

PRIME SECURITIES LIMITED

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

CIN: L67120MH1982PLC026724, Tel: +91-22-61842525,

Email: prime@primesec.com / Website: www.primesec.com



ADDENDUM TO THE NOTICE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated Friday, April 21, 2023 convening 40th Annual General Meeting of the Company scheduled to be held on Tuesday, June 13, 2023 at 3:00 p.m. (IST) at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai 400034:

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 (“the Act”) read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, of the intention of two Members signifying candidature of two persons for the office of Independent Director of the Company. Accordingly, the following items of businesses are added in the aforesaid Notice as Item Nos. 5 and 6 under Special Business and this addendum shall be deemed to be an integral part of the original Notice dated Friday, April 21, 2023 and the notes provided therein. Attention of the Members is specifically drawn to the attached explanatory statement to explain the background of the proposal.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company, Mr. Mayank Malik (DIN: 10178490), in respect of whom the Company has received a Notice in writing on Monday, May 29, 2023 from a Member, M/s. HAS Lifestyle Limited, under Section 160 of the Act, along with the requisite Deposit of ₹ 1,00,000/- (Rupees One Lakh only), proposing his candidature as an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, for a term of 5 consecutive years from the date of 40th Annual General Meeting, i.e. Tuesday, June 13, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

6. To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and the Articles of Association of the Company, Ms. Smeeta Harsha Bhatkal (DIN: 07363916), in respect of whom the Company has received a Notice in writing on Monday, May 29, 2023 from a Member, Mr. Kishore Hemandas Mulani, under Section 160 of the Act, along with the requisite Deposit of ₹ 1,00,000/- (Rupees One Lakh only), proposing her candidature as

an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, for a term of 5 consecutive years from the date of 40th Annual General Meeting, i.e. Tuesday, June 13, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

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Email: prime@primesec.com
Website: www.primesec.com
Mumbai, June 5, 2023

For **Prime Securities Limited**

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

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of the Special Businesses proposed above to be transacted at the ensuing 40th AGM, is annexed hereto and forms part of this Addendum to the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available for inspection by the Members on all working days during normal business hours upto the date of AGM.
3. This Addendum to the Notice of AGM is available on the website of the Company at www.primesec.com, website of the stock exchanges at www.nseindia.com / www.bseindia.com and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to attending AGM and e-voting set out for and applicable for the ensuing 40th AGM shall mutatis-mutandis apply to attending AGM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 40th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 40th AGM.

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item No. 5

The Company had issued a Notice dated Friday, April 21, 2023 for convening the 40th Annual General Meeting (“AGM”) on Tuesday, June 13, 2023 at 3:00 p.m. (IST) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder.

Subsequently, on Monday, May 29, 2023, the Company has received a Notice in writing from a Member, M/s. HAS Lifestyle Limited along with the requisite amount of ₹ 1,00,000/- (Rupees One Lakh Only) in pursuance to Section 160 of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In accordance with the provisions of Section 160 of the Act, the Company is required to inform the Members about the candidature of Mr. Mayank Malik (DIN: 10178490) as an Independent Director in terms of Section 160 of the Act, to be considered at the 40th AGM of the Company and place the Notice of such candidature on the website of the Company. Accordingly, this Addendum to Notice is being issued by adding Item No. 5 as a Special Business for consideration of the appointment of Mr. Mayank Malik as a Non-Executive and Independent Director, for a term of 5 consecutive years from Tuesday, June 13, 2023.

Mr. Mayank Malik has submitted his profile, his consent to act a Director in Form DIR-2 and confirmation of his independence in terms of provision of Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed herewith.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5.

Item No. 6

The Company had issued a Notice dated Friday, April 21, 2023 for convening the 40th Annual General Meeting (“AGM”) on Tuesday, June 13, 2023 at 3:00 p.m. (IST) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder.

Subsequently, on Monday, May 29, 2023, the Company has received a Notice in writing from a Member, Mr. Kishore Hemandas Mulani along with the requisite amount of ₹ 1,00,000/- (Rupees One Lakh Only) in pursuance to Section 160 of the Act read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In accordance with the provisions of Section 160 of the Act, the Company is required to inform the Members about the candidature of Ms. Smeeta Harsha Bhatkal (DIN: 07363916) as an Independent Director in terms of Section 160 of the Act, to be considered at the 40th AGM of the Company and place the Notice of such candidature on the website of the Company. Accordingly, this Addendum to Notice is being issued by adding Item No. 5 as a Special Business for consideration of the appointment of Ms. Smeeta Harsha Bhatkal as a Non-Executive and Independent Director, for a term of 5 consecutive years from Tuesday, June 13, 2023.

