

PRIME INDUSTRIES LIMITED

Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab

CIN: L15490PB1992PLC012662

[E-Mail: prime_indust@yahoo.com]

[Website: www.primeindustriesslimited.com] [Tel Nos: 0161-3911500]

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the Members of the Company will be held on Friday, the 30th day of September, 2016 at 12.00 Noon at the registered office of the Company situated at S.C.O-19, 3rd Floor, Master Chambers, Feroze Gandhi Market, Ludhiana, Punjab-141002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the period ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Rajinder Kumar Singhanian (DIN: 00077540), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2016-17.

SPECIAL BUSINESS:

4. Re-Appointment of Mr. Rajinder Kumar Singhanian (DIN: 00077540), as the Managing Director of the Company, 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 196, 197, 203 and any other applicable provisions 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), read with Schedule V to the Companies Act, 2013 approval of the members, be and is hereby accorded for the appointment of Mr. Rajinder Kumar Singhanian (DIN: 00077540), as the Managing Director of the Company for a period of three years with effect from 01st August, 2016 to 31st July, 2019 on the terms and conditions of appointment and remuneration as agreed between Mr. Rajinder Kumar Singhanian and the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the necessary returns with the Registrar of Companies and to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution without again referring the same to the General Meeting.

RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Rajinder Kumar Singhania, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.”

5. Approval of Related Party Transactions, 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 Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to do all acts, deeds, matters and things that may be necessary, proper or expedient thereto for the purpose of giving effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging on such terms and conditions and at such time or times, and in such form and manner, as it may think fit, the whole or substantially the whole of the Company’s any one or more of the undertakings or all the undertakings, including the present, and/or future properties, whether moveables or immoveables in favour of the financial institutions/banks/any other investing agencies/trustees for the holders of the debentures/ bonds/other instruments issued/to be issued and loans raised/to be raised by the Company from financial institutions/ banks/any other investing agencies or any other person(s)/ bodies corporate upon the terms and conditions as may be decided by the Board of Directors of the Company, to secure loans, debentures, bonds, working capital facilities, or other instruments, in any currency, in accordance with the relevant statutory provisions and guidelines issued in that behalf on private placement basis or otherwise, as the case may be, of an aggregate value not exceeding the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the

respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid financial institutions/banks/other parties or any of them under the respective agreements/documents entered into/to be entered into by the Company in respect of the said loans/debentures/ bonds or other instruments.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank pari passu with the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board of Directors and as may be agreed to by and between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise with the aforesaid parties or any of them and execute any and all agreements and documents, necessary for creating mortgages and/or charges as aforesaid and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any question or doubt relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and any other applicable provisions 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) the consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include any committee thereof), to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 500 crores, and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorized to give loan(s) any guarantee(s) provide any security(ies) in connection with loan(s) made and invest the funds of the company, in their absolute discretion as deemed beneficial and in the interest of the Company, upto an amount of Rs. 500 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or Company Secretary be and are hereby authorized to take from time to time, all decisions and such steps as may be necessary for giving effect to the above resolution and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem fit, necessary or appropriate.”

Place: Ludhiana
Date: 13.08.2016

By order of the Board
For Prime Industries Limited

Regd. Office : Master Chambers, 19,
Feroze Gandhi Market,
Ludhiana - 141001, Punjab

(R.K. Singhanian)
Managing Director
DIN - 00077540

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 4 to 8 to be transacted at the Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, September 26, 2016 to September 30, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Since the Company's shares are in compulsory demat trading, to ensure better services and elimination of risk of holding shares in physical form, we request our shareholders holding shares in physical form to dematerialize their shares at the earliest.
5. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours upto the date of the Annual General Meeting.
7. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent. Members holding Shares in electronic form may obtain the nomination form from their respective Depository Participants.
8. Electronic copy of the notice along with the Annual Report is being sent to all members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for hard copy of the same. For members who have not been registered their email address, physical copies of the Annual Report are being sent to them.
9. Voting through electronic means:
 - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the amended Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
 - b) A member may exercise his vote by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

- c) During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date 23.09.2016, may opt for remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
- d) The e-voting period commences at 9:30 a.m. on Tuesday, 27th September, 2016 and ends at 5:00 p.m. on Thursday, 29th September, 2016. The e-voting module shall be disabled by CDSL for voting thereafter.
- e) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date for the purpose of E-voting i.e. Friday, 23rd September, 2016.
- g) The Board of Directors at its meeting held on 13.08.2016 has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (M. No. FCS 4327) as the scrutinizer to scrutinize the e-voting process (including the Ballot forms received from members not having access to E-voting process) in a fair and transparent manner.
- h) Instructions for e-voting:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Select the “Prime Industries Limited” from the drop down menu and click on submit
- (iii) Now enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Verification Code as displayed and Click on Login.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company/entity, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

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

	<p>shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is BALWANT SINGH with sequence number 1 then enter BA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository and company please enter the member id/folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN - 160816053 for Prime Industries Limited** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and custodians
- Non – Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on and cast their vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.

