

PRIME SECURITIES LIMITED

Registered Office: 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400021
Email ID: prime@primesec.com, Website: www.primesec.com, Tel: +91-22-61842525
Corporate Identification Number (CIN): L67120MH1982PLC026724



NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and subsequent circulars latest being 03/2025 dated September 22, 2025 (“**MCA Circulars**”), issued by the Ministry of Corporate Affairs (“**MCA**”) and pursuant to such other applicable laws, rules and regulations, that the Company is seeking the approval of its Members, for the matter more specifically provided in the appended resolution proposed to be passed by way of Postal Ballot through the remote e-Voting only (“**remote e-Voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / depositories. If your e-mail address is not registered with the Company / Depository, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system provided by National Securities Depository Limited (“**NSDL**”).

An Explanatory Statement pursuant to the provisions of Section 102 of the Act, setting out the material facts and the reasons for the resolutions relating to the special business to be transacted forms part of this Postal Ballot Notice. You are requested to peruse the proposed Resolutions, along with the Explanatory Statement and thereafter record your assent or dissent by remote e-Voting facility provided by the Company.

In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Management Rules, MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Postal Ballot Notice. This Postal Ballot Notice will be available on the website of the Company www.primesec.com, the relevant section of the website of BSE Limited (“**BSE**”) www.bseindia.com and National Stock Exchange of India Limited (“**NSE**”) www.nseindia.com, on which the Equity Shares of the Company are listed (“**Stock Exchanges**”) and on the website of NSDL www.evoting.nsdl.com.

In compliance with Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr. Pramod S. Shah of M/s. Pramod S. Shah and Associates (CP No. 334), Practising Company Secretaries (Membership No. FCS 3804), as Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, March 18, 2026 and ends at 5.00 p.m. (IST) on Thursday, April 16, 2026. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting, unblock the votes cast through remote e-voting and submit

the Scrutinizer's Report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him, after completion of the scrutiny of remote e-Voting. **The results of the Postal Ballot will be announced on or before Saturday, April 18, 2026.** The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the website of the Company www.primesec.com and NSDL www.evoting.nsdl.com and will also be communicated to BSE www.bseindia.com and NSE www.nseindia.com. **The Resolutions, if approved, will be taken as having been duly passed on the last date specified for e-Voting i.e. Thursday, April 16, 2026.** The declaration of results as stated above shall be treated as a declaration of results at a meeting of the Members as per the provisions of the Act and the Rules made thereunder.

SPECIAL BUSINESS:

1) Re-Appointment of Mr. N. Jayakumar as Managing Director and Group CEO and payment of remuneration:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 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 pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors 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 and payment of remuneration to Mr. N. Jayakumar (DIN: 00046048) as Managing Director and Group CEO of the Company for a period of Five Years, with effect from February 11, 2026 to February 10, 2031, not liable to retire by rotation, on the terms and conditions set out in the explanatory statement annexed to this Postal Ballot Notice, 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 and approved by the Board of Directors (hereinafter referred to as **“Board”**, which term shall include the Nomination and Remuneration Committee of the Board), with liberty and power to the Board, in the exercise of its discretion, to alter and vary the terms and conditions of the said reappointment 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, expedient or desirable for obtaining necessary statutory, contractual or any other approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental to give effect to this Resolution.”

Registered Office:

1109/1110, Maker Chamber V,
Nariman Point, Mumbai 400021
CIN: L67120MH1982PLC026724
Email: prime@primesec.com
Website: www.primesec.com
Monday, March 16, 2026

By Order of the Board of Directors

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

NOTES:

