

# PRIME

February 23, 2018

**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 letter dated February 15, 2018 intimating that an Extraordinary General Meeting of the Members of the Company is scheduled to be held on Tuesday, March 20, 2018 at 10.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Film Centre, Mumbai 400034, please find enclosed a copy of the Notice of Extraordinary General Meeting of the Members of the Company.

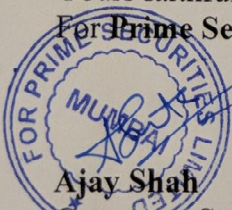
The Notice of Extraordinary General Meeting is also available on the website of the Company [www.primesec.com](http://www.primesec.com).

This is for your information and records.

Thanking You,

Yours faithfully,

**For Prime Securities Limited**



**Ajay Shah**  
**Company Secretary**  
(ACS-14359)

**Prime Securities Limited**  
1109 / 1110, Maker Chambers V,  
Nariman Point, Mumbai 400 021.  
CIN: L67120MH1982PLC026724

Tel : +91-22-6184 2525  
Fax: +91-22-2497 0777

## Prime Securities Limited

Registered Office: 1109/1110, Maker Chamber 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 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PRIME SECURITIES LIMITED WILL BE HELD ON TUESDAY, MARCH 20, 2018 AT 10.00 A.M. AT VICTORIA MEMORIAL SCHOOL FOR THE BLIND, TARDEO ROAD, OPP. FILM CENTRE, NEAR HINDUSTAN PETROLEUM PETROL PUMP, MUMBAI 400034 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

#### 1. Alteration of Authorised Share Capital

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

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to alter the Authorised Share Capital of the Company from Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) comprising of 3,00,00,000 (Three Crores) Equity Shares of Rs. 5/- (Rupees Five only) each, 2,00,000 (Two Lacs) 13% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and 18,00,000 (Eighteen Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred only) each to Rs. 35,50,00,000/- (Rupees Thirty Five Crores Fifty Lacs only) comprising of 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 5/- (Rupees Five only) each and 18,00,000 (Eighteen Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred only) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby replaced with the following new Clause V:

V. The Authorised Share Capital of the Company is Rs. 35,50,00,000/- (Rupees Thirty Five Crores Fifty Lacs only) comprising of 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 5/- (Rupees Five only) each and 18,00,000 (Eighteen Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred only) each, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or condition in such manner as may be permitted by the Articles of Association of the Company for the time being.

#### 2. Preferential Allotment of Equity Share Warrants

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, 41, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), 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 of the Company (“Equity Shares”) are listed, and subject to other applicable rules, regulations and guidelines issued by Ministry of Corporate Affairs (“MCA”), the 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 or modifications 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 include any committee thereof, which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and in accordance with and subject to the provisions of the Memorandum of Association and the Articles of Association of the Company, the consent, authority and approval 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 70,00,000 (Seventy Lacs) Equity Share Warrants (hereinafter referred to as “Warrants”), carrying an entitlement to subscribe to an equivalent number of Equity Shares of Rs. 5/- each, to the following Investors (hereinafter referred to as “Proposed Investors”), at a price not less than the price (hereinafter referred to as the “SEBI Price”) determined in accordance with Chapter VII of the SEBI ICDR Regulations and on such other terms and conditions that the Board may deem appropriate in its absolute discretion:

Sr. No.	Name of the Proposed Investors	Number of Warrants proposed to be allotted
1.	ALSS Investments	35,00,000
2.	Puneet Pandey	35,00,000
<b>Total</b>		<b>70,00,000</b>

**RESOLVED FURTHER THAT** the Warrants shall be issued by the Company on the following terms and conditions:

- An amount equivalent to 25% of the Exercise Price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 77 of the ICDR Regulations, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrant holders at the time of exercising the option. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion.

- iii) In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under point no. ii) above, the Warrants shall lapse and the deposit of 25% as indicated in point i) above shall stand forfeited by the Company.
- iv) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- v) In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.
- vi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.
- vii) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and 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, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.
- ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

**RESOLVED FURTHER THAT** the Relevant Date for the purpose of pricing of the Equity Shares resulting from the exercise of the option under the Warrants, in terms of the provisions of the SEBI ICDR Regulations, shall be Sunday, February 18, 2018, which is the date thirty days prior to the date of this Extraordinary General Meeting being Tuesday, March 20, 2018.

