

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Prime Securities Limited will be held on Tuesday, September 22, 2020 at 11.00 a.m. via two-way Video Conferencing ("VC") facility or other audio visual means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of Audited Financial Statements:

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Board of Directors and Independent Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 and the Reports of the Independent Auditors thereon.

#### 2. Re-appointment of Director:

To Appoint a Director in place of Mr. Akshay Gupta (DIN: 01272080), a Non-Executive and Non-Independent Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Pradip Dubhashi (DIN: 01445030) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and

Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Mr. Pradip Dubhashi (DIN: 01445030), whose existing term as an Independent Director was upto February 28, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term with effect from February 29, 2020 until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2023 and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Members be and is hereby accorded for continuation of directorship of Mr. Pradip Dubhashi as an Independent Director of the Company who will attain the age of 75 years, during his second term as an Independent Director, effective February 29, 2020."

#### 4. Re-appointment of Ms. Alpana Parida Shah (DIN: 06796621) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152

and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, Regulation 16(1)(b) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and the approval and recommendation of the Nomination and Remuneration Committee of Directors and the Board of Directors of the Company, Ms. Alpana Parida Shah (DIN: 06796621), whose existing term as an Independent Director was upto March 26, 2020 and being eligible, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years with effect from March 27, 2020 and she shall not be liable to retire by rotation."

**5. Re-Appointment of Mr. N. Jayakumar as Managing Director & Group CEO and payment of remuneration:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provision(s), if any, read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded to the re-appointment of Mr. N. Jayakumar (DIN: 00046048) as Managing Director & Group CEO of the Company for a period of Five Years, with effect from February 11, 2021 to February 10, 2026 not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Annual General Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure within the overall limits of Section 197 of the Act, as recommended by the Nomination and Remuneration Committee, with liberty and power to the Board of Directors (hereinafter referred to as "Board", which term shall include the Nomination and Remuneration Committee of the Board), in the exercise of its discretion, to alter and vary the terms and conditions of the said re-appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. N. Jayakumar.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**Registered Office:**

1109/1110, Maker Chamber V,  
Nariman Point, Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: prime@primsec.com  
Website: www.primsec.com  
Mumbai, August 18, 2020

By Order of the Board of Directors  
For **Prime Securities Limited**

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

**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ("SEBI") has, vide its circular dated May 12, 2020 ("SEBI Circular"), granted relaxations from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI Listing Regulations and MCA Circulars, 37th AGM of the Company is being held through VC / OAVM on Tuesday, September 22, 2020 at 11.00 a.m.. The deemed venue for the 37th AGM will be 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021.

**PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

2. Explanatory statement setting out the material facts, pursuant to Section 102 of the Act, concerning the special business to be transacted at the AGM, as set out in this Notice under item nos. 3 to 5, is annexed hereto and forms part of this Notice.

The relevant details, as required under Regulation 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), in respect of the persons seeking appointment / re-appointment as Directors at this AGM, are also annexed hereto and forms part of this Notice.

3. Members can join the AGM in the VC / OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting. Members will be able to view the proceedings on the National Securities Depository Limited's ("NSDL") e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC / OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. The detailed instructions for joining the Meeting through VC / OAVM forms part of this Notice.

4. Institutional Investors, who are Members of the Company, are encouraged to attend the AGM through VC / OAVM mode and vote electronically. Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-Voting are requested to send a certified copy (PDF / JPG Format) of its Board Resolution to the Scrutiniser by e-mail at [saurabhshah361@gmail.com](mailto:saurabhshah361@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

