



March 25, 2025

**Corporate Relationship Department**  
**BSE Ltd**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001

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

Dear Sir,

**Sub: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

We refer to our earlier letter dated January 27, 2025, whereby we had informed you regarding the approval by the Board of Director the Buyback of Equity Shares of the Company, subject to approval of the Members, by way of a Special Resolution.

In this regard, we wish to inform you that an Extraordinary General Meeting of the Members of the Company is scheduled to be held on Monday, April 21, 2025 at 4:00 p.m. through Video Conferencing / Other Audio-Visual Means.

Please find enclosed a copy of the Notice of Extraordinary General Meeting. The Notice of Extraordinary General Meeting is also available on the website of the Company at [www.primesec.com](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

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

CIN: L67120MH1982PLC026724, Email: [prime@primesec.com](mailto:prime@primesec.com)

Website: [www.primesec.com](http://www.primesec.com), Tel: +91-22-61842525, Fax: +91-22-24970777



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Shareholders of **Prime Securities Limited** (“**the Company**”) will be held on **Monday, April 21, 2025 at 4:00 p.m. IST** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

### **SPECIAL BUSINESS:**

#### **1) Approval for Buy-Back of Equity Shares of the Company:**

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

“**RESOLVED THAT** pursuant to the Article 24 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 179 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“**Buyback Regulations**”), as amended from time to time, and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (“**SEBI**”), if any, the Stock Exchanges on which the Equity Shares of the Company are listed (“**Stock Exchanges**”), Reserve Bank of India (“**RBI**”) and / or other authorities, institutions or bodies (together with SEBI and RBI, “**the Appropriate Authorities**”), as may be necessary and subject to such conditions alterations, amendments and modifications, if any, as may be prescribed or imposed by the Appropriate Authorities, while granting such approvals, permissions, consents, sanctions and exemptions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which expression shall be deemed to include any Committee of the Board, constituted / to be constituted, by the Board to exercise its powers, including the powers conferred by this Resolution) and on the terms and conditions set out in the explanatory statement (which may be modified based on regulatory requirements), the consent of the shareholders of the Company, be and is hereby accorded for the Buyback by the Company of its fully paid-up Equity Shares of face value of ₹ 5/- (Rupees Five only) each (“**Equity Shares**”) upto **6,00,000 (Six Lakhs)** Equity Shares (representing **1.79%** of the total number of Equity Shares in the total paid-up Equity Shares Capital of the Company, as per the Audited Financial Statements as at and for the period ended March 31, 2024), at a Buyback Price of **₹ 305/- (Rupees Three Hundred Five only)** per fully paid-up Equity Share, payable in cash for an aggregate consideration not exceeding **₹ 18,30,00,000/- (Rupees Eighteen Crores Thirty Lakhs only)**, excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax, goods and services tax, other taxes if any, stamp duty, advisor’s fees, filing fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. (“**Transaction Costs**”) (such amount hereinafter referred to as the “**Buyback Size**”), representing **16.98%** and **14.16%** of the aggregate of the total Paid-up Equity Share Capital and Free Reserves of the Company based on latest Audited Standalone and Consolidated basis, respectively as on March 31, 2024 (being the date of the last Audited Financial Statements of the Company), from the shareholders / Beneficial Owners of the Company, as on the Record Date, to be subsequently decided by the Board / Buyback Committee (“**Record Date**”), on a proportionate basis, through the “**Tender Offer**” route as prescribed under the Buyback Regulations (“**Buyback**”).

**RESOLVED FURTHER THAT** the Board / Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the Buyback Regulations.

**RESOLVED FURTHER THAT** as required under Regulation 6 of the Buyback Regulations, the Company, the Buyback of Equity Shares from the existing shareholders / beneficial owners of Equity Shares of the Company as on Record Date ("Eligible Shareholders"), shall be on a proportionate basis through Tender Offer, provided 15% (fifteen percent) of the number of Equity Shares, which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders, as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders, as defined in the Buyback Regulations.

**RESOLVED FURTHER THAT** the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/G15 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 including any further amendments or statutory modifications thereof, for the time being in force and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

**RESOLVED FURTHER THAT** as required under Regulation 4 of the Buyback Regulations, the proposed Buyback of Equity Shares shall be implemented from the existing shareholders / beneficial owners as on the Record Date in a manner the Board may consider appropriate, from out of its Free Reserves and / or Securities Premium Account of the Company and / or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

**RESOLVED FURTHER THAT** the Company has earmarked adequate resources of funds for the purpose of Buyback and the payment of the Buyback shall be made out of the Company's current surplus and / or cash balances and / or current investments and / or cash available from internal resources of the Company (and not from any borrowed funds) and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

**RESOLVED FURTHER THAT** the Buyback of Equity Shares from the eligible shareholders, who are persons residents outside India, including Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Qualified Institutional Buyers, including Foreign Portfolio Investors, shall be subject to the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Income Tax Act, 1961 and the rules and regulations framed thereunder, as applicable, and shall also be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including the Reserve Bank of India ("**RBI**") or authorised dealers under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and that such approvals shall be required to be taken by such shareholders themselves.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any committee(s) / director(s) / officer(s) / authorized representative(s) of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback like record date, entitlement ratio, the time frame for completion of Buyback, appointment of merchant banker, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants, representatives, intermediaries, agencies, printers, advertising agency, compliance officer, as may be required, for the implementation of the Buyback; preparation, finalizing, signing and filing of the Public Announcement, Letter of Offer with SEBI, if applicable, the stock exchanges, where the Equity Shares are listed and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals, including but not limited to approvals as may be required from SEBI, if any, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparing, signing and filing of the public announcement, letter of offer with SEBI, if any, stock exchanges and other appropriate authorities; obtaining all necessary certificates and report from the statutory auditors and other third parties as required under applicable laws entering into escrow

arrangements as required in terms of the Buyback Regulations; opening, operating and closing of all necessary accounts including escrow account, special payment account, demat account as required in terms of the Buyback Regulations; entering into agreements, release of public announcement, filing of declaration of solvency, extinguishing dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and filing such other undertakings, agreements, papers, documents and correspondence, as may be required in connection with the Buyback with SEBI, stock exchange, Registrar of Companies, Depositories and / or other appropriate authorities as may be required from time to time.