**RESOLVED FURTHER THAT** the Warrants 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 Warrants 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 Board be and is hereby authorized to finalize all the terms and conditions and the structure of the proposed Warrants and Equity Shares resulting from the exercise of the option under the Warrants, 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 Warrants and Equity Shares resulting from the exercise of the option under the Warrants (including in relation to the issue of such Warrants and Equity Shares resulting from the exercise of the option under the Warrants 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** 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 Warrants Equity Shares resulting from the exercise of the option under the Warrants, 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 (the "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 (the "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 Warrants Equity Shares resulting from the exercise of the option under the Warrants 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 securities and settle any questions or difficulties that may arise in connection with the aforesaid resolutions."

#### NOTES:

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the special businesses to be transacted at the Extraordinary General Meeting ("EGM" / "Meeting") forms part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in the aggregate not more than 10% of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other members. Proxies in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the time of commencement of the meeting. Proxies submitted on behalf of Limited Companies, Societies, etc., must be supported by an appropriate Resolution / Authority, as applicable. A proxy form forms part of this notice of the meeting.
3. Corporate members intending to send their authorised representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution authorising their representative to attend and vote in their behalf at the meeting along with the specimen signatures of the authorised representatives.

4. Members / Proxies should fill the attendance slip duly filled in for attending the meeting and bring their attendance slips along with their copy of this notice of the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
6. All relevant documents referred to in this notice requiring the approval of the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the meeting. The notice is also available on the website of the Company ([www.primesec.com](http://www.primesec.com)) and on the website of the stock exchanges.
7. Pursuant to the provisions of sections 20, 101 and 136 of the Companies Act, 2013 read with the relevant rules made thereunder, electronic copies of this notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent by email to those members who have registered their email address with either the Company or the depository participants. Members, who have registered their email address, are entitled to receive such communications in physical form upon request. For members who have not registered their e-mail addresses, physical copies of this notice inter alia indicating the process and manner of e-voting along with the attendance slip and proxy form, will be sent to them in the permitted mode.
8. The Company has designated an exclusive e-mail id ([prime@primesec.com](mailto:prime@primesec.com)) for redressal of investor complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at email id ([prime@primesec.com](mailto:prime@primesec.com)).
9. Members desirous of asking any questions at the meeting are requested to send in their questions so as to reach the Company at least 7 days before the meeting so that the same can be suitably replied.
10. Route map showing directions to reach to the venue of the meeting is given at the end of this notice.

#### 11. Voting Options

- a) Pursuant to the provisions of section 108 of Companies, Act, 2013 read with the rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means through "remote e-voting" (i.e. the members may cast their vote using an electronic voting system from a place other than the venue of the meeting). The Company has availed the services of National Securities Depository Limited ("NSDL") for providing e-voting facility to the members.
- b) The facility for voting, either through e-voting system or through ballot form / polling paper shall also be made available at the venue of the meeting. 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 venue of the meeting. The members, who have already casted their vote through remote e-voting, may attend the meeting but shall not be entitled to cast their vote again at the venue of the meeting.
- c) The process and manner for remote e-voting is as under:
  - A) In case a member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participants(s)]:
    - (i) Open e-mail and open PDF file viz; "Prime Securities Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that this password is an initial password.
    - (ii) Launch internet browser by typing URL: <https://www.evoting.nsdl.com>.
    - (iii) Click on Shareholder – Login
    - (iv) If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password / PIN for casting your vote.
    - (v) If you are logging in for the first time, please enter your user ID and password provided in the PDF file attached with the email as initial password. Click Login.
    - (vi) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vii) Home page of remote e-voting opens. Click on remote e-voting > Active voting Cycles.
    - (viii) Select "EVEN (108202)" of "Prime Securities Limited". Now you are ready for remote e-voting as cast vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to [saurabhshah361@gmail.com](mailto:saurabhshah361@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B) In case a member receives physical copy of the notice of meeting and attendance slip [for members whose e-mail IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:
    - (i) Initial password is provided at the bottom of the attendance slip for the meeting:  
 "EVEN (108202)"                      USER ID                      PASSWORD / PIN
    - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast your vote.
- d) Other Instructions:
  - 1) 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](http://www.evoting.nsdl.com) or call on toll free no: 1800-222-990.