5. Attendance of Members attending the

- AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Pursuant to MCA Circular dated May 5, 2020 and SEBI Circular, Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Notice convening the 37th AGM has been uploaded on the website of the Company at [www.primesec.com](http://www.primesec.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) respectively. Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 16, 2020 to Tuesday, September 22, 2020 (both days inclusive).
  8. At the 36th AGM held on September 27, 2019, the Members approved appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office for a period of Five Years from the conclusion of 36th AGM till the conclusion of the 41st AGM. Since, the requirement of ratification of appointment of auditors by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018, no resolution is being proposed for ratification of appointment of statutory auditors at the 37th AGM.
  9. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), including any statutory modification(s) or re-enactment thereof for the time

being in force, the dividend which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund ("IEPF") of the Central Government. Accordingly, the Company has transferred to the IEPF all Unclaimed Dividend upto Final Dividend 2007-08 and no Dividend has been declared thereafter, which has remained unclaimed for a period of Seven Years. The details of the unclaimed dividends are available on the of IEPF authority's website at [www.iepf.gov.in](http://www.iepf.gov.in).

Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with IEPF Rules, including any statutory modification(s) or reenactment thereof for the time being in force, the Company is required to transfer all equity shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years to the demat account of the IEPF Authority, in such manner as may be prescribed under the IEPF Rules. The Shareholders may please note that the Company shall transfer the concerned shares held by them in physical or demat form to the demat account of the IEPF Authority by the due date, as may be applicable, as per the procedure prescribed under the IEPF Rules.

The Members / claimants whose shares, unclaimed dividend have been transferred to the IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. Please contact the Company for the procedure to claim refund under IEPF Rules and other IEPF related information. Post making the online application the shareholder shall send the duly signed Form IEPF-5 along with the requisite

documents to the Company at its registered office for verification of the claim and payment / transfer of shares by IEPF Authority. All corporate benefits on such shares viz. bonus shares, split of shares etc. including dividend shall be credited to the demat account of the IEPF Authority. The voting rights on such shares shall remain frozen until the rightful owner claims the shares.

10. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, barring certain instances for transmission or transposition of securities. In view of the above, Members holding shares in physical form are advised to convert their shares held in electronic form. Members are requested to contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("RTA") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.
11. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant ("DP") with whom they maintain their demat account. Members holding shares in physical form should submit their PAN to the Registrar and Shares Transfer Agent of the Company. Further, Register of Members required to be maintained by the Company under the Act requires the Company / RTA to record additional details of Members, such as e-mail address, bank details for payment of dividend, etc. Form for updating these details in the records of the Company / RTA is available on the Company's website under Investor Section and is also attached to this Annual Report. Members holding shares in physical form are requested to submit duly filled and signed form to the Company at [www.primesec.com](http://www.primesec.com) or to the Registrar in electronic mode or in physical mode, after restoring normalcy, at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), as per instructions mentioned in the Form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Company / Registrar / DP.
12. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13 with RTA of the Company. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Said forms can be downloaded from the Company's website at [www.primesec.com](http://www.primesec.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send the details of their folios to RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), along with the share certificates, so as to enable the Company to consolidate their holdings into one folio and issue a single share certificate.
14. Members who wish to inspect the relevant documents, referred to in this Notice and the statement setting out the material acts, can send an e-mail to [www.primesec.com](http://www.primesec.com) by mentioning their

DP ID & Client ID / Folio Number.

15. The Company has designated an exclusive e-mail id (prime@primsec.com) for redressal of investor complaints / grievances. In case you have any queries / complaints or grievances, then please write to us at this email id.
16. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:

**a) Registration of e-mail addresses with RTA:**

The Company has made special arrangements with RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company / RTA / DPs are required to provide the same to RTA on or before 5.00 p.m. on Monday, September 14, 2020.

Process to be followed for registration of e-mail address is as follows:

- i) Visit the link [https://www.linkintime.co.in/EmailReg/Email\\_Register.html](https://www.linkintime.co.in/EmailReg/Email_Register.html)
- ii) Enter DP ID & Client ID / Folio Number, Member Name and PAN. In the event the PAN details are not available on record for Physical Folio, enter share certificate numbers.
- iii) Enter your e-mail address and mobile number.
- iv) The system will then confirm the e-mail address for receiving this AGM Notice.

