the provisions of the Act, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this EGM is being held through VC / OAVM pursuant to MCA and SEBI Circulars, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map for this EGM venue are not annexed to this Notice.
3. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF / JPG Format) of its board or governing body resolution / authorisation etc. authorizing its representatives to attend this EGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said resolution / authorisation shall be sent by email, from their registered email address to the Scrutinizer by e-mail at saurabhshah361@gmail.com with a copy marked to evoting@nsdl.co.in.
4. Explanatory statement setting out all the material facts, pursuant to Section 102 of the Act, in respect of the special businesses to be transacted at the EGM as set out in the Notice, forms part of this Notice.
5. Pursuant to MCA Circulars and SEBI Circulars, this notice of EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / DPs. This notice has been uploaded on the website of the Company at www.primesec.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and on the website of NSDL at www.evoting.nsdl.com. Members please note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, this Notice were being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company, unless Members have requested for a physical copy of the same.
6. Members seeking any information with regard to the special businesses to be transacted at the EGM, the registers or the relevant documents, referred to in this Notice and in the explanatory statement setting out the material facts, if any, are requested to write to the Company at www.primesec.com by mentioning their DP ID & client ID / folio number. The same will be replied by the Company suitably.
7. The Company has designated an exclusive e-mail id (prime@primesec.com) for redressal of investor complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at this email id.
8. Attendance of Members attending this EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date of Wednesday, November 3, 2021.
9. **E-voting and EGM through VC / OAVM:**

Instructions for remote e-Voting:

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to Members the facility to exercise their right to vote on resolutions proposed to be considered at the EGM, by electronic means and the business may be transacted through e-Voting Services. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by Members using an electronic voting system from a place other than the venue of the EGM ("remote e-voting") as well as venue voting on the date of EGM will be provided by NSDL.

- b) Members who have cast their vote by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
- c) The remote e-voting period commences on **Sunday, November 7, 2021 at 9.00 a.m. (IST)** and ends on **Tuesday, November 9, 2021 at 5.00 p.m. (IST)**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date of Wednesday, November 3, 2021**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- d) Voting electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system:

- i) Login method for e-Voting and joining virtual meeting for individual Members holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual Members holding securities in demat mode is given below:

Type of members	Login method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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 at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 held 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 options

	available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Members (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Members 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
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

ii) Login method for e-voting and joining virtual meeting for Members other than individual Members holding securities in demat mode and Members holding securities in physical mode:

How to Log-in to NSDL e-Voting website:

- 1) 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.
- 2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

Manner of holding i.e. Demat (NSDL/CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5) Password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the “initial password” which was communicated to you. Once you retrieve your “initial password”, you need to enter the “initial password” and the system will force you to change your password.
 - c) How to retrieve your “initial password”?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your “User ID” and your “initial Password”.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**
- 6) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
- a) Click on “Forgot User Details / Password?” (If you are holding shares in your demat account with NSDL/CDSL) option available on www.evoting.nsd.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
- 7) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8) Now, you will have to click on “Login” button.

9) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically / join EGM on NSDL e-Voting system:

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and EGM is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the EGM. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for Members:

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- b) In case of any queries, you may refer the frequently asked Questions (“FAQs”) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-1020-990 and 1800-22-44-30.

Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested), AADHAR (self-attested) by email to rnt.helpdesk@linkintime.co.in.
- 2) In case shares are held in demat mode, please provide DPID-Client ID (16-digit DPID + Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested), AADHAR (self-attested) to rnt.helpdesk@linkintime.co.in. If you are an individual Member holding shares in demat mode, you are requested to refer to the login method explained at Step 1(i) i.e. login method for e-Voting and joining virtual meeting for individual Members holding securities in demat mode.
- 3) Alternatively Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and DPs. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for e-Voting on the day of EGM:

- 1) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members, who will be present in the 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 in the EGM.
- 3) Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for remote e-voting.