- 2) You can also update your mobile number and email id in the user profile details of the folio, which may be used for sending future communications.
- 3) The remote e-voting period will commence at 9.00 a.m. on Saturday, March 17, 2018 and will end at 5.00 p.m. on Monday, March 19, 2018. During this period, members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date, i.e. Tuesday, March 13, 2018, may cast their vote electronically. 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.
- 4) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, March 13, 2018.
- 5) A person whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e. Tuesday, March 13, 2018, shall only be entitled to vote on the resolutions set forth in this notice either by way of remote e-voting or through e-voting system / ballot form / polling paper at the venue of the meeting.
- 6) Any person who acquires shares of the Company and becomes members of the Company after dispatch of this notice and holding shares as on the cut-off date, i.e. Tuesday, March 13, 2018, may obtain the login ID and password by sending an email to prime@primesec.com or evoting@nsdl.co.in by mentioning their folio no. / DP ID & Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you don't remember your password, you can reset your password by using "forget user details / password" option available on evoting@nsdl.co.in or "Physical User Reset Password" option available on www.evoting.nsd.com or contact NSDL at the following Toll Free No.: 1800-222-990.
- 7) Mr. Pramod S. Shah of M/s. Pramod S. Shah & Associates, Practising Company Secretaries (Membership No. FCS 3804), has been appointed as the scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
- 8) At the meeting, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the scrutiniser, order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
- 9) The scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall not later than 48 hours of conclusion of the meeting, submit a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- 10) The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- 11) The results declared along with the report of the scrutiniser shall be placed on the website of the Company (www.primesec.com) and on the website of NSDL (www.evoting.nsd.com) immediately after the result declared by Chairman or a person authorized by him in writing and the same shall be communicated to the stock exchanges where shares of the Company are listed.

**Registered Office:**

1109/1110, Maker Chamber V,  
Nariman Point,  
Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: prime@primesec.com  
Website: www.primesec.com  
Thursday, February 15, 2018

**By Order of the Board of Directors**

**Ajay Shah**  
**Vice President – Legal &**  
**Company Secretary**  
(ACS-14359)

### EXPLANATORY STATEMENT PURSUANT SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all the material facts relating to the special businesses mentioned at item nos. 1 to 2 of the accompanying notice.

#### Item No. 1

##### Alteration of Authorised Share Capital

Considering the business plans and fund requirements of the Company, it is proposed to alter the Authorised Share Capital of the Company from the existing Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) comprising of 3,00,00,000 (Three Crores) Equity Shares of Rs. 5/- (Rupees Five only) each, 2,00,000 (Two Lacs) 13% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each and 18,00,000 (Eighteen Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred only) each to Rs. 35,50,00,000/- (Rupees Thirty Five Crores Fifty Lacs only) comprising of 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 5/- (Rupees Five only) each and 18,00,000 (Eighteen Lacs) Unclassified Shares of Rs. 100/- (Rupees Hundred only) each. This will also result in alteration of Share Capital clause in Memorandum and Articles of Association of the Company.

The members are, therefore, requested to accord their approval authorizing the Board to alter the Authorised Share Capital of the Company and approve the changes to Memorandum of Association as set out in the resolution.

None of the Directors or any Key Managerial Personnel of the Company or relatives of any of them is, in any way, concerned or interested in this resolution.

The Board recommends this special resolution for approval by the members of the Company.

#### Item No. 2

##### Preferential Allotment of Equity Share Warrants

Prime Securities Limited, along with its subsidiaries, is engaged in Investment Banking and Corporate Advisory. The Investment Banking and Advisory business has been steadily growing, through the offering of high-value advisory services, to primarily, small and mid-cap companies. This segment is growing not just in size but also in terms of business opportunities. It has been the policy at Prime to grow by identifying the right opportunities and your Company is trying its best to maximize shareholder wealth by accelerating its growth.