The above system also provides a facility to Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements

prescribed by SEBI.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- b) Registration of e-mail address permanently with Company / DP:

Members are requested to register the same with their concerned DP, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated / updated with their DP / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

- c) Alternatively, Members may also send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice:

- In case shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in demat form, please provide DP ID / Client ID (8 digit DP ID + 8 digit Client ID or 16-digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-

attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

17. Remote e-Voting before / during AGM:

Pursuant to the provisions of Section 108 of Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations, as amended from time to time, and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by NSDL.

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date (Tuesday, September 15, 2020) may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, September 15, 2020, may obtain the User ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

The remote e-Voting period commences on Saturday, September 19, 2020 at 9.00 a.m. (IST) and ends Monday, September 21, 2020 at 5.00 p.m. (IST). 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. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Tuesday, September 15, 2020.

Members will be provided with the facility for voting through electronic voting system during the VC / OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have casted their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC / OAVM, but shall not be entitled to cast their vote on such resolution(s) again.

The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

Mr. Pramod S. Shah of M/s. Pramod S. Shah & Associates (CP No. 334), Practising Company Secretaries (Membership No. FCS 3804), has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Scrutiniser will submit his report to the Chairperson or to any other person authorised by the Chairperson after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The results declared along with the Report of the Scrutiniser shall be placed on the website of the Company ([www.primesec.com](http://www.primesec.com)) and on the website of NSDL ([evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)) immediately after the result is declared by Chairman or a person authorised by him in writing

and the same shall be communicated to the Stock Exchanges where shares of the Company are listed.

18. Instructions for attending AGM through VC / OAVM and remote e-Voting (before and during the AGM) are given below:

**a) Instructions for attending AGM through VS / OAVM:**

Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsd.com> under the Shareholders / Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, Members will be able to attend and participate in the proceedings of the AGM. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID / Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid last minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.

Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members are encouraged to submit

their questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID / Folio Number and mobile number, to reach the Company's e-mail address at [www.primesec.com](mailto:www.primesec.com) before 3.00 p.m. on Saturday, September 19, 2020. Such questions by the Members shall be suitably replied by the Company.

Members who would like to express their views / ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID / Folio Number, PAN and mobile number at [prime@primesec.com](mailto:prime@primesec.com) between Wednesday, September 16, 2020 (9.00 a.m.) and Saturday, September 19, 2020 (5.00 p.m.). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / +91-22-24994360 / +91-9920264780.

- b) Instructions for remote e-Voting before AGM:**

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

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system

**Details on Step 1 to Log-in to NSDL e-Voting system is given below:**



Visit the e-Voting website of NSDL. Open web browser by typing the following <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders / Members" section.

A new screen will open. You will have

to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**Your User ID details are given below:**

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

Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.
- c) How to retrieve your "initial password"?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the

email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your "User ID" and your "initial password".

- (ii) If your email ID is not registered, your "initial password" is communicated to you on your postal address.

If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option

available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 to cast your vote electronically on NSDL e-Voting system is given below:**

After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Select "EVEN" of company for which you wish to cast your vote.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote Cast Successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- a) The instructions for e-Voting during AGM:

The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.

Only those Shareholders / Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- b) General guidelines for Members:

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries / grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on the toll-free number: 1800-222 990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal or Ms. Pallavi Mhatre or Mr. Pratik Bhatt from NSDL at the designated e-mail IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or [pratikb@nsdl.co.in](mailto:pratikb@nsdl.co.in) or at telephone nos: +91-22-24994360/4545/4738.

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

The following explanatory statement sets out all the material facts relating to the business proposed to be transacted under item nos. 3 to 5 of the accompanying notice.