Instructions for attending EGM through VC / OAVM:

- 1) Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join EGM menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the meeting through laptops for better experience.
- 3) Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
- 4) 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.
- 5) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at prime@primesec.com before 3.00 p.m. on Sunday, November 7, 2021. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- 6) Members who need assistance before or during the EGM, can contact NSDL on evoting@nsdl.co.in / 1800-1020-990/1800-224-430 or contact Mr. Amit Vishal, Senior Manager – NSDL or Mr. Sagar Ghosalkar, Assistant Manager – NSDL.
- 7) The facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be available for Members on first-come first-served basis.

10. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **Cut-off date i.e. Wednesday, November 3, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430. In case of individual Members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the **Cut-off date i.e. Wednesday, November 3, 2021** may follow steps mentioned below under “Access to NSDL e-Voting system”.
11. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through VC / OAVM.
12. Mr. Pramod S. Shah of M/s. Pramod S. Shah & Associates (CP No. 334), Practising Company Secretaries (Membership No. FCS 3804), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Chairperson of EGM shall, at EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of “e-voting” for all those Members who attend / participate in EGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall, after the conclusion of voting at the EGM, unblock and count the votes cast during the EGM and votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer’s Report not later than 48 hours from the conclusion of the EGM of the total votes cast in favour or against, if any, to the Chairperson of EGM or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company (www.primesec.com) and on the website of NSDL (evoting@nsdl.co.in) immediately after the result is declared by Chairman or a person authorised by him in writing and the same shall be communicated to the Stock Exchanges where shares of the Company are listed. Due to the prevailing situation amid COVID-19 pandemic, the results shall not be displayed on the notice board of the Company at its registered office.

Registered Office:

1109/1110, Maker Chamber V,
Nariman Point, Mumbai 400021
CIN: L67120MH1982PLC026724
Email: prime@primesec.com
Website: www.primesec.com
Wednesday, October 13, 2021

By Order of the Board of Directors

Ajay Shah
Executive Director, Legal
& Company Secretary
(ACS-14359)

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the business proposed to be transacted as set out at sr. no. 1 in this Notice of EGM.

Preferential Issue of Equity Shares:

Over the last few years, Prime Securities Limited (“Prime”) has witnessed a significant transformation, predominantly led by a robust performance in its core Investment Banking / fee-based advisory business. The management’s relentless focus on building team strength, new client additions, expanding investor network and identifying new product / revenue streams has enhanced its ability to offer customized solutions / bespoke advice to clients.

The management team is now well positioned to capitalize on emerging opportunities, as well as to face newer challenges, within the financial services segment. Prime will continue to build its Investment Banking practice.

While the core Investment Banking activity, embellished by larger and more diverse deals, continues to be centre-of-plate, it does face challenges in terms of lumpiness of deal flow, binary outcomes on most deals, lack of any significant annuity and a perceived excessive dependence on individuals. Further, expansion in activity has almost always been predicated on newer locations of operations and larger teams.

Digital initiatives are now commonplace across most industries. The financial services landscape has been littered with FinTech, Payment Gateways, etc. but has so far been absent in a direct way in the Investment Banking arena. Market places and platforms exist in select pockets of the financial services space, with oversight and regulation still in their infancy.

To dramatically expand our canvas of opportunities, we see a major potential with digital intervention; whether by way of a platform that links investors and issuers, whether in the debt or equity markets, whether with domestic or overseas players, whether with plain vanilla or complex instruments, we believe that our intermediation business, with appropriate research and value addition, could make us future ready, if offered using the massive range of technology / products available. Digital initiatives are no longer a choice; they are vital for asymmetric, exponential growth without the investment in attendant physical resources, as was required in the past.

To achieve these objects, the Board of Directors of the Company at its Meeting held on Wednesday, October 13, 2021, subject to necessary approval(s), has approved the proposal for issue of upto 45,50,000 (Forty Five Lakhs Fifty Thousand) Equity Shares of face value of Rs. 5/- each (“Equity Shares”) of the Company to the Proposed Allottees on a Preferential basis, at a price of Rs. 88.75/- (Rupees Eighty Eight and Paise Seventy Five only) per Equity Share (including a Premium of Rs. 83.75/- (Rupees Eighty Three and Paise Seventy Five only) per Equity Share, for a consideration not exceeding an aggregate amount of Rs. 40,38,12,500/- (Rupees Forty Crores Thirty Eight Lakhs Twelve Thousand Five Hundred only).