Further, the Board of Directors approved the entry of the Company into newer segments of financial services business through its wholly owned subsidiary, Prime Research and Advisory Limited ("PRAL"). The new services shall comprise value added intermediation services in wealth management and investment

advisory. PRAL shall also engage in assisting banks and institutional investors in risk assessment, portfolio analysis and portfolio rebalancing through execution of specific strategies. PRAL's clients will include corporate treasuries, fund management companies and family offices among others.

To facilitate entry into these exciting and rapidly growing segments, PRAL is taking on board a highly experienced, connected and networked team of twenty five reputed professionals with a proven track record of several years. The team currently has an enviable roster of clients and counter-parties. The new team's business is robust and it has a fairly full opportunity pipeline and substantial current income through fees and annuities that it will bring to PRAL.

The Board of Directors believes that these services will diversify its business streams and create opportunities through complementarity and co-working between its current Corporate Finance and Investment Banking Team and the new team coming on board at PRAL. The annuity business of the incoming team would be additive to the Company's current stream of fee income and would be beneficial through smoothening out of revenues.

The Board Directors is optimistic that this initiative shall further institutionalize the current operations and substantially enhance shareholder value.

Hence, it is proposed to issue equity shares warrants to raise financial resources for meeting the business needs of a wealth management and investments advisory subsidiary, specifically in terms of expanding premises, enhancing personnel and meeting working capital requirements of the subsidiary. The Board of Directors of the Company at its meeting held on Thursday, February 15, 2018, subject to necessary approval(s), has approved the proposal for issue of upto 35,00,000 Equity Shares Warrants ("Warrants") of the Company to M/s. ALSS Investments and upto 35,00,000 Equity Shares Warrants of the Company to Mr. Puneet Pandey. Each Warrant carries an entitlement to subscribe to an equivalent number of Equity Shares of Rs. 5/- each, in one or more tranches, within a period 18 months from the date of allotment of Warrant.

Section 62 of the Companies Act, 2013 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 shareholders of the Company in the manner laid down in the section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of a special resolution is being sought pursuant to the provisions of sections 42 & 62 and all other applicable provisions of the Companies Act, 2013 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.

As the date of the meeting of the shareholders is Tuesday, March 20, 2018, the Relevant Date (for determining the minimum price) is Sunday, February 18, 2018. The minimum price of Equity Shares, arising from the exercise of the option under the Warrants, in the preferential allotment, shall be allotted at a price not less than the price, determined in accordance with the relevant provisions of Chapter VII of the SEBI ICDR Regulations considering the Relevant Date as Sunday, February 18, 2018 i.e., 30 days prior to the date of this meeting. The Equity Shares, arising from the exercise of the option under the Warrants, 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 Regulation 73 of the SEBI ICDR Regulations, 2009 for Preferential Issues is as under:

**1. Object of the Preferential Issue:**

The purpose of this preferential offer is to augment the financial resources by the Company to capitalize / fund its wholly owned subsidiary, Prime Research & Advisory Limited ("PRAL"), for its entering into financial services business. The new services shall comprise value added intermediation services in wealth management and investment advisory. PRAL shall also engage in assisting banks and institutional investors in risk assessment, portfolio analysis and portfolio rebalancing through execution of specific strategies. PRAL's clients will include corporate treasuries, fund management companies and family offices among others.

To facilitate entry into these exciting and rapidly growing segments, PRAL is taking on board a highly experienced, connected and networked team of twenty five reputed professionals with a proven track record of several years. The team currently has an enviable roster of clients and counter-parties. The new team's business is robust and it has a fairly full opportunity pipeline and substantial current income through fees and annuities that it will bring to PRAL.

The Board of Directors believes that these services will diversify its business streams and create opportunities through complementarity and co-working between its current Corporate Finance and Investment Banking Team and the new team coming on board at PRAL. The annuity business of the incoming team would be additive to the Company's current stream of fee income and would be beneficial through smoothening out of revenues.

**2. Proposal of the Promoters / Directors / Key Managerial Personnel to subscribe to the offer:**

None of the Directors or key managerial personnel of the Company will participate in this preferential offer.