### Item No. 3 and 4

The Members of the Company at their 32nd Annual General Meeting ("AGM") held on September 21, 2015 had appointed Mr. Pradip Dubhashi (DIN: 01445030) and Ms. Alpana Parida Shah (DIN: 06796621) as Independent Directors of the Company for a period of five consecutive years with effect from March 1, 2015 and March 27, 2015 respectively. Accordingly, their first term as Independent Directors ended on February 28, 2020 and March 27, 2020 respectively.

Mr. Pradip Dubhashi and Ms. Alpana Parida Shah have consented to their re-appointment and confirmed that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") and rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that they do not suffer from any disqualifications from being re-appointed as Independent Directors. In the opinion of the Board of Directors, Mr. Pradip Dubhashi and Ms. Alpana Parida Shah fulfill the conditions for re-appointment as Independent Directors and they are independent of the Management.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV, any other applicable provisions of the Act, rules framed thereunder, the Listing Regulations and considering their expertise in specific functional areas, background and contributions made by them, are of the opinion that the continued association of Mr. Pradip Dubhashi and Ms. Alpana

Parida Shah as Independent Directors would be beneficial to the Company and therefore, it is desirable to continue their directorship. Hence, the Board of Directors, at their Meeting held on February 27, 2020, have proposed to (i) re-appoint Mr. Pradip Dubhashi for a second term with effect from February 29, 2020 until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2023 and (ii) re-appoint Ms. Alpana Parida Shah as Independent Directors for a second term of 5 (five) years with effect from March 27, 2020. Both Mr. Pradip Dubhashi and Ms. Alpana Parida Shah shall not liable to retire by rotation. The Company has received in writing notices from a Member in terms of Section 160 of the Act proposing their re-appointment as Independent Directors.

Further, since Mr. Pradip Dubhashi will attain seventy five years of age during their second term, approval of Members by way of a Special Resolution is also sought for continuing their directorship as per the requirements of Regulation 17(1A) of Listing Regulations.

The profiles and specific areas of expertise of Mr. Pradip Dubhashi and Ms. Alpana Parida Shah are provided as Annexure to this Notice.

The terms and conditions of their appointment shall be open for inspection by the Members during the normal business hours on any working day (except Saturday, Sunday and Public Holidays), for the purpose the Members can send an e-mail from their registered email ID to prime@primesec.com by mentioning their DP ID & Client ID / Folio Number and will also be kept open at the venue of the Meeting.

In the opinion of the Board of Directors, Mr. Pradip Dubhashi and Ms. Alpana Parida Shah are persons of high repute, integrity and have rich and varied experience and hence recommend their re-appointment

for second term as Independent Directors as specified above, by passing Resolutions as set out at Item Nos. 3 and 4, respectively, of this Notice.

Mr. Pradip Dubhashi and Ms. Alpana Parida Shah are not related to any Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than the concerned Independent Directors and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 3 and 4 of this Notice.

#### **Item No. 5**

Mr. N. Jayakumar was re-appointed as the Managing Director of the Company for a period of 5 (Five) years with effect from February 11, 2016 till February 10, 2021 and the said appointment was approved by the Shareholders at the 33rd Annual General Meeting held on September 19, 2016.

The Board of Directors ("the Board") of the Company, at their Meeting held on May 29, 2018, had re-designated Mr. N. Jayakumar as Managing Director & Group CEO.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on August 18, 2020, has re-appointed Mr. N. Jayakumar as Managing Director & Group CEO of the Company, not liable to retire by rotation, for a further period of 5 (Five) years with effect from February 11, 2021 till February 10, 2026, subject to approval of the Shareholders.

The Board, while re-appointing Mr. M. Jayakumar Managing Director & Group CEO of the Company, considered his background, experience and contributions to the Company.

Mr. N. Jayakumar is associated with the Company since 1992 and he was designated as a President of the Company since 2002. He is a qualified professional with expertise in Corporate Finance and Investment Management and has vast experience in

advising in areas of financial restructuring, evaluation of business plans / joint venture proposals / acquisitions, fund raising and strategic alliances. He is with the Company for more than 27 years handling corporate relationships. Before joining the Company, he had 7 years of experience in Citibank, N.A. as Vice President, Head – Merchant Banking Group & Corporate Finance, India.