Section 62 of the Companies Act, 2013 (“the Act”) provides inter alia, that when it is proposed to increase the issued capital of the Company by way of allotment of further shares, etc., such further shares shall be offered to the existing Members of the Company in the manner laid down in the section unless the Members in general meeting decide otherwise by passing a special resolution. Therefore, consent of the Members by way of a special resolution is being sought pursuant to the provisions of Sections 42 & 62 and all other applicable provisions of the Act and in terms of the provisions of the SEBI ICDR Regulations and the SEBI LODR Regulations and the uniform listing agreement executed by the Company with the stock exchanges where the equity share of the Company are listed.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make a private placement of its securities under the Act only after the approval of its Member by way of a special resolution has been obtained and in terms of Regulation 160 of SEBI ICDR Regulations, a

special resolution needs to be passed by Members of a listed company prior to issue of specified securities on preferential basis.

As the date of EGM of the Members is Wednesday, November 10, 2021, the Relevant Date (for determining the minimum price) is Monday, October 11, 2021. The minimum price of Equity Shares proposed to be allotted on the preferential basis, shall be allotted at a price not less than the price, determined in accordance with the relevant provisions of Chapter V of the SEBI ICDR Regulations considering the Relevant Date as Monday, October 11, 2021, i.e. 30 days prior to the date of EGM. The Equity Shares proposed to be allotted shall be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board and shall rank pari passu in all respects with the existing Equity Shares of the Company.

The Information as required under the Act and SEBI ICDR Regulations for Preferential Issues is as under:

1. Object of the Preferential Issue:

It is proposed to raise approximately Rs. 40 crores, for making investments in one or more digitally powered platforms or marketplaces, either by building from scratch or acquiring one or more existing enterprises with the above characterized assets or any other digitally enabled business that could enhance the Prime services offering.

2. Number of Equity Shares and Pricing of Preferential issue:

The Company proposes to issue upto 45,50,000 (Forty Five Lakhs Fifty Thousand) fully paid-up Equity Shares of Rs. 5/- (Rupees Five only) each at an Issue price of Rs. 88.75/- (Rupees Eighty Eight and Paise Seventy Five only) per Equity Share including a Premium of Rs. 83.75/- (Rupees Eighty Three and Paise Seventy Five only) per Equity Share, by way of a Preferential Allotment of Equity Shares.

3. Proposal / Intention of the Promoters / Directors / Key Managerial Personnels to subscribe to offer:

None of the Promoters, Directors or Key Managerial Personnels of the Company will subscribe to any Equity Shares pursuant to this preferential issue.

4. Basis on which the price has been arrived at:

Equity shares of the Company are listed and frequently traded on Stock Exchanges, BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), in accordance with SEBI ICDR Regulations. In terms of the applicable provisions of SEBI ICDR Regulations, the price at which Equity Shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

In accordance with Regulation 164 of SEBI ICDR Regulations, the pricing of the Equity Shares to be allotted on preferential basis work out to Rs. 88.52/- (Rupees Eighty Eight and Paise Fifty Two only) per Equity Share of face value of Rs. 5/- each. However, the price per Equity Share for the proposed Preferential issue of Equity Shares is fixed at Rs. 88.75/- (Rupees Eighty Eight and Paise Seventy Five only), which is higher than the price as computed under Regulation 164 of SEBI ICDR Regulations.

5. Relevant Date:

The "Relevant Date" for the offer, issue and allotment of Equity Shares by way of a preferential issue, as per the SEBI ICDR Regulations for determination of minimum price for the issue of Equity Shares is

Monday, October 11, 2021, being the date thirty days prior to the date on which the EGM of Members is convened to approve the special resolution.