1. An explanatory statement as required under Section 102 and 110 of the Act, read with the Management Rules and SS-2, setting out material facts relating to the Resolutions mentioned at Sr. No. 1 in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. Pursuant to the provisions of Section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-Voting) for the abovementioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the Resolution is approved by the Members through Postal Ballot via remote e-Voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.
3. In compliance with the provisions of Section 110 of the Act, Rules 20 and 22 of the Management Rules read with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members, whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company / Depositories respectively as at close of business hours on Friday, March 13, 2026 (“**Cut-off Date**”) and who have registered their email address with the Company and / or with the Depositories. This Postal Ballot Notice will be available on the website of the Company at www.primesec.com, websites of the Stock Exchanges, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. All material documents referred to in this Postal Ballot Notice and the explanatory statement shall be made available for inspection by Members from the date of dispatch of this Postal Ballot Notice from 10:00 a.m. IST to 5:00 p.m. IST on all working days until the last date of the e-Voting period. Members seeking to inspect such documents can send an e-mail to prime@primesec.com by mentioning their DP ID and client ID / folio number.
5. Pursuant to Rule 22(5) of the Management Rules, the Board has appointed Mr. Pramod S. Shah of M/s. Pramod S. Shah and Associates (CP No. 334), Practicing Company Secretaries (Membership No. FCS 3804) as a Scrutinizer for conducting the Postal Ballot e-Voting process in a fair and transparent manner.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed Resolutions only through the remote e-Voting process. Voting Rights shall be in proportion to Member’s shareholding in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, March 13, 2026. Only those members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on Cut-off Date will be entitled to cast their votes by remote e-Voting. A person who is not a Member as on Cut-off Date, should treat this Postal Ballot Notice for information purpose only.
7. In case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company / Register of beneficial owners as on cut-off date will be entitled to vote.
8. The details as required under Regulation 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of SS-2 in respect of Appointment of Directors forms part of this Postal Ballot Notice.
9. Institutional Members (i.e. other than individuals, HUFs / NRIs etc.) are required to send scanned copy (PDF / JPEG Format) of the relevant board resolution / power of attorney /authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to saurabhshah361@gmail.com with a copy marked to [evoting@nsdl.co.in](http://www.evoting@nsdl.co.in).

10. The Scrutinizer’s decision on validity of the Postal Ballot shall be final.
11. In compliance with provisions of Section 108 and 110 of the Act read with the Rules made thereunder, SS-2 issued by ICSI and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is pleased to offer remote e-Voting facility to its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of NSDL for facilitating remote e-Voting. The facility to exercise vote through remote e-Voting will be available during the following period:

Commencement of e-Voting : From 09.00 a.m. on Wednesday, March 18, 2026
Conclusion of e-Voting : At 05:00 p.m. on Thursday, April 16, 2026

The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolutions is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.

12. The Resolutions, if passed with requisite majority by the Members through Postal Ballot will be deemed to be passed on the last date of the e-Voting period i.e. on Thursday, April 16, 2026.
13. **The process and manner for voting electronically using NSDL’s remote e-Voting system is explained below:**

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:

A) Login method for e-Voting for individual Members holding securities in demat mode:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for individual Members holding securities in demat mode is given below:

Type of Members	Login method
Individual Members holding securities in demat mode with NSDL	<p>A) OTP Based Login Process: Members who wish to log in using OTP are requested to follow the steps mentioned below:</p> <ol style="list-style-type: none"> 1) Visit the NSDL E-voting Portal by clicking on the link https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. 2) Enter your DP ID / Client ID, PAN and fill in the Verification Code displayed on the screen. 3) Click on Generate OTP. You will receive the OTP on your registered Email Id and / or Mobile Number. 4) Enter the received OTP and click on “Login”. 5) Upon successful login, you will be redirected to the NSDL website where you can view the E-voting page. 6) Click on the Company Name or the E-voting Service Provider (NSDL). 7) You will then be redirected to the NSDL E-voting website to cast your vote during the remote E-voting period. <p>B) NSDL IDeAS facility:</p>

- 1) Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under “**IDeAS**” section, this will prompt you 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 “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
- 2) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

C) E-Voting website of NSDL:

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. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under “**Shareholder / Member**” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen 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. 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.

D) NSDL Speed-e mobile app for e-Voting:

Members can also download NSDL Mobile App “**NSDL Speed-e**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Members holding securities in demat mode with CDSL

A) CDSL Easi / Easiest facility:

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on “**login**” icon and “**New System Myeasi**” Tab and then use your existing Myeasi username and password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- 3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on “**login**” icon and “**New**

	<p>System Myeasi” Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. upon logging in, you will be able to see “ e-Voting ” option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

Important note: Members 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 Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at +91-22-48867000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode:

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

- 1) 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.
- 2) Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under “**Shareholder / Member**” section.
- 3) 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.
- 4) Your User ID details are given below:

Manner of holding i.e. Demat (NSDL / 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***

- 5) Password details for shareholders other than Individual shareholders 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) (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
- 6) 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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7) After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
- 8) Now, you will have to click on “**Login**” button.
- 9) 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:

- 1) 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.
- 2) Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) 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.
- 5) Upon confirmation, the message “**Vote cast successfully**” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Members 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 Postal Ballot Notice:

- 1) In case shares are held in physical mode please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by email to investor.helpdesk@in.mpms.mufg.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to investor.helpdesk@in.mpms.mufg.com. If you are an individual member holding shares in demat mode, you are requested to refer to the login method explained at **Step 1(A) i.e. login method for e-Voting for individual members holding securities in demat mode.**
- 3) Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

General guidelines for Members:

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to saurabhshah361@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
 - 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 to reset the password.
 - c) In case of any queries, you may refer the Frequently Asked Questions (“**FAQs**”) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on +91-22-48867000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in.
14. The Company has designated an exclusive e-mail id prime@primesec.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.