The main terms and conditions relating to re-appointment, remuneration, perquisites, etc. as set out in the Memorandum of Understanding entered into between the Company and Mr. N. Jayakumar, which are subject to the approval of the Members of the Company, are as follows:

#### **Term**

Period of Appointment – 5 (Five) years effective February 11, 2021

#### **Nature of Duties**

Mr. N. Jayakumar as Managing Director & Group CEO shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and / or subsidiaries including performing duties as assigned to Managing Director & Group CEO from time to time by serving on the boards of such associated companies and / or subsidiaries or any committee of such a Company.

#### **Basic Salary**

Current basic salary of ₹13 lakh per month upto a maximum of ₹24 lakh per month.

The increment will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee depending on Company performance as well as individual performance.

### Benefits, Perquisites and Allowances

Details of benefits, perquisites and allowances are as follows:

- a) House Rent Allowances aggregating upto 80% of the basic salary.
- b) Cars with driver, maintained by the Company and reimbursement of Company car running and maintenance expenses, reasonably incurred exclusively for the business of the Company.
- c) Telecommunication facilities including mobile, broadband, internet and fax.
- d) Reimbursement of travelling and entertainment expenses reasonably incurred by him exclusively for the business of the Company.
- e) Reimbursement of medical expenses actually incurred by him and his family.
- f) Company's contribution to provident fund as per the rules.
- g) Benefit of a Company group mediclaim policy.
- h) Benefit of a Company group term insurance policy.
- i) Gratuity as per the gratuity scheme of the Company.
- j) Leave on full remuneration as per the rules of the Company. Leave earned but not availed by him would be encashable in accordance with the rules of the Company.

Perquisite shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

### Bonus / Performance Linked Incentive / Commission

Mr. N. Jayakumar would also be entitled to Bonus / Performance Linked Incentive / Commission of upto ₹400 lakh per year as may be recommended by Nomination and Remuneration Committee and decided by the Board of Directors based on the prescribed performance evaluation criteria,

subject to the overall ceiling limit laid down under Section 196, 197, 203 of the Companies Act, 2013 and related rules. The perquisites namely contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of the ceiling on remuneration.

### Minimum Remuneration

Notwithstanding anything to the contrary hereinabove, where in any financial year during the currency of his tenure as Managing Director & Group CEO, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits, perquisites and allowances, bonus / performance linked incentives / commission as may be recommended by Nomination and Remuneration Committee and approved by the Board of Directors, subject to the ceiling specified under Schedule V to the Companies Act, 2013.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

- 1) General Information:
  - a) Nature of Industry:
 

The Company is in the business of Corporate Advisory and Investment Banking and is a SEBI registered Category-I Merchant Banker.
  - b) Date or expected date of commencement of commercial production:
 

Not applicable as the Company is an existing Company and is in operations since 1982.
  - c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:
 

Not applicable.
  - d) Financial performance based on given indicators:

Audited Standalone Financial Statements for the Year ended March 31, 2020:

(₹ in lakh)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Income from Operations and other Income	2,283.63	1,110.60
Operating Profit (before interest, depreciation & tax)	(175.80)	(55.63)
Profit / (Loss) before Tax	(217.78)	(76.41)
Profit / (Loss) after Tax (Total Comprehensive Income)	(243.75)	(75.26)

Audited Consolidated Financial Statements for the Year ended March 31, 2020:

(₹ in lakh)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Income from Operations and other Income	7,445.78	4,694.63
Operating Profit (before interest, depreciation & tax)	1,194.33	1,692.74
Profit / (Loss) before Tax	1,073.54	1,646.82
Profit / (Loss) after Tax (Total Comprehensive Income)	782.60	1,255.03

**e) Foreign investments or collaborations, if any:**

Not applicable.

