PRIME INDUSTRIES LIMITED
CIN : L15490PB1992PLC012662
Regd. Office : Master Chambers, SCO-19, Feroze Gandhi Market, Ludhiana-141001. Punjab
TEL.: 0161-5043500
E-mail : prime_indust@yahoo.com
Website : www.primeindustrieslimited.com


**Date: September 23, 2026**

**To,**
**BSE Limited**
**P J Towers,**
**Dalal Street,**
**Mumbai – 400 001**

**Scrip Code: 519299**

**Sub: Notice of 34th Annual General Meeting for FY 2025-26**

Dear Sir / Madam,

This is to inform that 34th Annual General Meeting (AGM) of Prime Industries Limited will be held on Monday, October 19, 2026 at 03:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) in compliance with applicable provisions of Companies Act, 2013 read with Circulars issued thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the applicable circulars, Notice of the AGM for the FY 25-26 is enclosed and being sent through email to the Members whose e-mail IDs are registered with the Registrar & Share Transfer Agent of the Company/Depository Participant(s) on Friday, September 18, 2026.

Important details with regard to AGM are as under:

| S. No. | Particulars | Details |
|---|---|---|
| 1 | AGM Details | Day: Monday<br>Date: October 19, 2026<br>Time: 03:00 P.M.<br>Through Video Conference / Other Audio Visual Means |
| 2 | Cut-Off date to determine list of members entitled to receive Notice of AGM | Friday, September 18, 2026 |
| 3 | Cut-off date to determine list of members entitled for e-voting | Monday, October 12, 2026 |
| 4 | Remote e-voting start time, day and date | Friday, 16/10/2026 at 09:00 A.M. |
| 5 | Remote e-voting end time, day and date | Sunday, 18/10/2026 at 05:00 P.M |

Further, as per requirement of Regulation 36(1)(b) of SEBI LODR Regulations, 2015, a separate letter containing the web-link, including the exact path where complete details of the Annual Report is available is also being sent to those Shareholder(s), who have not registered their email IDs.

The detailed Annual Report and the Notice of the 34th AGM are also available on the website of the Company at https://primeindustrieslimited.in/

Kindly take the same on your record and oblige us.

Thanking You,
Yours Faithfully,
**For Prime Industries Limited**


Diksha Tiwari
Digitally signed by Diksha Tiwari
Date: 2026.09.23 13:40:54 +05'30'

**(Diksha Tiwari)**
**Company Secretary & Compliance Officer**
**M. NO. A77914**

# NOTICE OF 34th ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the **34th** Annual General Meeting of the Members of the Company will be held on Monday, 19th day of October 2026, at 03.00 P.M. through Video Conferencing (VC)/ other Audio Visual Means (OVAM) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Master Chamber, 19, Feroze Gandhi Market, Ludhiana-141001, Punjab.

## ORDINARY BUSINESS:

**ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND AUDITORS THEREON.**

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. RAJINDER KUMAR SINGHANIA (DIN: 00077540), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

**ITEM NO. 3: TO APPOINT M/S. AKSHAY SINGHLA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 039880N), AS THE STATUTORY AUDITOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and Board of Directors through the resolution passed on Tuesday, September 08, 2026, M/s. Akshay Singhla & Associates , Chartered Accountants (Firm Registration No. 039880N), be and are hereby appointed as the Statutory Auditors of the Company on such terms and conditions as mentioned in the explanatory statement, to fill the casual vacancy caused by the resignation of M/s Bhushan Aggarwal & Co.

**RESOLVED FURTHER THAT** M/s Akshay Singhla & Associates, Chartered Accountants (Firm Registration No. 039880N), be and is hereby appointed as Statutory Auditors of the Company to hold the office from Tuesday, September 08, 2026, until the conclusion of this Annual General Meeting (34th AGM) of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee and duly approved by the Directors of the Company."

**RESOLVED FURTHER THAT** M/s. Akshay Singhla & Associates, Chartered Accountants (Firm Registration No. 039880N), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of Five years from the conclusion of this 34th (Thirty Fourth) Annual General Meeting of the Company till the conclusion of 39th (Thirty Ninth) Annual General Meeting of the Company to be held in the year 2031, on such remuneration as may be determined and recommended by the Audit Committee and duly approved by the Directors of the Company.

**RESOLVED FURTHER THAT** any Directors and Company Secretary of the company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."