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 special business proposed to be transacted as set out at sr. no. 1 in this Postal Ballot Notice.

Item No. 1:

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

The Board of Directors of the Company (“**the Board**”) had, based on the recommendation of the Members of the Nomination and Remuneration Committee (“**NRC**”), appointed Mr. N. Jayakumar (DIN: 00046048) as a Managing Director of the Company for a period of 5 years w.e.f. February 11, 2016, which was further approved by the Members of the Company on September 19, 2016. As a part of risk management framework and with a view to increasing supervision in view of the induction of a new team and newer financial services in subsidiaries, the Board had re-designated Mr. N. Jayakumar as Managing Director and Group CEO, effective May 29, 2018. Based on the recommendation of NRC, the Board re-appointed Mr. N. Jayakumar for another period of 5 years w.e.f. February 11, 2021, which was approved by the Members of the Company on September 22, 2020. Further, based on the recommendation of NRC, the Board has re-appointed Mr. N. Jayakumar as Managing Director and Group CEO of the Company, not liable to retire by rotation, for a further period of 5 (Five) years with effect from February 11, 2026, till February 10, 2031.

The Board, while re-appointing Mr. N. Jayakumar Managing Director and 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 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 has been with the Company for more than 33 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 and 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, 2026, not liable to retire by rotation.

Nature of Duties

Mr. N. Jayakumar as Managing Director and 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 and Group CEO from time to time and 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 ₹ 19.09 lakhs per month upto a maximum of ₹ 30 lakh per month. The increment will be decided by the Board based on the recommendations of NRC 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 drivers, 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 funds, 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. The perquisites namely contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of the ceiling on remuneration.

Performance Bonus

Performance Bonus upto ₹ 800 lakhs per year, as may be recommended by NRC and decided by the Board, based on the prescribed performance evaluation criteria.

Minimum Remuneration

Notwithstanding anything to the contrary hereinabove, where in any financial year during the currency of his tenure as Managing Director and 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, performance bonus, as may be recommended by NRC and approved by the Board, pursuant to the provisions of the Schedule V to the Companies Act, 2013.

The Board will have the authority to vary / modify / amend any of the aforesaid terms and conditions provided such variation / modification / amendment is in conformity with the applicable provisions of the Act and the SEBI Listing Regulations, as amended from time to time.

The Company has received consent from Mr. N. Jayakumar to act as Managing Director and Group CEO of the Company and all the necessary declarations confirming his eligibility to be re-appointed as Managing Director and Group CEO of the Company and confirmations that a) he is not disqualified from being appointed as a Director in terms of Section 164 of the Act; b) he is not debarred from holding the office of Director by virtue of any order passed by the SEBI or any other such authority. Further, Mr. N. Jayakumar satisfies all the conditions as set out under Section 196 and Part I of Schedule V to the Act, for appointment as Managing Director and Group CEO of the Company.

Pursuant to provisions of Sections 196, 197 and 198 read with Schedule V of the Act, NRC and the Board have accorded their approval for the payment of remuneration to Mr. N. Jayakumar and there is no default in repayment of any debts or interest payable thereon.

In view of Mr. N. Jayakumar's qualification, expertise and experience, the NRC and the Board are of the opinion that his re-appointment would be in the best interest of the Company and considers the aforesaid remuneration commensurate with duties and responsibilities of Mr. N. Jayakumar. The NRC and the Board recommend the re-appointment of Mr. N. Jayakumar as Managing Director and Group CEO of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from February 11, 2026, and terms and conditions of his appointment including remuneration, for approval of the Members as a Special Resolution.

The Memorandum of Understanding entered into by the Company with Mr. N. Jayakumar setting out the terms and conditions (including remuneration) and other documents relating to his appointment as the Managing Director and Group CEO of the Company is available for inspection by the Members electronically and at the Registered Office of the Company during Business Hours (10:00 a.m. IST to 5:30 p.m. IST) on any working day, from the date of circulation of this Postal Ballot Notice until the last date of remote e-Voting. Members may send the request to prime@primesec.com mentioning their name, folio no. / DP ID and Client ID and documents which they intend to inspect.

Except Mr. N. Jayakumar, none of the Directors, Key Managerial Personnels and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Postal Ballot Notice. The Board recommends the resolution set out at item no. 1 of this Postal Ballot Notice for approval by the Members of the Company by way of a Special Resolution.