Note: Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 23rd

September, 2016 may follow the same instructions as mentioned above for e-Voting.

10. Members who do not have access to e-voting facility.

Those members who do not have access to the E-voting Facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rajeev Bhambri, Practicing Company Secretary (M.No. FCS 4327) at SCO No. 9, Jandu Tower, Miller Ganj, Ludhiana, Punjab - 141003 not later than 29th September, 2016 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

11. Members are requested to carefully read the instructions and in case of any queries, you may refer to the Q & A on e-Voting for Members and User Manual for Shareholders to cast their votes available in the help section of www.evotingindia.com.

12. The facility for voting, through ballot paper shall also be made available at the venue of the 24th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

13. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

a) The Results shall be declared on the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.primeindustrieslimited.com and www.evotingindia.com immediately after the result is declared by the chairman. The results shall also be forwarded to the concerned stock exchange where its equity shares are listed.

14. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/updating their e-mail addresses with :

➤ Depository Participant (in case of shares held in dematerialised form) or

- Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at prime_indust@yahoo.com (in case of shares held in physical form).
15. The Notice & Annual Report of the Company circulated to the members, will also be made available on the Company's website at www.primeindustrieslimited.com
16. Information required to be provided under the SEBI (LODR) Regulations, 2015 , regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

Name of the Director	Rajinder Kumar Singhania
Age (years)	62 years
Qualification	FCA
Expertise	Wide experience of more than 35 years working in the field of Corporate Strategy, Tax Planning, Financial Engineering and M&A space.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Master Share & Stock Brokers Ltd. 2. Master Trust Limited 3. Arora Financial services Limited 4. Master Projects Private Limited 5. Master Commodity Services Limited 6. Master Capital services Limited 7. Master Insurance Brokers Limited 8. Master Portfolio Services Limited 9. Master Infrastructure & Real Estate Developers Ltd. 10. H.K. Arora Real Estate Services Limited 11. Eminent Buildwell Private Limited 12. Prime Agro Farms Private Limited 13. Bigbuild Real Estate Private Limited 14. Gold Touch Agri Private Limited 15. Mansfiled Estate Developers Private Limited (MTL Capital Consultants (p) LTD.) 16. Matria Estate Developers Private Limited
Chairmanships / Memberships of Committees of other public companies	<ol style="list-style-type: none"> 1. Prime Industries Limited - Nomination & Remuneration Committee 2. Master Capital Services Limited - Corporate Social Responsibility Committee

Shares held in the Company	12902
Relationship with other Director(s)	Mr. Parveen Singhania is the spouse of Mrs. Rajinder Kumar Singhania. No other Director is related to Mr. Rajinder Kumar Singhania.

EXPLANATORY STATEMENT TO THE NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item No. 4 to 8 accompanying the Notice dated 13.08.2016.

Item No.4

The Remuneration committee and the Board of Directors of the Company in their respective meeting held on 13.08.2016, subject to the approval of the Members at the forthcoming Annual General Meeting, recommend to re-appoint Mr. Rajinder Kumar Singhania as the Managing Director of the Company for a further period of three years commencing from 1st August, 2016 to 31st July, 2019 on such terms and conditions, as set out in the draft Agreement to be entered into between the Company & Mr. Rajinder Kumar Singhania.

The draft of fresh agreement to be entered between the Company and Mr. Rajinder Kumar Singhania contain the following principal terms and conditions :

Mr. Rajinder Kumar Singhania is to be re-appointed for a further period of 3 (three) years i.e. for a further period of three years commencing from 1st August, 2016 to 31st July, 2019 as Managing Director of the Company and he shall devote whole of his time and attention to his services as Managing Director of the Company and shall under the superintendence, control and direction of the Board, perform the duties and exercise the powers as may be entrusted to confer upon by the Board.