**SPECIAL BUSINESS:**

**ITEM NO. 4: TO APPOINT MR. SANJIV MALIK (DIN: 09498207) AS EXECUTIVE DIRETOR OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required, Sanjiv Malik (DIN: 09498207), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors at its meeting held on 8 September 2026 and who holds office up to the date of this Annual General Meeting pursuant to Section 161 of the Act and being eligible for appointment as a Director, be and is hereby appointed as a Director (Executive) of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**ITEM NO. 5: APPOINTMENT OF SANJIV MALIK (DIN: 09498207) AS MANAGING DIRECTOR OF THE COMPANY.**

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

"**RESOLVED THAT** in accordance with the provisions of section 152, 196, 197 and 203 of the Companies Act, 2013 read with schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment(s) thereto or re-enactment(s) thereof for the time being in force), regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('The Listing Regulations, 2015') and such other provisions as may be applicable and based on the recommendation of Nomination and Remuneration Committee and approval by the Board, in its meeting held on 08th September, 2026, approval of the members be and is hereby accorded for the appointment of Sanjiv Malik (DIN: 09498207) as the Managing Director ('MD') of the Company for a period of three years with effect from 08$^{th}$ September 2026 upto 07$^{th}$ September 2029 (both days inclusive) liable to retire by rotation, upon the terms and conditions set out in the explanatory statement annexed to the Notice, including the remuneration to be paid within the overall limits of section 197 of the Act and in the agreement to be entered into between the Company and MD, which agreement is hereby approved, with

liberty to the Board of Directors, to alter or vary the terms & conditions and revision in the remuneration including payment of minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board of Directors and MD."

"**RESOLVED FURTHER THAT** based on the recommendation of Nomination and Remuneration Committee, the Board of Directors be and is hereby authorised to revise the remuneration of MD from time to time, to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company."

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be considered necessary, desirable or expedient to give effect to this resolution.”

**ITEM NO. 6: TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services for the financial year 2026-2027, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution**.”**

**ITEM NO. 7: APPOINTMENT OF MR. DEEPAK HANDA (DIN: (07984901) AS A NON-EXECUTIVE DIRECTOR 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 provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Deepak Handa (DIN: (07984901), who was appointed as an Additional Director (Non-Executive) of the Company by the Board of Directors at its meeting held on 20 September 2026 and who holds office up to the date of ensuing Annual General Meeting pursuant to Section 161 of the Act and is eligible for appointment, be and is hereby appointed as a Non-Executive Director of the Company, for a period of 2 (Two) years w.e.f. 20$^{th}$ September, 2026 to 19$^{th}$ September, 2028 liable to retire by rotation with this Annual General Meeting.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 8: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹35,00,00,000/- (Rupees Thirty Five Crores Only) consisting of 7,00,00,000 (Seven Crore only) equity shares of face value ₹5/- each to ₹40,00,00,000/- (Rupees Forty Crores Only) consisting of 8,00,00,000 (Eight Crore Only) equity shares of face value ₹5/- each ranking pari-passu in all respects with the existing equity shares.

RESOLVED THAT pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

"The Authorized Share Capital of the Company is ₹40,00,00,000/- (Rupees Forty Crores Only) consisting of 8,00,00,000 (Eight Crore Only) equity shares of face value ₹5/- each."

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

**ITEM NO. 09: TO APPROVE AN ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) 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 provisions of Sections 4, 13, 15, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), rule(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of the Members be and is hereby accorded for alteration of Main Object Clause i.e. Clause 3 (A) of the Memorandum of Association of the Company by inserting the following new sub clause 9,10 and 11 after sub clause 8 under clause III (A) of the main object clause:

9. To carry on the Business of Designing, simulation, testing, product development, production engineering and manufacturing of all kinds of Automobiles (including Internal Combustion Engines, Electrical vehicles) & high precision parts for Cargo movement, passenger movement, with a competitive edge, critical hi8h-grade specialty automotive components, using lean manufacturing International principles in small automated production systems and implementing technology related to manufacturing other automation systems.

10. To carry on business as Manufacturer, Processors, Importers, Exporters, Traders or other Types of Dealers in Iron Steel and other ferrous and Non-Ferrous metals and alloys and/or articles, things or goods made from them (Ferrous and Non-Ferrous Metals and Alloys) by Drawing, Rolling, Re-rolling, Forgings, Castings and Processing components made of steel and other metals used in different type industries and dealers in Plastic, Bakelite, Rubber and Components made thereof used in different type industries.