**RESOLVED FURTHER THAT** no information or material that is likely to have a bearing on the decision of shareholders / beneficial owners to participate in the Buyback has been suppressed or withheld or incorporated in a manner that would amount to mis-statement or misrepresentation and in the event of it transpiring at any point of time that any information or material has been suppressed or withheld or amount to a mis-statement or misrepresentation, the Board and the Company shall be liable for penalty in terms of the provisions of the Act and the Buyback Regulations.

**RESOLVED FURTHER THAT** nothing contained herein shall confer any right on the part of any shareholder to offer and/or any obligation on the part of Company or the Board or the Buyback Committee to buyback any shares, and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law;

**RESOLVED FURTHER THAT** the Company do maintain a register of securities bought back, wherein details of Equity Shares bought back, consideration paid for the Equity Shares bought back, date of cancellation of Equity Shares and date of extinguishing and physically destroying of Equity Shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and / or the Buyback Committee, be and is hereby authorized on behalf of the Company, to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all such acts, deeds, matters and things as the Board and / or Buyback Committee may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback. without seeking any further consent or approval of the shareholder / beneficial owners or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution."

**Registered Office:**

1109/1110, Maker Chambers V,  
Nariman Point, Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: [prime@primesec.com](mailto:prime@primesec.com)  
Website: [www.primesec.com](http://www.primesec.com)  
Mumbai, March 21, 2025

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

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

**NOTES:**

- 1) An explanatory statement pursuant to Section 102 of the Act, setting out the material facts relating to special business to be transacted at the EGM is annexed hereto.
- 2) Pursuant to the provisions of the Act read with the Rules made thereunder, SEBI Listing Regulations, General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA Circular"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), and Secretarial Standard - 2 on General Meetings as issued by Institute of Company Secretaries of India ("SS-2"), permitted holding of the EGM, through VC / OAVM, without the physical presence of

the shareholders at a common venue. Shareholders participating through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. The deemed venue for the EGM will be the Registered Office of the Company at 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021. Since the EGM will be held through VC / OAVM, the route map of the venue of the EGM is not annexed hereto.

- 3) Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder, Regulation 36 of SEBI Listing Regulations, MCA and SEBI Circular, the companies holding EGMs till September 30, 2025, have been exempted from dispatching of physical copies of notice of EGM to the shareholders. Accordingly, the Notice of EGM is being sent only through electronic mode to those shareholders, whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent (“RTA”) or the Depository Participant(s) (“DP”). This Notice 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)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copies of the Notice of EGM will be dispatched only to those shareholders who request for the same. The shareholders who are desirous to have a physical copy of the Notice of EGM should send a request to the Company’s e-mail [prime@primesec.com](mailto:prime@primesec.com), clearly mentioning their folio number / DP and client ID.
- 4) Normally pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a shareholder of the Company. Since this EGM is being held through VC / OAVM pursuant to MCA and SEBI Circular, the requirement of physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by shareholders will not be available for this EGM and hence the proxy form, attendance slip are not annexed to this notice.
- 5) All documents referred to in the Notice of EGM will be available electronically for inspection by shareholders, without payment of any fees, from the date of circulation of this Notice up to the date of EGM i.e. Monday, April 21, 2025. Shareholders seeking to inspect such documents can send an email to [prime@primesec.com](mailto:prime@primesec.com).
- 6) **E-voting and EGM through VC / OAVM:**

#### **Instructions for remote e-Voting:**

- a) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company is pleased to provide to shareholders the facility to exercise their right to vote on resolutions proposed to be considered at the EGM, by electronic means (“**remote e-voting**”). For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency.
- b) The remote e-voting period commences on Friday, April 18, 2025, at 9.00 a.m. (IST) and ends on Sunday, April 20, 2025, at 5.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date of Monday, April 14, 2025, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date, being Monday, April 14, 2025.
- c) Voting electronically using NSDL e-Voting system:

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

#### **Step 1: Access to NSDL e-Voting system:**







**i) Login method for e-Voting for individual shareholders holding securities in demat mode:**

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

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

| Type of Shareholders   | Login method   |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | <p><b>Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under “<b>IDeAS</b>” section</li> <li>You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</li> <li>Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p><b>Users not registered for IDeAS e-Services:</b><br/>Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p><b>E-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> / either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder / Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your 16-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol> <p>shareholders can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> |

|   |  |
|---|--|
|   | <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>  |
| <p>Individual shareholders holding securities in demat mode with CDSL</p>                 | <p><b>Existing users who have opted for Easi / Easiest:</b></p> <ol style="list-style-type: none"> <li>1) Login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol> <p><b>User not registered for Easi / Easiest:</b><br/>Option to register is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p><b>Visit the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>a) Alternatively, the user can directly access e-Voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>b) After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol> |
| <p>Individual shareholders (holding securities in demat mode) login through their DPs</p> | <ol style="list-style-type: none"> <li>a) Shareholder can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>b) Once logged in, you will be able to see e-Voting option.</li> <li>c) Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>d) Click on the company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</li> </ol>  |