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

CATEGORY	Pre-issue		Post-issue	
	Shares Held	% of Shareholding	Shares Held	% of shareholding
<b>A) Promoter Shareholding</b>				
<b>1. Indian:</b>				
Individual	-	-	-	-
Body Corporate	-	-	-	-
<b>2. Foreign:</b>	-	-	-	-
<b>Total (A)</b>	-	-	-	-
<b>B) Non-Promoter Shareholding</b>				
<b>1. Institutions:</b>				
a) Mutual Funds	10,400	0.04	10,400	0.03
b) Foreign Portfolio Investors	105,300	0.39	105,300	0.30
c) Financial Institutions / Banks	3,202	0.01	3,202	0.01
d) Foreign Banks	900	0.01	900	0.01
<b>Sub-Total (B1)</b>	119,802	0.45	119,802	0.35

CATEGORY	Pre-issue		Post-issue	
	Shares Held	% of Shareholding	Shares Held	% of shareholding
<b>2. Non-Institutions:</b>				
a) Individuals holding nominal share capital upto Rs. 2 lacs	9,657,744	36.42	9,657,744	28.81
b) Individuals holding nominal share capital in excess of Rs. 2 lacs	11,397,318	42.98	18,397,318	54.88
c) Bodies Corporates	2,086,623	7.87	2,086,623	6.23
d) Clearing Members	1,841,707	6.95	1,841,707	5.50
e) Hindu Undivided Family	381,995	1.44	381,995	1.14
f) Non Resident Indians (Non-Repat)	80,504	0.30	80,504	0.24
g) Non Resident Indians (Repat)	920,932	3.47	920,932	2.75
h) Overseas Bodies Corporates	28,600	0.11	28,600	0.09
i) Trusts	100	0.01	100	0.01
<b>Sub-Total (B2)</b>	<b>26,395,523</b>	<b>99.55</b>	<b>33,395,523</b>	<b>99.65</b>
<b>Total (B)</b>	<b>26,515,325</b>	<b>100.00</b>	<b>33,515,325</b>	<b>100.00</b>
<b>Grand Total</b>	<b>26,515,325</b>	<b>100.00</b>	<b>33,515,325</b>	<b>100.00</b>

\* Assuming that the Warrant holders exercise the option under the Warrants in full.

The aforesaid percentages are based on capital as on Friday, February 9, 2018 without taking into consideration any potential dilutions by way of issuance of shares under the employee stock option scheme of the Company.

4. **Proposed time within which allotment will be completed:**

The Warrant shall be allotted within a period of 15 days from the date of passing of the special resolution by the shareholders at the meeting of the Company, provided that where the allotment on preferential basis is pending on account of any approval from any regulatory authority or the central government, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of the last of such approval or such other time as may be prescribed or permitted by the SEBI, stock exchanges or other relevant authorities.

5. **The identity of the natural persons who are the ultimate beneficial owners of the Warrant proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of the post preferential allotment capital that may be held by them and change in control, if any, in the Company, consequent to the preferential allotment:**

Sr. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owners	Post-Allotment	
				Shares held *	% Shareholding
1.	ALSS Investments	Non-Promoter	Ms. Lovina Gupta	35,00,000	10.44
2.	Puneet Pandey	Non-Promoter	N.A.	35,00,000	10.44

\* Assuming that the Warrant holders exercise the option under the Warrants in full.

There will not be any change in the management control of the Company on account of this proposed preferential allotment. However, the voting rights will change in accordance with the shareholding pattern.

6. The Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, provisions of Regulations 76(3) and 78(5) of the SEBI ICDRE Regulations, and the disclosures under Regulation 73(1)(f) and (g) are not applicable.

7. **Lock In Requirements:**

The Warrants proposed to be allotted on a preferential basis to the proposed allottees shall be subject to a lock-in period of one year from the date of trading granted as specified under the provisions of the regulation 78(1) of SEBI ICDR Regulations pertaining to the preferential issue. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in. The entire pre-preferential shareholding of the allottees shall also be locked-in for a period of six months from the date of trading approval in accordance with the provisions of regulation 78(6) of the SEBI ICDR Regulations.