Brief Resume of Mr. Rajinder Kumar Singhania

Date of Birth	15.07.1954
Date of Appointment	01.08.1998
Qualification	FCA
Directorship of other Companies	<ol style="list-style-type: none"> 1. Master Trust Limited 2. Master Share & Stock Brokers Limited 3. Arora Financial Services Limited 4. Master Projects Private Limited 5. Master Commodity Services Limited 6. Master Capital Services Limited 7. Master Insurance Brokers Limited 8. Master Portfolio Services Limited 9. Master Infrastructure & Real Estate Developers Limited 10. H.K. Arora Real Estate Services Limited 11. Eminent Buildwell Private Limited 12. Prime Agro Farms Private Limited 13. Bigbuild Real Estate Private Limited 14. Gold Touch Agri Private Limited 15. MTL Capital Consultants Private Limited 16. Matria Estate Developers Private Limited
Member of other Committees	<ol style="list-style-type: none"> 1. Prime Industries Limited - Nomination & Remuneration Committee 2. Master Capital Services Limited - Corporate Social Responsibility Committee
No. of Shares held in the Company	12902

In consideration of his services as Managing Director, Rajinder Kumar Singhania shall receive the remuneration in the following manner:

(i) Salary : At the rate of Rs.20,000/- (Rupees Twenty Thousand) per month or such higher sum as may from time to time be determined by the Remuneration Committee/Board.

(ii) Perquisites : Such perquisites and allowances as or may from time to time be allowed to Senior Executives of the Company or as may from time to time be determined by the Remuneration Committee/Board.

Provided that if in any financial year during his term of appointment hereunder, the Company has no profit or its profits are inadequate, he shall for that year be entitled to the above remuneration or such lower remuneration as may from time to time be determined and decided by Remuneration Committee/Board depending upon the effective capital of the Company for the time being, as per Explanation I to Section IV to Part II of Schedule V of the Act or any statutory modification or amendments thereof.

Provided further that the following perquisites shall not be included in the computation of the ceiling on remuneration in any financial year if the Company has no profit or its profits are inadequate in that financial year –

a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-Tax act, 1961,

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

c. Encashment of leave at the end of the tenure.

(iii) In addition to the above, he shall not be entitled to any sitting fees for any Board/Committee meeting. Notwithstanding anything herein contained, either party shall be entitled to determine his appointment by giving three months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, his appointment shall stand terminated. The Company shall also be entitled to terminate his appointment on giving him three month's salary as specified above.

The re-appointment and remuneration of Mr. Rajinder Kumar Singhania, Managing Director of the Company requires the approval of the Members of the Company in general meeting in terms of Para A of Section II to Part II of Schedule V to the Act.

Mr. Rajinder Kumar Singhania, being the appointee and Mrs. Parveen Singhania his wife being the Director of the Company are concerned or interested in this resolution. None of the other Directors/ Key Managerial Personnel (KMP) of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution.

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information – Given hereinabove.

Specific Information:-

1. Nature of Industry	Engaged in real estate activities.
2. Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

4. Financial performance:-

Particulars	For the year ended 31st March, 2016 (audited)	For the year ended 31st March, 2015 (audited)	For the year ended 31 st March, 2014 (audited)	For the year ended 31 st March, 2013 (audited)
Total Income	1.51	1.03	1.60	4.8
Profit before tax	0.06	(0.16)	(0.05)	(0.25)
Profit after tax	0.02	(0.11)	0.08	(0.14)

5. Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointee

1. Background Details	Mr. Rajinder Kumar Singhania is well known personality in the corporate circles. He is the Managing Director of the Company. He is one of the promoters and has rich experience.
2. Past Remuneration	Rs. 20,000/- Per Month
3. Recognition and Awards	
4. Job Profile and his suitability	He is the promoter director of the Company. He has over 10 years of experience as Director (Finance) with a top corporate and more than 35 years of experience in Corporate Strategy, Tax Planning, Financial Engineering and M&A space.
5. Remuneration Proposed	Rs. 20,000/- Per Month
6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Parveen Singhania is the spouse of Mrs. Rajinder Kumar Singhania. No other Director is related to Mr. Rajinder Kumar Singhania.

7. Comparative remuneration profile with respect to industry, size of company, profile of the position and person	The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and the credentials of the Chairperson.
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II. Other information:

(1) Reasons of loss or inadequate profits: Due to sluggishness in the demand of real estate activities there has been fall in the profits of the Company. The losses are not significant in the long run.