**Important note:** The shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

| Login type   | Helpdesk details  |
|--|---|
| Individual shareholders holding securities in demat mode with NSDL | Shareholders can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| Individual shareholders holding securities in demat mode with CDSL | Shareholders can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-22-55-33 |

**ii) Login method for e-voting for the shareholders other than individual shareholders holding securities in demat mode and the shareholders holding securities in physical mode:**

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

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section.
- c) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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.*

- d) Your User ID details are given below:

| <b>Manner of holding i.e. Demat (NSDL / CDSL) or Physical</b>  | <b>Your User ID is:</b>  |
|--|--|
| a) For shareholders 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 shareholders 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 shareholders 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*** |

- e) Password details are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) 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.
  - iii) How to retrieve your “initial password”?
    - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your “User ID” and your “initial Password”.
    - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
  - i) Click on **“Forgot User Details / Password?”** (If you are holding shares in your demat account with NSDL/CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) 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.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button.
- i) After you click on the “Login” button, home page of e-Voting will open.

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

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.



- b) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the EGM. For joining virtual meeting, you need to click on “VC / OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**The instructions for e-Voting during the EGM are as under:**

- a) The procedure for e-Voting during the EGM is the same as per the instructions mentioned above for remote e-Voting since the Meeting is being held through VC / OAVM.
- b) The e-Voting window shall be activated upon instructions of the Chairman during the EGM proceedings.
- c) Only those shareholders, who will be present in the EGM through VC / OAVM 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 on such resolutions through e-Voting system during the EGM.
- d) Shareholders who have casted their vote by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
- e) Details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of EGM shall be the same person mentioned for remote e-Voting.

**General guidelines for shareholders:**

- a) Institutional / Corporate shareholders (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF / JPG Format) of its board or governing body resolution / authorisation etc. authorizing its representatives to attend this EGM through VC / OAVM on its behalf and to vote through remote e-Voting. The said resolution / authorisation shall be sent by email, from their registered email address to the Scrutinizer by e-mail at [team3@psaprofessionals.com](mailto:team3@psaprofessionals.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or can also be uploaded by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login on <https://www.evoting.nsdl.com>.
- b) 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.
- c) In case of any queries, you may refer the frequently asked Questions (“FAQs”) for shareholders and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 and 1800-22-44- 30 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

- 1) In case shares are held in physical mode please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested), Aadhar (self-attested) by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
- 2) In case shares are held in demat mode, please provide DPID-Client ID (16-digit DPID + Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested), Aadhar (self-attested) to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an individual shareholder holding shares in demat mode, you are requested to refer to the login method explained

at Step 1(i) i.e. login method for e-Voting for individual shareholders holding securities in demat mode.

- 3) Alternatively, shareholders may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **Instructions for attending EGM through VC / OAVM:**

- 1) Shareholders will be provided with a facility to attend the EGM through VC / OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join EGM menu. The link for VC/OAVM will be available in shareholder / member login where the EVEN of Company will be displayed. Please note that shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  - 2) Shareholders are encouraged to join the meeting through laptops for better experience.
  - 3) Shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
  - 4) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
  - 5) Shareholders who would like to express their views / ask questions as a speaker at the Meeting are requested to pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID / folio number and mobile number at [prime@primesec.com](mailto:prime@primesec.com) seven days in advance of the EGM i.e. by 5.00 pm (IST) on Monday, April 14, 2025. Only those shareholders who have pre-registered themselves as a speaker will be allowed to express their views / ask questions during the EGM. Shareholders intending to speak at the EGM would require microphone and speakers / headphone. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
  - 6) Shareholders who need assistance before or during the EGM can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 1800-1020- 990 / 1800-224-430 or contact Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
  - 7) The facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be available for first 1,000 shareholders on first-come first-served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend EGM without restriction on account of first come first served basis.
- d) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the Cut-off date i.e. Monday, April 14, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting the vote. If you forgot your password, you could reset your password by using “Forgot User Details / Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800224 430. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a shareholder of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, April 14, 2025 may follow steps mentioned below under “Access to NSDL e-Voting system”.

- e) A person, whose name is recorded in the register of shareholders or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- 7) Mr. Pramod S. Shah of M/s. Pramod S. Shah & Associates (CP No. 334), Practising Company Secretaries (Membership No. FCS 3804), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 8) The Chairperson of EGM shall, at EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, for all those shareholders who attend / participate in EGM but have not cast their votes by availing the remote e-voting facility.
- 9) The Scrutinizer shall, after the conclusion of voting at the EGM, unblock and count the votes cast during the EGM and votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit a consolidated Scrutinizer's Report not later than 48 hours from the conclusion of the EGM of the total votes cast in favour or against, if any, to the Chairperson of EGM or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 10) The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company ([www.primesec.com](http://www.primesec.com)) and on the website of NSDL ([evoting@nsdl.com](mailto:evoting@nsdl.com)) 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. The results shall also be displayed on the notice board of the Company at its registered office.