**2) Information about the Appointee:**

**a) Background details:**

Mr. N. Jayakumar, aged 57 years, is Bachelor of Technology, Mechanical Engineering (I.I.T. Delhi) (1978-1983) & P.G.D.M. (MBA), IIM Ahmedabad (1983-1985). He is associated with the Company since 1992 and he was designated as a President of the Company since 2002. He is a qualified professional with expertise in Corporate Finance and Investment Management and has vast experience in advising in areas of financial restructuring, evaluation of business plans / joint venture proposals / acquisitions, fund raising and strategic alliances. He is with the Company for more than 27 years handling corporate relationships. Before joining the Company, he had 7 years of experience in Citibank, N.A. as Vice President, Head – Merchant Banking Group & Corporate Finance, India. As a Managing Director, he shall carry out such functions,

exercise such powers and perform such duties as the Board shall from time to time in its absolute discretion determine and entrust to him. Subject to the superintendence, control and direction of the Board, he shall have the general control of the business of the Company and be vested with the management and day-to-day affairs of the Company.

**b) Past Remuneration**

Mr. N. Jayakumar has been appointed as Managing Director of the Company with effect from February 12, 2011. In view of adverse financial situation of the Company in the earlier years, Mr. N. Jayakumar had refrained from drawing any remuneration from the Company since December 2012 till December 31, 2016. For the Financial Year ended on March 31, 2020, March 31, 2019 and March 31, 2018, the Company has paid ₹601.86 lakh, ₹251.05 lakh and ₹133.18 lakh respectively as remuneration to Mr. N. Jayakumar.

**c) Recognition or Awards:**

Nil

**d) Job profile and his suitability:**

Same as above in item no a) hereinabove.

**e) Remuneration proposed:**

The Company proposes to pay the remuneration to Mr. N. Jayakumar as per the resolutions proposed to be passed by the Members in the Annual General Meeting of the Company.

**f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. N. Jayakumar, the responsibilities shouldered by him and industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterparts in the industry.

**g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Besides the remuneration proposed to be paid to him, Mr. N. Jayakumar does not have any other pecuniary relationship with the Company.

**3) Other Information:**

**a) Reasons for loss or inadequate profits:**

The Company is mainly involved in the Corporate Advisory and Investment Banking. The business of the Company and its performance is linked to capital market conditions and successful closure of deals.

**b) Steps taken or proposed to be taken for improvement:**

The Company has been continuously enhancing its client list. The Company has made significant strides in establishing stronger client relationships. The Company is focusing on providing innovative business solutions to its clients in the area of fund raising and merger and acquisitions.

**c) Expected increase in productivity and profits in measurable terms:**

With better capital market conditions and increased client relationships, the Company is expected to step up the revenues and profits substantially in future.

**4) Disclosures:**

**a) Remuneration package of the managerial person:**

Fully described in the explanatory statement as stated above.

**b) Disclosures in the Board of Directors' Report under the heading "Corporate Governance" included in Annual Report 2019-20:**

The requisite details of remuneration etc. of Directors are included in the Corporate Governance Report, forming part of the Annual Report of Financial Year 2019-20 of the Company.

The Memorandum of Understanding entered into between the Company and Mr. N. Jayakumar is available for inspection to the Members between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, Sundays and Public Holidays, for the purpose the Members can send an e-mail from their registered email ID to prime@primsec.com by mentioning their DP ID & Client ID / Folio Number.

Except Mr. Mr. N. Jayakumar, none of the Directors or any Key Managerial Personnel of the Company or relatives of any of them are, in any way, concerned or interested in this resolution.

The Board of Directors recommends this resolution for approval by the Members of the Company by a Special Resolution.