(2) Steps taken or proposed to be taken for improvement: Resource optimization at all levels.

(3) Expected increase in productivity and profits in measurable terms: The industry is dependent on the market forces and therefore the profitability shall improve once the demand picks up.

Item No.5

Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 dated 14.08.14 requires the approval of the members by way of a prior Special resolution for specified transactions beyond threshold limits with Related Parties.

Further, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that all material related party transactions to require approval of the shareholders through special resolution. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines a transaction with a related party to be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover the company as per the last audited financial statements of the company.

Your Company from time to time renders and avails various services which may also include credit facilities from/to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made thereunder, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with as amended Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

Sr. No.	Name of the related party	Name of the director or key managerial personnel who is related, if any.	Nature of relationship
Subsidiaries/Wholly Owned Subsidiaries			
1.	Master Capital Services Limited.	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the associate company.	Directors of the Company are Directors in Master Capital Services Limited
2.	Master Commodity Services Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the associate company.	Directors of the Company are Directors in Master Commodity Services Limited
3.	Master Infrastructure and Real Estate Developers Limited	None of the Directors or Key managerial personnel is related except to the extent of their directorship in the associate company.	Directors of the Company are Directors in Master Infrastructure and Real Estate Developers Ltd.
4.	Master Trust Limited	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhania hold shares in Master Trust Limited.	Directors of the Company are Directors and Shareholders in Master Trust Ltd.
5.	Bigbuild Real Estate Private Ltd.	Mr. Harjeet Singh Arora and Mr. Rajinder Kumar Singhania are directors and shareholders in Bigbuild Real Estate Private Ltd.	Directors of the Company are Directors and Shareholders in Bigbuild Real Estate Private Ltd.
	Nature, material terms, monetary value particulars of the contract or arrangement.	As may be decided by the Board of Directors at relevant time.	
	Any other information relevant or important for the members to take a decision on the proposed resolution	Nil	

Item No.6

Pursuant to provisions of Section 180 (1)(a) of the Companies Act, 2013, the sale, lease or otherwise disposal of the whole or the substantially the whole of the undertaking of the company requires the approval of the members by way of a Special Resolution. The increasing business operations of the Company necessitate use of the borrowing limits by the Board of Directors upto the extent of the existing borrowing limit of Rs. 500 Crore over and above the paid-up capital and free reserves of the Company. For such borrowings, the Board is required to create charge on/mortgage the properties of the company to secure the borrowings. Further, creating charge/ mortgage on the property of the Company is deemed covered by the provisions of Section 180(1)(a) of Companies Act, 2013. As per Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management And administration Rules, 2014), consent of the members under Section 180(1)(a) of the Companies Act, 2013 is required to be obtained. Hence, your Directors recommend the aforesaid Resolution in Item No. 6 of the accompanying Notice for the approval of the Members of the Company by way of a Special Resolution.

None of the Directors / Key Managerial Personnel and their relatives who are members of the Company, is directly or indirectly, concerned or interested in this resolution except to the extent of their respective shareholding in the company.

Item No.7

Under section 180(1)(c) of the Companies Act, 2013 (the Act), sanction of the company is required for enabling the board of directors to borrow money in excess of paid-up share capital and free reserves of the company by way of a special resolution. Under section 180 of the Act, the above powers of the board are required to be exercised only with the consent of the company by a special resolution. As per Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management And administration Rules, 2014), consent of the members under Section 180(1)(a) of the Companies Act, 2013 is required to be obtained. Hence, the resolution as set out in item no. 7 is being sought, by way of a special resolution, pursuant to section 180(1)(c) of the Act seeking approval of the shareholders to authorise the directors to borrow in excess of the aggregate of the paid-up capital and free reserves up to a sum not exceeding Rs. 500 crores.

The board recommends the resolution under Item No. 7 for approval of the members. None of the directors, key managerial personnel and their relatives is concerned or interested in the resolution set forth in Item no. 7 of the notice.