**Registered Office:**

1109/1110, Maker Chambers V,  
Nariman Point, Mumbai 400021  
CIN: L67120MH1982PLC026724  
Email: [prime@primesec.com](mailto:prime@primesec.com)  
Website: [www.primesec.com](http://www.primesec.com)  
Mumbai, March 21, 2025

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

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

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

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

### Item No. 1 - Approval for Buy-Back of Equity Shares of the Company

The Board of Directors of the Company at its Meeting held on Monday, January 27, 2025 (“**Board Meeting**”) has, subject to the approval of the shareholders of the Company, by way of a special resolution (“**Special Resolution**”), and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved **Buyback of upto 6,00,000 (Six Lakhs)** fully paid-up Equity Shares of the Company of face value of ₹ 5/- (Rupees Five) each, pursuant to the provision of the Act, the Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, SEBI Listing Regulations, 2015 and SEBI Buyback Regulations, as amended from time to time, at a **Buyback Price of ₹ 305/- (Rupees Three Hundred Five only)** per Equity Share, payable in cash, for an aggregate consideration not exceeding **₹ 18,30,00,000/- (Rupees Eighteen Crores Thirty Lakhs only)**, excluding the Transaction Costs, from the shareholders / beneficial owners of the Company, as on the Record Date, to be subsequently decided by the Board / Buyback Committee, on a proportionate basis through the “**Tender Offer**” route under the “Mechanism for acquisition of shares through stock exchange”, as prescribed under the Buyback Regulations and notified by SEBI vide circular CIR/CFD/POUCYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023 (“**SEBI Buyback Circulars**”), including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buyback through Tender Offer route. The Buyback shall be within 25% of the aggregate of paid-up share capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2024 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buyback). The Buyback Size constitutes **16.98%** and **14.16%** of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated statements respectively, as on March 31, 2024 (being the date of the last audited financial statements of the Company) and represents **1.79%** of the total number of Equity Shares in the total paid-up equity shares capital of the Company. **15%** of the number of Equity Shares, which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buyback Regulations. The Board / Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations. Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, it is necessary to obtain the consent of the shareholders of the Company, by way of a special resolution in terms of Section 68(2)(b) of the Act. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution under item No. 1.

Requisite details relating to the Buyback are given below:

#### a) **Necessity for the Buyback:**

The Company has been generating significant amounts of cash on an ongoing basis and is a debt free entity. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken for the following reasons:

- i) The Buyback will help the Company to return surplus cash to its shareholders, in proportion to their shareholding, thereby enhancing the overall returns to the shareholders;

- ii) The Buyback is generally expected to improve return on equity and earnings per share by reduction in the equity base, thereby leading to long term increase in shareholders' value;
- iii) The Buyback, which is being implemented through the Tender Offer route would involve allocating to the Small Shareholders the higher of: (a) the number of shares entitled as per their shareholding; or (b) 15% of the number of shares to be bought back, as per Regulation 6 of the Buyback Regulations. The Company believes that this reservation for Small Shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small Shareholders"
- iv) The Buyback gives an option to the shareholders of the Company, either to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or not to participate and get a resultant increase in their percentage shareholding in the Company post the Buyback offer, without additional investment.

**b) Maximum amount required under the Buyback its percentage of the total paid-up share capital and free reserves and source of funds from which Buyback would be financed:**

The maximum amount required for Buyback will not exceed ₹ 18,30,00,000/- (Rupees Eighteen Crores Thirty Lakhs only) excluding the Transaction Costs. The said amount is 16.98% and 14.16% of the aggregate of the total paid-up equity share capital and free reserves of the Company, based on latest audited standalone and consolidated statements respectively, as on March 31, 2024 (being the date of the last audited financial statements available as on the Board Meeting date), respectively, which is within the maximum permitted limit of 25%.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves and surplus, as permitted by the Buyback Regulations or the Act. The Company shall transfer from its free reserves or securities premium account and / or such sources as may be permitted by law a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements. The payments shall be made out of the Company's current surplus and / or cash balances and / or current investments and / or cash available from internal resources of the Company from time to time at its absolute discretion. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall be not more than twice the paid-up equity share capital and free reserves after the Buyback and that it has got sufficient source to pay-off the consideration towards the Buyback and the funds borrowed, if any, from Banks and Financial Institutions will not be used for the Buyback.

**c) Maximum Price at which the Equity Shares are proposed to be bought back and the basis of arriving at the Buyback Price:**

The Equity Shares of the Company are proposed to be bought back at a price of ₹ 305/- (Rupees Three Hundred Five only) per share ("**Maximum Buyback Price**"). The Maximum Buyback Price has been arrived at after considering various factors, including but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"), where the Equity Shares of the Company are listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per share. However, the Board / Buyback Committee is authorised to determine the specific price, the number of Equity Shares and other related particulars at which the Buyback will be made at the time of the Public Announcement for Buyback to the eligible shareholders.

The Maximum Buyback Price represents:

- i) Premium of 4.52% and 4.59% to the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the 3 (three) months period preceding January 22, 2025, being the date of intimation to the stock exchanges regarding the Board Meeting to consider the Buyback proposal ("**Intimation Date**").



- ii) Premium of 18.22% and 18.26% to the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the 2 (two) weeks preceding the Intimation Date;
- iii) Premium of 19.56% and 19.44% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date; and
- iv) Premium of 18.15% and 17.04% over the closing price of the Equity Shares on NSE and on BSE, respectively, as on Monday, January 27, 2025, the date of Board Meeting in which Buyback was approved.