8. **Auditors' Certificate:**

M/s. Gandhi & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, have certified that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations. A copy of the certificate will be kept for inspection at the registered office of the Company during the business hours and shall also be placed before the meeting of the shareholders.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

None of the Directors or any Key Managerial Personnel of the Company or relatives of any of them is, in any way, concerned or interested in this resolution.

The Board recommends this special resolution for approval by the members of the Company.

**Registered Office:**

1109/1110, Maker Chamber V,  
Nariman Point,  
Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: prime@primesec.com  
Website: www.primesec.com  
Thursday, February 15, 2018

**By Order of the Board of Directors**

**Ajay Shah**  
Vice President – Legal &  
Company Secretary  
(ACS-14359)



# PRIME SECURITIES LIMITED

Regd. Office: 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021, CIN: L67120MH1982PLC026724  
Tel: +91-22-61842525 Fax: +91-22-24970777, Website: www.primesec.com, Email: prime@primesec.com

**ATTENDANCE  
SLIP**

## EXTRAORDINARY GENERAL MEETING SECHEDULED TO BE HELD ON MARCH 20, 2018

Sr. No.:

Name of Member	
Address	
Folio No. / Client ID No. DP ID	
Number of Shares	

I certify that I am a registered Member / Proxy for the registered Member of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company to be held on Tuesday, March 20, 2018, at 10.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Film Centre, Mumbai 400034.

\_\_\_\_\_  
Name of the Member / Proxy (BLOCK LETTERS)

\_\_\_\_\_  
Signature of Member / Proxy

Members / Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

### REMOTE E-VOTING PARTICULARS

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD
108202		



# PRIME SECURITIES LIMITED

Regd. Office: 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021, CIN: L67120MH1982PLC026724  
Tel: +91-22-61842525, Fax: +91-22-24970777, Website: www.primesec.com, Email: prime@primesec.com

**PROXY  
FORM**

## EXTRAORDINARY GENERAL MEETING SECHEDULED TO BE HELD ON MARCH 20, 2018

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

Name of Member		Sr. No.:
Address		
Folio No. / Client ID No. DP ID		
Email ID		

I/we, being the Member(s), holding \_\_\_\_\_ Equity Shares of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

3. Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_



## E-COMMUNICATION REGISTRATION FORM

To,

**Link Intime India Private Limited**

**(Unit : Prime Securities Limited)**

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083,

Tel:+91-22-49186270, Fax: +91-22-49186060,

Email: mt.helpdesk@linkintime.co.in

### Green Initiative in Corporate Governance

I/We hereby exercise my/our option to receive all Notices / Documents, etc from the Company including Notice of General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, Postal Ballot Notice, etc. in electronic mode. Please register my e-mail ID as given below, in your records, for sending the communications:

DP ID & Client ID / Folio No.	
Name of 1st Registered Holder	
Name of Joint Holder(s), if any	
Registered Address of the Sole/ 1st Registered Holder	
E-mail ID (to be registered)	

Date : .....

Signature : .....

**Notes:**

1. The above form may be used for registering the E-mail IDs by those Shareholders who hold Shares in physical form.
2. The form duly filled and signed may please be sent to the Company's Registrar as mentioned above.
3. Members holding shares in electronic mode are requested to ensure to keep their e-mail addresses updated with the depository participants.
4. On registration, all the communications will be sent to the E-mail ID registered.
5. The form is also available on the website of the Company [www.primesec.com](http://www.primesec.com) under the Section 'Investor information'.
6. Shareholders are requested to keep their depository participants / Company's Registrar - Link Intime India Private Limited informed as and when there is any change in the e-mail address.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, March 20, 2018, at 10.00 a.m. at Victoria Memorial School for the Blind, 73, Tardeo Road, Opp. Film Centre, Mumbai 400034 and at any adjournment thereof in respect of such resolutions as mentioned below:

Resolution No.	Resolutions	Optional *	
		For	Against
Special Business			
1.	Alteration of Authorised Share Capital		
2.	Preferential Allotment of Equity Share Warrants		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_

Name of the Member

\_\_\_\_\_

Signature of Proxy

Affix Re. 1/-  
Revenue  
Stamp

**Notes:**

(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) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

# Route Map of Extraordinary General Meeting Venue