Item No.8

Pursuant to the provisions of Section 186 of the Companies Act, 2013 company is required to obtain approval of shareholders by passing a special resolution in general meeting in case it proposes to make investment(s) or give loan(s), guarantee(s) or provide security(ies) upto an amount of Rs. 500 Crores. In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of

directors of the company to make investment(s) or give loan(s), guarantee(s) or provide security(ies) upto the limits as mentioned in proposed resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution

Place: Ludhiana

Date: 13.08.2016

Regd. Office : Master Chambers, 19,
Feroze Gandhi Market,
Ludhiana - 141001, Punjab

By order of the Board
For Prime Industries Limited

(R.K. Singhanian)
Managing Director
DIN - 00077540

Route map for reaching Prime Industries Limited from Bhai Bala Chowk, Ludhiana



PRIME INDUSTRIES LIMITED
Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001,
Punjab
CIN: L15490PB1992PLC012662
[E-Mail: prime_indust@yahoo.com]
[Website: www.primeindustrieslimited.com/] [Tel Nos: 0161-3911500]

Proxy form

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

Name of the member (s) : E-mail Id :
Registered address : Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of Prime Industries 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 24th Annual General Meeting of the company, to be held on Friday, the 30th day of September, 2016 at 12.00 Noon at the registered office of the Company situated at S.C.O-19, 3rd Floor, Master Chambers, Feroze Gandhi Market, Ludhiana, Punjab-141002 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Item No.	Resolution Type	Description	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Ordinary	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.		
2.	Ordinary	Re-Appointment of Mr. Rajinder Kumar Singhania (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.		
3.	Ordinary	Ratification of Appointment of the Statutory Auditors of the Company		
4.	Ordinary	Re-Appointment of Mr. Rajinder Kumar Singhania (DIN: 00077540), as the Managing Director of the Company.		
5.	Special	Approval of Related Party Transactions.		
6.	Special	Authorising the Board of Directors u/s 180(1)(a) of the Companies Act, 2013		
7.	Special	Authorising the Board of Directors u/s 180(1)(c) of the Companies Act, 2013		
8.	Special	Authorising the Board of Directors u/s 186 of the Companies Act, 2013		

Signed this..... day of.....20....
 Signature of shareholder

Signature of Proxy holder(s)

Revenue
Stamp

Note:

- 1. 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.**
- 2. A Proxy need not be a member of the Company.**
- 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- 4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**

5. **In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**
6. **The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.**

PRIME INDUSTRIES LIMITED

Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab

CIN: L15490PB1992PLC012662

[E-Mail: prime_indust@yahoo.com]

[Website: www.primeindustrieslimited.com/] [Tel Nos: 0161-3911500]

ATTENDANCE SLIP

(Please complete and hand it over at the entrance of the meeting hall.)
(Only Members or their Proxies are entitled to be present at the Meeting)

Folio No. _____

Client ID/DPID* _____

Name of Shareholder/Joint Shareholder/Proxy

Address

No. of Shares held _____

I/We hereby record my/our presence at the 24th Annual General Meeting held on Friday, the 30th day of September 2016, at 12.00 Noon at the registered office of the Company situated at S.C.O-19, 3rd Floor, Master Chambers, Feroze Gandhi Market, Ludhiana, Punjab-141002

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT

*Applicable to investors holding shares in electronic form only

PRIME INDUSTRIES LIMITED
Regd. Office: Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab
CIN: L15490PB1992PLC012662
[E-Mail: prime_indust@yahoo.com]
[Website: www.primeindustrieslimited.com/] [Tel Nos: 0161-3911500]

BALLOT FORM

(To be returned to Scrutinizer appointed by Prime Industries Limited)

1. Name(s) of Member(s) :
(including joint-holders, if any)

2. Registered Folio No. / :
DPID No. / Client ID No.*

(*Applicable to Members holding shares
in dematerialised form)

3. I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s) / Special Resolution(s) as specified in the Notice dated **13.08.2016** to be passed through Ballot for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.	Ordinary		
2.	Re-Appointment of Mr. Rajinder Kumar Singhanian (DIN: 00077540), who retires by rotation and being eligible, seeks re-appointment.	Ordinary		
3.	To re-appoint Statutory Auditors of the Company	Ordinary		
4.	Re-Appointment of Mr. Rajinder Kumar Singhanian (DIN: 00077540), as the Managing Director of the Company.	Ordinary		
5.	Approval of Related Party Transactions.	Special		

6.	Authorising the Board of Directors u/s 180(1)(a) of the Companies Act, 2013	Special		
7.	Authorising the Board of Directors u/s 180(1)(c) of the Companies Act, 2013	Special		
8.	Authorising the Board of Directors u/s 186 of the Companies Act, 2013	Special		

Place :

Date :

Signature of Member / Beneficial Owner

E-Mail

Tel. No.