**Registered Office:**

1109/1110, Maker Chamber V,  
Nariman Point, Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: prime@primsec.com  
Website: www.primsec.com  
Mumbai, August 18, 2020

By Order of the Board of Directors  
For **Prime Securities Limited**

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

## Additional Information of Directors seeking Appointment / Re-appointment at 37th Annual General Meeting

[Pursuant to the Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.25 of Secretarial Standards - 2 on General Meetings]

Name and Designation of Director	<b>Mr. Pradip Dubhashi</b> (Non-Executive, Independent Director and Chairman)	<b>Ms. Alpana Parida Shah</b> (Non-Executive and Independent Director)
Director Identification	01445030	06796621
Date of Birth	August 25, 1948	January 22, 1963
Date of Appointment	February 29, 2020 (1st term March 1, 2015 to February 28, 2020)	March 27, 2020 (1st term March 27, 2015 to March 26, 2020)
Qualifications	B. E., P.G.D.B.M. (XLR)	Degree in Economics from St. Stephens, Delhi University, PGDM (MBA), IIM Ahmedabad (1983-1985)
Expertise in Specific Functional Area	Strategy, Business Planning, Competitive Intelligence, Investment Analysis and Finance	Branding and Marketing Communications
Brief Profile	<p>Mr. Pradip Dubhashi has rich experience of 48 years in Management Consulting and in Company Management. For last three decades, he has been running his own consulting firm in Strategy and as a corollary rendering services in operations and finance to companies in multifarious sectors in India and those foreign owned. He has worked in conventional industries such as engineering, steel, cement and pharma and also with start-ups in modern areas of electronics, software, defense systems, data analytics and IoT among others.</p> <p>Prior to consulting he spent 17 years in the Mahindra Group where he held positions in manufacturing in its auto-component business including heading a plant. As Corporate Planning Manager in Mahindra &amp; Mahindra, he was responsible for conceptualising and planning the IT services Company Mahindra BT now known as Tech Mahindra Limited. He also set up Mahindra's foray into engineering plastics under the aegis of Siroplast Limited (later known as Mahindra Composites Limited) before moving to consulting. Mr. Dubhashi has handled situations from the shop floor to policy making in toughest of times.</p>	<p>Ms. Alpana Parida Shah has more than two decades of extensive experience in retail and marketing communications in the US and in India. After over 10 years as CEO of India's leading Design Thinking firm - DY Works, she is currently an entrepreneur, setting up a venture that designs, manufactures and markets Two Wheeler helmets in India. Prior to that she was Head of Marketing with Tanishq, a prominent jewellery brand of India.</p>



Name and Designation of Director	<b>Mr. Pradip Dubhashi</b> (Non-Executive, Independent Director and Chairman)	<b>Ms. Alpna Parida Shah</b> (Non-Executive and Independent Director)
	He has been holding board director engagements for last 25 years and has been heading important committees of the boards. He has been a board chairman of listed entities for most part of the last decade.	
Directorship held in other Public Companies	<ol style="list-style-type: none"> <li>1) Primesec Investments Limited</li> <li>2) The Mandhana Retail Ventures Limited</li> <li>3) Roop Automotives Limited</li> <li>4) Microline (India) Private Limited</li> <li>5) Divgi Torqtransfer Systems Private Limited</li> <li>6) Unmanned &amp; Autonomous Vehicles Association</li> </ol>	<ol style="list-style-type: none"> <li>1) Primesec Investments Limited</li> <li>2) Cosmo Films Limited</li> <li>3) SH Kelkar and Company Limited</li> <li>4) FSN E-Commerce Ventures Private Limited</li> <li>5) GRP Ltd</li> <li>6) Brillloca Ltd</li> <li>7) Tiivra Ventures Private Limited</li> </ol>
Memberships / Chairmanships of Committees of other Companies	<p><b>Audit Committee</b> The Mandhana Retail Ventures Limited - Member</p> <p><b>Nomination and Remuneration Committee:</b> The Mandhana Retail Ventures Limited - Member</p> <p><b>Corporate Social Responsibilities Committee:</b> Primesec Investments Limited – Chairman</p>	<p><b>Audit Committee</b> GRP Limited - Member Cosmo Films Limited - Member</p> <p><b>Nomination and Remuneration Committee:</b> Primesec Investments Limited – Member GRP Limited – Member SH Kelkar and Company Limited - Member</p> <p><b>Corporate Social Responsibilities Committee:</b> Cosmo Films Limited – Member SH Kelkar and Company Limited - Member</p> <p><b>Stakeholder Relationship Committee:</b> Cosmo Films Limited - Chairman SH Kelkar and Company Limited – Member</p>