The additional information, as required under para (iv) of the second proviso after paragraph B of Section II of part II of Schedule V of the Act in relation to the resolution set out at item no. 1 of this Postal Ballot Notice, 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 has been 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:

Standalone audited financial results for the Year ended March 31, 2025: (₹ in Lakhs)

Particulars	Year ended 31-Mar-2025	Year ended 31-Mar-2024
Income from Operations and other Income	5,647	3,365
Operating Profit (before interest, depreciation and tax)	3,313	1,147
Profit before Tax	3,571	1,016
Profit after Tax (Total Comprehensive Income)	4,465	1,925

Consolidated audited financial results for the Year ended March 31, 2025: (₹ in Lakhs)

Particulars	Year ended 31-Mar-2025	Year ended 31-Mar-2024
Income from Operations and other Income	8,940	6,664
Operating Profit (before interest, depreciation and tax)	4,246	2,450
Profit before Tax	4,473	2,339
Profit after Tax (Total Comprehensive Income)	5,068	2,921

e) Foreign investments or collaborations, if any:

Not applicable.

2) Information about the Appointee:

a) Background details:

The appointee in respect of the resolution set out at item no. 1 is Mr. N. Jayakumar, aged 65 years, who is Bachelor of Technology, Mechanical Engineering (I.I.T. Delhi) (1978-1983) and 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 the areas of financial restructuring, evaluation of business plans / joint venture proposals / acquisitions, fund raising and strategic alliances. He has been with the Company for more than 33 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 and 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 general control of the business of the Company and be vested with the management and day-to-day affairs of the Company. The appointee in respect of the resolution set out at item no. 1 is the Executive Director appointed on the Board of Directors.

b) Past Remuneration:

Mr. N. Jayakumar has been appointed as Managing Director of the Company with effect from February 12, 2011. For the financial years ended on March 31, 2025, March 31, 2024, and March 31, 2023, the Company has paid INR 856.23 lakhs, INR 475.21 lakhs and INR 374.69 lakhs respectively as remuneration to Mr. N. Jayakumar.

c) Recognition or Awards:

Not applicable.

d) Job profile and his suitability:

Same as above in item no. a) hereinabove.

e) Remuneration proposed:

The Company proposes paying the remuneration to Mr. N. Jayakumar as stated in the explanatory statement at item no. 1 of this Postal Ballot Notice.

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 size of the Company, 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 and his holding in the Company, 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 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, mergers and acquisitions, etc.

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:

As stated in the explanatory statement at item no. 1 of this Postal Ballot Notice.

b) Disclosures in the Board of Director's Report included in Annual Report 2024-25:

The requisite details of remuneration to Directors are included in the financial statement, forming part of Annual Report of the Company for financial year 2024-25.

Registered Office:

1109/1110, Maker Chamber V,
Nariman Point, Mumbai 400021
CIN: L67120MH1982PLC026724
Email: prime@primesec.com
Website: www.primesec.com
Monday, March 16, 2026

By Order of the Board of Directors

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

Additional Information of Director proposed to be Appointed

[Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards (SS-2) on General Meetings]

Name and Designation of Director	Mr. N. Jayakumar (Managing Director and Group CEO)
Director Identification Number (DIN)	00046048
Date of Birth	December 31, 1960
Nationality	Indian
Date of Appointment	February 12, 2011
Qualifications	B. Tech. (Mechanical engineering), I.I.T. Delhi (1978-1983), PGDM (MBA), IIM Ahmedabad (1983-1985)
Expertise in Specific Functional Area	Investment Banking, Corporate Finance, Financial Restructuring and Strategic Alliances
Experience (Brief Profile)	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 has been with the Company for more than 33 years, handling corporate relationships. Before joining the Company, he had 7 years' experience in Citibank, N.A. as Vice president, Head, Merchant Banking Group & Corporate Finance, India
Directorship held in other Companies in India	Prime Research and Advisory Limited Judith Investments Private Limited Gateway Entertainment Limited
Chairmanships / Memberships of Committees held in other Companies in India	None
Relationship with other Directors inter se and Key Managerial Personnel	Mr. N. Jayakumar is not related to any other Directors and Key Managerial Personnels of the Company
Number of Equity shares held in the Company (including shareholding as a beneficial owner)	54,32,480 Equity Shares (including Equity Shares held by Persons Acting in Concert)
Details of last remuneration drawn	The terms and conditions of appointment of Mr. N. Jayakumar including remuneration paid and proposed to be paid are set out in the explanatory statement annexed to this Postal Ballot Notice
Details of remuneration sought to be paid	
Names of the Listed Entities from which the appointee has resigned in the past 3 years	None
Number of Board Meetings attended during the Financial Year 2024-25	Attended all 7 meetings held during the Financial Year 2024-25