The closing market price of the Equity Shares as of the Intimation Date was Rs. 255.10 and Rs. 255.35 and as on the Board Meeting Date was Rs. 258.15 and Rs. 260.60 on NSE and BSE, respectively.

In terms of Regulation 5(via) of the SEBI Buyback Regulations, the Board / Buyback Committee may, 1 (one) working day prior to the Record Date, increase the Buyback Price and accordingly, proportionately reduce the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Size.

**d) Maximum number of securities that the Company proposes to Buyback:**

At Maximum Buyback Price and Buyback Size, the Company proposes to Buyback up to 6,00,000 (Six Lakhs) Equity Shares of face value of ₹ 5/- (Rupees Five) each of the Company, which represents 1.79% of the total number of Equity Shares of the Company. In case the Buyback price fixed by the Board / Buyback Committee is more than the Maximum Buyback Price, then the actual bought back Equity Shares might be less than the maximum number of Equity Shares proposed to be bought back, subject to the number of Equity Shares to be bought back shall not exceed 25% of the total number of Equity shares in the total paid-up equity share capital of the Company.

**e) Method to be adopted for Buyback:**

The Buyback shall be on a proportionate basis from all the shareholders of the Company through the “**Tender Offer**” route, as prescribed under the Buyback Regulations, as per the “Mechanism for acquisition of shares through stock exchanges” as prescribed under the SEBI Buyback Circulars. The Buyback will be implemented in accordance with the Act, Rules thereunder to the extent applicable, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Board / Board Committee will announce the Record Date for determining the names of the shareholders holding Equity Shares of the Company, who will be eligible to participate in the Buyback (“**Eligible Shareholder(s)**”). Consequent to the approval of the Special Resolution under this Notice, Eligible Shareholders will receive a Letter of Offer along with a Tender / Offer Form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- i) Reserved category for small shareholders; and
- ii) General category for all other shareholders.

As defined in Regulation 2(1)(n) of the Buyback Regulations, a “Small Shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchange having highest trading volume as on Record Date, of not more than ₹ 2,00,000 (Rupees Two Lakhs only).

In accordance with the proviso to Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to Buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their Equity Shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the

Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. In order to ensure that the same shareholder with multiple demat accounts / folios does not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common Permanent Account Number (“PAN”) for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds / trusts, insurance companies etc., with common PAN, will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the RTA, as per the shareholder records received from the Depositories.

Shareholders’ participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company having exercised their right in full, also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date. The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI Circulars.

All equity shareholders holding the Equity Shares in physical form shall note that in accordance with the proviso to regulation 40(1) of the SEBI Listing Regulations (notified by SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018), effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. However, as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/144 dated July 31, 2020, the Company will accept Equity Shares tendered in physical form in the Buyback, subject to any future regulatory clarifications / amendment to the applicable Act, Rules or Regulations.

The Buyback of Equity Shares from the eligible shareholders, who are persons residents outside India, including Non-Resident Indians, Foreign Nationals, Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies) and Qualified Institutional Buyers, including Foreign Portfolio Investors, shall be subject to the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Income Tax Act, 1961 and the rules and regulations framed thereunder, as applicable, and shall also be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including RBI or authorised dealers under the Foreign Exchange Management Act, 1999, the rules, regulations framed thereunder, if any, and that such approvals shall be required to be taken by such shareholders themselves.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholder(s).

**f) Time limit for completing the Buyback:**

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within 12 months from the date of special resolution detailed in this Notice of EGM.

**g) Compliance with Section 68(2)(c) of the Act:**

The aggregate paid-up share capital and free reserves based on audited standalone and consolidated financials as on March 31, 2024 is ₹ 1,07,77,39,338/- (Rupees One Hundred Seven Crores Seventy Seven Lakhs Thirty Nine Thousand Three Hundred Thirty Eight only) and ₹ 1,29,22,67,608/- (Rupees One Hundred Twenty Nine Crores Twenty Two Lakhs Sixty Seven Thousand Six Hundred Eight only) respectively. Under the provisions of the Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e. is ₹ 26,94,34,834/- (Rupees Twenty Six Crores Ninety Four Lakhs Thirty Four Thousand Eight Hundred Thirty Four only), based on the lower of the audited standalone and consolidated financial statements of the Company as at March 31, 2024. The maximum amount proposed to be utilized for the Buyback, is not exceeding ₹ 18,30,00,000/- (Rupees Eighteen Crores Thirty Lakhs only) and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the audited financial statements of the Company as on March 31, 2024 (the last audited financial statements available as on the date of Board meeting recommending the proposal for the Buyback).

Further, under the Act and SEBI Buyback Regulations, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year.

Accordingly, the maximum number of Equity Shares that can be bought back in the current financial year is 84,03,206 (Eighty Four Lakhs Three Thousand Two Hundred Six) Equity Shares. Since the Company proposes to Buyback upto 6,00,000 (Six Lakhs) Equity Shares, the same is within the aforesaid 25% limit.