6. **Shareholding Pattern before and after the Preferential Issue of Equity Shares:**

CATEGORY	Pre-issue		Proposed Allotment	Post-issue	
	Shares Held	% of Shareholding		Shares Held	% of Shareholding
A Promoters' Shareholding					
1 Indian:					
Individual/HUFs	-	-	-	-	-
Body Corporate	-	-	-	-	-
2 Foreign:	-	-	-	-	-
Total (A)	-	-	-	-	-
B Non-Promoters' Shareholding					
1 Institutions:					
a) Mutual Funds	10,400	0.04	-	10,400	0.04
b) Foreign Portfolio Investors	10,25,311	3.40	-	10,25,311	2.95
c) Financial Institutions/Bank	3,303	0.01	-	3,303	0.01
d) Foreign Banks	900	0.00	-	900	0.00
Sub-Total (B1)	10,39,914	3.45	-	10,39,914	3.00
2 Central Government / State Government(s) / President of India	-	-	-	-	-
Sub-Total (B2)	-	-	-	-	-
3 Non-Institutions:					
a) Individuals holding nominal share capital upto Rs. 2 lakhs	54,99,114	18.24	-	54,99,114	15.85
b) Individuals holding nominal share capital in excess of Rs. 2 lakhs	77,59,361	25.74	17,00,000	94,59,361	27.26
c) Bodies Corporates	77,86,986	25.83	4,00,000	81,86,986	23.59
d) Trusts	100	0.00	19,00,000	19,00,100	5.48
e) Limited Liability Partnership	31,98,060	10.61	-	31,98,060	9.22
f) Clearing Member	7,006	0.02	-	7,006	0.02
g) HUFs	2,45,426	0.81	-	2,45,426	0.71
h) Non-Resident Indians (Non-Repatriation)	1,21,233	0.40	-	1,21,233	0.35
i) Non-Resident Indians (Repatriation)	8,29,525	2.75	5,50,000	13,79,525	3.98
j) OCBs	28,600	0.09	-	28,600	0.08
Sub-Total (B3)	2,54,75,411	84.49	45,50,000	3,00,25,411	86.53
Total (B)=(B1+B2+B3)	2,65,15,325	87.94	45,50,000	3,10,65,325	89.52
C Employee Stock Options (*)	36,35,000	12.06	-	36,35,000	10.48
Total (C)	36,35,000	12.06	-	36,35,000	10.48
Grand Total (A)+(B)+(C)	3,01,50,325	100.00	45,50,000	3,47,00,325	100.00

The aforesaid percentages are based on capital as on Friday, October 8, 2021.

(*) Assuming full exercise of options granted under employee stock option scheme.

7. Proposed time within which preferential issue / allotment will be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEB), Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

8. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them:

Sr. No.	Name and PAN of the Proposed Allottee	Category of the Proposed Allottee	Ultimate Beneficial Owners	Pre-allotment equity holding	Number of Equity Shares proposed to be allotted	Post-allotment equity holding and % of post allotment Shareholding (#)
1.	Meridian Investments (PAN: AAATZ1669A)	Trust (Non-Promoter)	T. V. Mohandas Pai, Kusumlata Pai, Pranav M. Pai & Siddharth M. Pai	Nil	19,00,000	19,00,000 (5.48%)
2.	Anand Jain (PAN: AABPJ1890J)	Individual (Non-Promoter)	Self	Nil	12,00,000	12,00,000 (3.46%)
3.	Himanshi Kela (PAN: DVVPK8437G)	Individual (Non-Promoter)	Self	50,000	5,00,000	5,50,000 (1.58%)
4.	McJain Infoservices Private Limited (PAN: AACCR8509E)	Body Corporate (Non-Promoter)	Tarun Jain, Rajni Jain & Kamal Jain	Nil	4,00,000	4,00,000 (1.15%)
5.	Samir Arora (PAN: AABPA5347H)	Non-Resident Individual (Non-Promoter)	Self	Nil	3,00,000	3,00,000 (0.86%)
6.	Latika Ahuja (PAN: AABPA1696D)	Non-Resident Individual (Non-Promoter)	Self	Nil	2,50,000	2,50,000 (0.72%)

The aforesaid percentages are based on capital as on Friday, October 8, 2021.