Ms. Smeeta Harsha Bhatkal has submitted her profile, her consent to act a Director in Form DIR-2 and confirmation of her independence in terms of provision of Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations. The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed herewith.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6.

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Mumbai, June 5, 2023

For **Prime Securities Limited**

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

Additional Information of Directors seeking Appointment at 40th Annual General Meeting

[Pursuant to the Regulation 36 of the SEBI Listing Regulations and
Clause 1.2.5 of Secretarial Standards - 2 on General Meetings]

Name and Designation of the Proposed Director	Mr. Mayank Malik (Non-Executive and Independent Director)
Director Identification Number (DIN)	10178490
Date of Birth	May 7, 1962
Date of Appointment	N.A.
Qualifications	Bachelor of Commerce Honors degree (University Topper Gold Medal) from Delhi University and an MBA from the Indian Institute of Management, Ahmedabad, India
Expertise in Specific Functional Area	Businesses and processes including corporate and investment banking, consumer and retail banking, credit, corporate finance, capital issues, cash management, trade, product management, e-commerce and general management
Experience (Brief Profile)	Mr. Mayank Malik has performed diversity of roles over the past 35 years (of which 20 years has been as the CEO across 5 countries). He has headed Citibank in the Middle East and Africa including Bahrain, Jordan and Iraq. He has unique and extensive experience building new businesses in the Middle East and Africa region for Citibank, UAE and India for Standard Chartered Bank and also running large consumer banking franchises as CEO of Citibank Bahrain. He has headed 5 countries in the Middle East and Africa region as the Chief Executive Officer of Citibank. He also served as President and Chief Executive Officer of IndusInd International Holdings Limited. Mayank was the Chairman of the Tanzania Bankers Association and was appointed to the Tanzania National Business Council chaired by the President of Tanzania that comprises of 12 business leaders personally selected by the President across all industrial sectors in the country. He was elected as the Chairman of Bahrain Association of Banks (BAB), the official industry body representing the banking and financial services industry in the country (comprising over 150 international, regional and local banks), the first non-Bahraini to be ever elected to this industry position since 1971. He has served on a number of Boards over the years including the American Chamber of Commerce in 5 countries, inJAZ (Junior Achievers Worldwide), King Abdullah Development Fund, King Hussein Centre for Excellence, Bahrain Human Resource Development Fund, the Bahrain International School and several other educational and community associations.
Directorship held in other Companies in India	None
Chairmanships / Memberships of Committees held in other Companies in India	None
Relationship with other Directors and Key Managerial Personnel	None
Number of Equity shares held in the Company	71,000 Equity Shares representing 0.22% of the total shareholding.

Additional Information of Directors seeking Appointment at 40th Annual General Meeting

[Pursuant to the Regulation 36 of the SEBI Listing Regulations and
Clause 1.2.5 of Secretarial Standards - 2 on General Meetings]

Name and Designation of the Proposed Director	Ms. Smeeta Harsha Bhatkal (Non-Executive and Independent Director)
Director Identification Number (DIN)	07363916
Date of Birth	November 6, 1962
Date of Appointment	N.A.
Qualifications	P.G.D.M. from Indian Institute of Management, Ahmedabad B.Com. Sydenham College, Mumbai
Expertise in Specific Functional Area	Banking, Financial Services & Insurance
Experience (Brief Profile)	Ms. Smeeta Bhatkal is presently a Dean - Banking, Financial Services & Insurance at Welingkars Institute of Management Development & Research, Mumbai. She is currently pursuing Ph. D. at Mumbai University. She has attended the Global Colloquium on Participant Centered Learning Program (GCPCL) at Harvard Business School, Boston in 2010 and in Sao Paulo in 2011. She has attended the program on International Financial Markets conducted by the Bombay Stock Exchange, which involved visiting 6 financial centers of Asia to understand their financial systems. She has attended the Morgan Finance Program at JP Morgan's New York office and was rated as "Consistently exceeds JP Morgan's rigorous standards". She is the author of the book Handbook of Banking Terms. She was an Independent Director on the Board of SBI General Insurance Company Limited and SBI DFHI Limited. She was associated with Prime Securities from 1995 to 2002 as Director, Corporate Finance. Prior to Prime, she was associated with ICICI Limited and ICICI Securities and Finance Company Limited as Group Manager, Corporate Finance from 1992 to 1995.
Directorship held in other Companies in India	None
Chairmanships / Memberships of Committees held in other Companies in India	None
Relationship with other Directors and Key Managerial Personnel	None
Number of Equity shares held in the Company	Nil