**h) The aggregate shareholding of the Promoter and of the Directors of the Promoters, where Promoter is a Company and of Persons who are in Control of the Company as on the date of Notice convening the EGM:**

**The aggregate shareholding of the Promoter, Promoter Group and Persons who are in Control of the Company as on the Board Meeting Date and the date of Notice of EGM, i.e. March 21, 2025 is as follows:**

None

**The aggregate shareholding of Directors and Key Managerial Personnel of the Company, as on the Board Meeting Date and the date of Notice of EGM, i.e. March 21, 2025 is as follows:**

| Sr. No. | Name         | Designation                     | Number of Shares held | % Shareholding |
|---------|--------------|---------------------------------|-----------------------|----------------|
| 1       | N. Jayakumar | Managing Director and Group CEO | 54,32,480             | 16.16          |
| 2       | Akshay Gupta | Whole-time Director             | 6,79,738              | 2.02           |
| 3       | Mayank Malik | Independent Director            | 71,000                | 0.21           |
| 4       | Arun Shah    | Chief Financial Officer         | 10,900                | 0.03           |
| 5       | Ajay Shah    | Company Secretary               | 4,500                 | 0.03           |

Except as stated above, neither of the Directors or Key Managerial Personnels of the Company holds any Equity Shares in the Company.

**i) Aggregate number of Equity Shares purchased or sold by persons including persons mentioned in (h) above from a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of Notice of EGM and the maximum and minimum price at which purchased and sales were made along with the relevant dates:**

Except as provided below, no Equity Shares of the Company have been purchase / sold by persons including persons mentioned in (h) above from a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of Notice of EGM:

| Sr. No. | Name         | Aggregate number of Equity Shares purchased / sold | Nature of transaction | Maximum Price (₹) | Date of Maximum price | Minimum Price (₹) | Date of Minimum Price |
|---------|--------------|--|-----------------------|-------------------|-----------------------|-------------------|-----------------------|
| 1       | Akshay Gupta | 50,000   | ESOP Exercise         | 27.40             | 18-Dec-2024           | 27.40             | 18-Dec-2024           |
| 2       | Ajay Shah    | 5,000  | ESOP Exercise         | 36.50             | 17-Dec-2024           | 36.50             | 17-Dec-2024           |

**j) Intention of the Promoters and Persons in Control of the Company to tender Equity Shares for Buyback indicating the number of Equity Shares, details of acquisition with dates and price:**

Not applicable

**k) No Defaults:**

The Company hereby confirms that no defaults have been made by Company in the repayment of deposits or interest payment thereon, redemption of debentures or interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking company, in the last three years.

**l) Confirmations by the Board of Directors:**

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- i) Immediately following the date of the Board Meeting and the date on which the result of the Special Resolution passed by the shareholders at the EGM will be declared, approving the Buyback, there will be no grounds on which the Company could be found unable to pay its debts;
- ii) As regards the Company's prospects for the year immediately following the date of the Board Meeting and the date on which the results of the Special Resolution passed by the shareholders at EGM will be declared, approving the Buyback and having regard to the Board's intention with respect to the management of Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the that; and
- iii) In forming their opinion as aforesaid, the Board of Directors has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016, as amended from time to time.

**m) Confirmations from the Company as per the provisions of the Act and Buyback Regulations:**

The Board of Directors confirms that:

- All the Equity Shares of the Company are fully paid up;
- The Company will not Buyback its Equity Shares so as to delist its Equity Shares from the stock exchanges as per Regulation 4(v) of Buyback Regulation;
- The Company has not undertaken a Buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;

- The Company will not Buyback its Equity Shares from any person through negotiated deal, whether on or off the stock exchanges, or through spot transactions or through any private arrangement in the implementation of the Buyback;
- The Company has been in compliance with Sections 92, 123, 127 and 129 of the Act;
- The Company will not make any offer of Buyback within a period of one year reckoned from the date of expiry of the Buyback period, as defined in the Buyback Regulations;
- The Company will not issue and allot any Equity Shares or other specified securities (including by way of bonus or convert any outstanding ESOPs / outstanding instruments into Equity Shares) from the date of the Special Resolution passed by the shareholder approving the Buyback till the date of expiry of the Buyback period, as defined in the Buyback Regulations;
- The Company will not use borrowed funds, directly or indirectly, whether secured or unsecured, of any form and nature, from Banks and / or Financial Institutions for paying the consideration to the equity shareholders who have tendered their Equity Shares in the Buyback;
- The ratio of the aggregate of secured and unsecured debts owed by the Company will not be more than twice the paid-up capital and free reserves after the Buyback, as prescribed under the Act and the rules made thereunder;
- As on date, there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
- Pursuant to the provision of Section 68(8) of the Act and Regulation 24(i)(f) of the Buyback Regulations, the Company shall not raise further capital for a period of one year from the date of expiry of Buyback period, as defined in the Buyback Regulations, except in discharge of its subsisting obligations such as conversion of warrants, employee stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares, etc.;
- The Company will not withdraw the Buyback after the draft Letter of Offer is filed with SEBI, if applicable, or the Public Announcement of the offer for Buyback is made;
- The Company will not directly or indirectly purchase its own Equity Shares or other specified securities (a) through any subsidiary company including its own subsidiary companies, (b) through any investment company or group of investment companies;
- The Company will not Buyback locked-in shares and non-transferable shares or other specified securities till the pendency of the lock-in or till the shares or other specified securities become transferable;
- The Company will transfer from its free reserves or securities premium account, the sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account and the details of such transfer will be disclosed in its subsequent audited financial statements;
- The Special Resolution approving the Buyback will be valid for a maximum period of one year from the date of passing the said Special Resolution (or such extended period as may be permitted under the Act or Buyback Regulations or by the appropriate authorities). The exact timetable for the Buyback shall be decided by the Board / Buyback Committee within the above time limits;
- Equity Shares bought back by the Company will be compulsorily cancelled in the manner prescribed under the Act and Buyback Regulations and will not be held for re-issuance;
- Equity Shares bought back by the Company will be extinguished in the manner prescribed under the Act and Buyback Regulations within 7 (seven) days of the date of expiry of the Buyback period, as defined in the Buyback Regulations.
- The consideration for the Buyback will be paid only by way of cash;
- The statements contained in all the relevant documents in relation to the Buyback are true, material and factual and does not contain any misstatements or misleading information. The Company will comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Act and / or the Buyback Regulations and any other applicable laws.