(#) Post-allotment shareholding includes 36,35,000 Equity Shares towards potential dilutions by way of issuance of Equity Shares under the employee stock option scheme of the Company.

9. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to (i) Meridian Investments (Trust, Non-Promoter) (ii) Anand Jain (Individual, Non-Promoter) (iii) Himanshi Kela (Individual, Non-Promoter) (iv) McJain Infoservices Private Limited (Body Corporate, Non-Promoter) (v) Samir Arora (Non-Resident Individual, Non-Promoter) and (vi) Latika Ahuja (Non-Resident Individual, Non-Promoter). All other information relevant or important is covered in the explanatory statement.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares. However, the voting rights will change in accordance with the shareholding pattern.

11. Lock-in Period:

The proposed allotment of Equity Shares shall be subject to lock-in as per the provisions of Chapter V of the SEBT ICDR Regulations. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date upto a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

12. Re-computation of Issue Price:

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 26 weeks prior to the Relevant Date, it is not required to re-compute the price per Equity Share to be issued, pursuant to Regulations 164(2) and 164(3) of SEBI ICDR Regulations and therefore, the Company is not required to submit the undertaking / disclosures specified under Regulation 163(1)(g) and 163(1)(h) of SEBI ICDR Regulations.

13. Disclosure as specified in under Regulation 159(2) and 163(1)(i) of the SEBI ICDR Regulations :

- a) It is hereby confirmed that neither the Company nor its promoters and Directors and to the Company's knowledge any of its Promoters is a willful defaulter.
- b) It is hereby confirmed that neither the Company nor its promoters and Directors is declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

14. Auditors' Certificate:

The Company shall obtain a Certificate from Statutory Auditors of the Company, M/s. Walker Chandiook & Co LLP (Firm Registration No. 001076N/N500013), Chartered Accountants, confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations. A copy of the certificate shall be placed for inspection before the Members at EGM and will also be available at the website of the Company www.primesec.com.

15. Valuation for consideration other than cash:

Not applicable.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the proposed allotment of Shares is for a cash consideration.

17. Terms of Issue of Equity Shares, if any:

Equity Shares allotted in terms of this resolution shall rank pari-passu with existing Equity Shares of the Company in all respects including the payment of dividend, if any.

18. Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of Equity Shares. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company in all respects, including dividend and voting rights.

19. Principle terms of assets charged as securities

Not applicable.

20. Material terms of raising securities

As stated above.

21. Other Disclosures / Undertakings:

- a) The Proposed allottees have not sold / transferred any Equity Shares during the six months preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of SEBI ICD Regulations, where it is required to do so.
- d) During the period from April 1, 2021 until the date of notice of this EGM, the Company has not made any preferential issue of its Equity Shares.

The resolutions as set out in the Notice of EGM and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines / regulations issued / to be issued by the Government of India or the Securities and Exchange Board of India or the Reserve Bank of India or the Ministry of Corporate Affairs or any other regulatory / statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory / statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the Members is being sought to enable the Board to decide on the issue of the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board believes that the proposed issue is in the best interest of the Company and its Members and accordingly, it recommends passing of special resolution as set out in this Notice of EGM for the approval of the Members.

None of the Director(s) and/ or Key Managerial Personnel of the Company and/ or their relatives are in any way concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their equity holding in the Company, if any.

Registered Office:

1109/1110, Maker Chamber V,
Nariman Point, Mumbai 400021
CIN: L67120MH1982PLC026724
Email: prime@primesec.com
Website: www.primesec.com
Wednesday, October 13, 2021

By Order of the Board of Directors

Ajay Shah
Executive Director, Legal
& Company Secretary
(ACS-14359)