Name and Designation of Director	<b>Mr. N. Jayakumar</b> (Managing Director & Group CEO)	<b>Mr. Akshay Gupta</b> (Non-Executive and Non-Independent Director)
Director Identification Number (DIN)	00046048	01272080
Date of Birth	December 31, 1960	October 17, 1974
Date of Appointment	February 12, 2011	August 14, 2019
Qualifications	B. Tech. (Mechanical Engineering), I.I.T. Delhi (1978-1983), PGDM (MBA), IIM Ahmedabad (1983-1985)	B.E Electronics and Communication from University of Delhi and MBA Finance from FMS Delhi
Expertise in Specific Functional Area	Investment Banking, Corporate Finance, Financial Restructuring and Strategic Alliances	Banking, Asset Management and Capital Markets
Brief Profile	<p>Mr. N. Jayakumar is associated with the Company since 1992 and he was designated as a President of the Company since 2002. He is a qualified professional with expertise in Corporate Finance and Investment Management and has vast experience in advising in areas of financial restructuring, evaluation of business plans / joint venture proposals / acquisitions, fund raising and strategic alliances. He is with the Company for more than 28 years handling corporate relationships. Before joining the Company, he had 7 years experience in Citibank, N. A. as Vice President, Head - Merchant Banking Group &amp; Corporate Finance, India</p>	<p>Mr. Akshay Gupta has more than 21 years of experience in Banking, Asset Management and Capital Markets with last 14 years of experience in the Asset Management Industry in India. Prior to Prime, he was working with Indiabulls as the Group Executive Head &amp; CEO-Asset Management and other fee income businesses. He was associated with Peerless Asset Management as MD &amp; CEO for more than 6 years, wherein he led the initiative to setup a new AMC and made it one of the fastest growing new AMCs in India. He worked with ICICI Prudential Asset Management Company from 2002- 2007 as a Business Head and was part of the Senior Management team that made it the largest and most successful AMC at that time. Prior to joining the AMC industry, Mr. Akshay Gupta was a Banker having worked in ABN AMRO Bank and HSBC working in capital markets and assets. He has also written and published thought leadership papers and articles on capital markets and asset management.</p>

Name and Designation of Director	<b>Mr. N. Jayakumar</b> (Managing Director & Group CEO)	<b>Mr. Akshay Gupta</b> (Non-Executive and Non-Independent Director)
Directorship held in other Public Companies	1) Primesec Investments Limited 2) Prime Research & Advisory Limited 3) Prime Commodities Broking (India) Limited 4) Judith Investments Private Limited 5) Gateway Entertainment Limited 6) Primary Cuisine Private Limited	1) Prime Research & Advisory Limited 2) Prime Funds Management Limited
Memberships / Chairmanships of Committees of other Companies (includes only Audit Committee and Stakeholder Relationship Committee)	<b>Corporate Social Responsibilities Committee:</b>  Primesec Investments Limited – Member	None

**Note:**

For other details, such as Number of Board / Committee Meetings attended during Financial Year 2019-20, Number of Equity Shares held in the Company and Remuneration drawn by the above Directors, please refer to the Report on Corporate Governance, which forms an integral part of this Annual Report. None of the Directors and Key Managerial Personnels are related to each other.