**n) Report addressed to the Board of Directors by the Company's Auditors:**

The text of the Report dated January 27, 2025 issued by M/s. Sharp and Tannan Associates, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

**MS:P54(1.1)/2/2025**



To,  
**Board of Directors,**  
**Prime Securities Limited**  
1109/1110, Maker Chambers V,  
Nariman Point, Mumbai 400021  
Maharashtra, India.

Dear Sir / Madam,

**Independent Auditor's Report in respect of proposed Buy-back of Equity Shares by Prime Securities Limited (“the Company”) in terms of Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”) and Clause (n) to Rule 17 of The Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) read with Section 68 of the Companies Act, 2013 (“the Act”), as amended**

- 1) This Report is issued in accordance with the terms of our engagement letter dated January 24, 2025.
- 2) The Board of Directors of the Company have approved a proposal for Buy-back of Equity Shares by the Company at its Meeting held on January 27, 2025, subject to approval by the shareholder by way of a special resolution in pursuance of the provisions of Sections 68, 69, 70 and 110 of the Act, the Rules and the SEBI Buy-back Regulations.
- 3) The accompanying Statement of permissible capital payment (including securities premium) (“**Annexure A**”) as at March 31, 2024 (hereinafter referred to as the “Statement”) is prepared by the management of the Company, which we have signed for identification purposes only.

**Management’s Responsibility:**

- 4) The preparation of the Statement in accordance with Section 68 of the Act and the Buy-back Regulations along with ensuring compliance with Section 68, 69, 70 and 110 of the Act, Rules and the Buy-back Regulations is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to compliance with terms and conditions contained in the Act, Rules and the Buyback Regulations and the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 5) The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board Meeting approving the Buy-back of its Equity Shares i.e., January 27, 2025 and will not be rendered insolvent within a period of one year from the date of the Board Meeting, and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016.

**Auditor’s Responsibility:**

- 6) Pursuant to the requirements of the Rules and the Buy-back Regulations, it is our responsibility to provide a reasonable assurance whether:
  - i) We have inquired into the state of affairs of the Company in relation to the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the Year ended March 31, 2024 read with the declaration of solvency approved by the board of directors dated January 27, 2025;

- ii) The amount of permissible capital payment (including securities premium) as stated in **Annexure A**, for the proposed Buy-back of Equity Shares, is properly determined considering the audited standalone financial statements and audited consolidated financial statements as at March 31, 2024, in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;
  - iii) The amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the Year ended March 31, 2024 and the underlying books and records; and
  - iv) If the Board of Directors of the Company, in their Meeting held on January 27, 2025, have formed the opinion as specified in Rule 17 of the Rules and Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of passing of Board Resolution dated January 27, 2025 and from the date on which the results of the shareholders' resolution with regard to the proposed buyback are declared.
- 7) Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
- i) Inquired into the state of affairs of the Company with reference to the audited standalone financial statements and audited consolidated financial statements as at and for the Year ended March 31, 2024;
  - ii) Examined that the amount of permissible capital payment (including securities premium) for the buy back as detailed in **Annexure A** is in accordance with the provisions of Section 68 of the Act and the Buy-back Regulations;
  - iii) Traced the amounts of paid-up equity share capital, securities premium, retained earnings and general reserves as mentioned in **Annexure A** from the audited standalone financial statements and audited consolidated financial statements as at and for the Year ended March 31, 2024 and the underlying books and records;
  - iv) Examined that the Buy-back approved by Board of Directors in its Meeting held on January 27, 2025 is authorized by the Articles of Association of the Company;
  - v) Examined that all the shares for buy-back are fully paid-up;
  - vi) Verified the arithmetical accuracy of the amounts mentioned in **Annexure A**;
  - vii) Obtained declaration of solvency as approved by the Board of Directors on January 27, 2025 pursuant to the requirements of Rule 17 of the Rules and clause (x) of Schedule I to the Buy-back Regulations; and
  - viii) Obtained appropriate representations from the management of the Company.
- 8) The audited standalone financial statements and audited consolidated financial statements as at and for Year ended on March 31, 2024, referred to in paragraph 6 and 7 above, which we have considered for the purpose of this report, have been approved by the Board of Directors in their Meeting held on April 25, 2024, on which the then Independent Auditor have issued an unmodified audit opinion vide their reports dated April 25, 2024. The audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143 of the Act and other applicable

authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that the Auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

- 9) We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 10) We have complied with the relevant applicable requirements of the Standard on Quality Control (“SAC”) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.
- 11) We have no responsibility to update this report for events and circumstances occurring after the date of this report.

### **Opinion:**

Based on our examination, our performance of the aforesaid procedures, information and, explanation given to us by the management, we report that:

- a) We have enquired into the state of affairs of the Company in relation to its audited financial statements as at and for the Year ended March 31, 2024, with the declaration of solvency, which has been approved by the Board of Directors of the Company on January 27, 2025;
- b) The Board has proposed to buyback the Company's Equity Shares upto an aggregate amount not exceeding Rs. 18.30 Crores (Rupees Eighteen Crores Thirty Lakhs Only) (“Buy-back Offer Size”) at a price not exceeding Rs. 305/- per Equity Share (“Buy-back Offer Price”). The amount of permissible capital payments (including securities premium) towards the proposed Buy-back of Equity Shares, as computed in **Annexure A**, has been properly determined in accordance with Section 68 of the Act and Regulation 4 and 5 of the Buy-back Regulations;
- c) The amounts of paid-up share capital and free reserves (including securities premium) have been accurately extracted from the audited standalone financial statements and audited consolidated financial statements of the Company as at and for the Year ended March 31, 2024 and underlying books and records; and
- d) The Board of Directors of the Company, in their Meeting held on January 27, 2025, have formed their opinion, as specified in Rule 17 of the Rules and Clause (x) of Schedule I to the SEBI Buy-back Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board Resolution dated January 27, 2025, and from the date on which the results of the shareholders' resolution with regard to the proposed Buy-back are declared.

### **Restriction on Use:**

This report has been issued at the request of the Company solely for use of the Company:

- i) In connection with the proposed Buy-back of Equity Shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the SEBI Buyback Regulations,
- ii) To enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement, letter of offer and other documents pertaining to Buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, public shareholders and any other

regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and

iii) for providing to the Managers, each for the purpose of extinguishment of Equity Shares and for their diligence and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**Sharp & Tannan Associates**

Chartered Accountants

Firm's Registration No.: 109983W

By the hand of

Sd/-

**Tirtharaj Khot**

Partner

Membership No.: 037457

UDIN: 25037457BMMBEA8876

Mumbai: January 27, 2025

**Annexure A**

**Statement of determination of the permissible capital payment towards Buy-back of Equity Shares (“the Statement”) in accordance with Section 68(2) of the Companies Act, 2013 and Regulations 4 and 5 of the Buy-back Regulations**

The amount of permissible capital payment (including premium) towards the proposed Buy-back of Equity Shares as computed in the table below is properly determined in our view in accordance with Section 68(2)(c) of the Act. The amounts of Share Capital and Free Reserves have been extracted from the Audited Standalone Financial Statements of the Company for the period ended March 31, 2024.

| <b>Paid-up equity share capital and free reserves as of March 31, 2024, based on the financial statements of the Company</b>   |              | <b>Standalone<br/>(Rs.)</b> | <b>Consolidated<br/>(Rs.)</b> |
|--|--------------|-----------------------------|-------------------------------|
| <b>Total paid-up equity share capital (3,32,88,825 equity shares of Rs. 5/- each) as on March 31, 2024 #</b>   | <b>A</b>     | <b>16,64,44,125</b>         | <b>16,64,44,125</b>           |
| Free reserves *  |              |                             |                               |
| - Retained earnings (profit and loss account balance) #  |              | 41,01,01,558                | 62,46,69,828                  |
| - Securities premium #   |              | 50,11,93,655                | 50,11,53,655                  |
| <b>Total free reserves</b>   | <b>B</b>     | <b>91,12,95,211</b>         | <b>1,12,58,23,481</b>         |
| <b>Total paid up equity share capital and free reserves</b>  | <b>A + B</b> | <b>1,07,77,39,338</b>       | <b>1,29,22,67,608</b>         |
| Maximum amount permissible for Buy-back under Section 68 of the Companies Act, 2013 read with Regulation 4(i) of SEBI Buy-back Regulations (25% of the total paid up equity share capital and free reserves)                                       |              | <b>26,94,34,834</b>         | <b>32,10,66,902</b>           |
| Maximum amount permissible for buyback, lower of standalone and consolidated amount  |              | <b>26,94,34,834</b>         |                               |
| Maximum amount permitted by Board Resolution dated January 27, 2025, approving Buy-back, subject to approval by shareholders by way of a special resolution, based on the audited financial statements as at and for the Year ended March 31, 2024 |              | <b>18,30,00,000</b>         |                               |

# The amount of equity share capital and free reserves (including securities premium) have been extracted from the audited standalone and consolidated financial statements of the company for the Year Ended March 31, 2024.

\* Free reserve as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013.

**Sharp & Tannan Associates**

Chartered Accountants

Firm's Registration No.: 109983W

By the hand of

Sd/-

**Tirtharaj Khot**

Partner

Membership No.: 037457

UDIN: 25037457BMMBEA8876

Mumbai: January 27, 2025

**o) Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s):**

Not applicable to the Company

**p) For any clarifications related to the Buyback process, shareholders holding Equity Shares of the Company may contact:**

Company : Prime Securities Limited

Contact Person : Ajay Shah

Tel. : +91-22-61842525

Email : [prime@primesec.com](mailto:prime@primesec.com)

All the material documents referred to in the Notice and Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board Resolution for the Buyback, the Audited Financial Statements for the period from April 1, 2023 to March 31, 2024, the Auditors Report dated April 25, 2024, are available for inspection without any fee by the shareholders at the Company's Registered Office during normal business hours on working days from the date of dispatch of the Notice of EGM upto the date of EGM.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its shareholders holding Equity Shares of the Company. The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnels of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**Registered Office:**

1109/1110, Maker Chambers V,

Nariman Point, Mumbai 400021

CIN: L67120MH1982PLC026724

Email: [prime@primesec.com](mailto:prime@primesec.com)

Website: [www.primesec.com](http://www.primesec.com)

Mumbai, March 21, 2025

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

**Ajay Shah**

Executive Director, Legal  
& Company Secretary

(ACS-14359)