11. To undertake Research & Development activity via partnerships or create in-house capability to develop indigenous precision engineered components for applications in Nuclear & Défense industries and to meet the funding requirements towards new product development and diversification into allied engineering segments.

**RESOLVED FURTHER THAT** the draft Memorandum of Association incorporating all the proposed alterations and amendments, as placed before the meeting, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, including but not limited to MCA, SEBI, Banks for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**ITEM NO. 10: ISSUANCE OF UPTO 27,30,000 EQUITY SHARES TO NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

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

"**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") the listing agreements entered into by the Company with the BSE Limited ("**BSE"**) ("**Stock Exchange**") on which the Equity Shares of the Company having face value of ₹5/- (Rupees Five Only) each ("**Equity Shares**") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("**MCA**"), Securities and Exchange Board of India ("**SEBI**") and/or any other competent authorities, (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s)and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board"**, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 27,30,000 (Twenty Seven Lakh Thirty Thousand) equity shares having face value of ₹5.00/- (Rupees Five Only) each fully paid-up ("**Equity Shares**") for cash, at an issue price of ₹42/- (Rupees Forty Two Only) per share, aggregating upto ₹11,46,60,000/- (Rupees Eleven Crores Forty Six Lakhs Sixty Thousand Only) (**"Total Issue Size"**) each including a premium of ₹37/- (Rupees Thirty Seven Only) which is not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, to the proposed allottees for a cash consideration basis ("**Preferential Issue**") and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws to the below-mentioned person ("**Proposed Allottees**"):

| **Sr. No.** | **Name of the Investors** | **Category (Promoter/ Non-Promoter)** | **No. of Shares** |
|---|---|---|---|
| 1. | Mr. Uday Narang | Non-Promoter | 24,92,500 |
| 2. | Mr. Kushal Muchhal | Non-Promoter | 2,37,500 |
| | | **Total** | **27,30,000** |

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the '**Relevant Date'** for determination of the issue price of Equity Shares, shall be Friday, September 18, 2026, being the date that is 30 (Thirty) days prior to the date of Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Monday, October 19, 2026.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approval.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on BSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**By order of the Board**
**For Prime Industries Limited**

**Sd/-**
**(Diksha Tiwari)**
**Company Secretary & Compliance Officer**
**M. No.: A77914**

**Place: Ludhiana**
**Date: 20.09.2026**

**NOTES:**

1. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and the relevant circulars issued by the Ministry of Corporate Affairs (MCA).

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") with respect to the Special Business set out in the Notice is annexed.

3. The deemed venue for AGM shall be the registered office of the Company i.e. Master Chambers, 19, Feroze Gandhi Market, Ludhiana, Punjab, India, 141001

4. The Notice, together with the documents accompanying the same, is being sent to the equity members to their email id registered with the Company as mandated by the aforementioned circulars

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open up to 15 min. after the scheduled start time of the AGM.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM/ will be provided by CDSL.

11. Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at prime_indust@yahoo.com on or before October 12, 2026. Only those Members who have registered themselves as a speaker will

be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

12. The Board of Directors have appointed Mrs. Pooja M. Kohli (Certificate of Practice no. 14836), Partner of M/s Pooja M. Kohli & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutinizer have communicated their willingness to be appointed for the said purpose.

13. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company (www.primeindustrieslimited.com) and the website of CDSL (www.evotingindia.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited

14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://primeindustrieslimited.in/investors/ . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

(i) **The remote e-voting period begins on Friday, 16th October, 2026 at 09:00 A.M. and ends on Sunday, 18th October, 2026 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on Monday, 12th October, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 Id in their demat accounts in order to access e-Voting facility.

**Step 1** : Access through Depositories CDSL E-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL Depository** | 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br><br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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.<br><br>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 & My Easi New (Token) Tab and then click on registration option.<br><br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with **NSDL Depository** | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2) If the user is 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<br><br>3) 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 name and you will be redirected to e-Voting service |

| | |
|---|---|
| | provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)** | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**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. CDSL and NSDL**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders 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 |
| Individual Shareholders 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.com or call at : 022 - 4886 7000 and 022 - 2499 7000 |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on “Shareholders” module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details **OR** Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <PRIME INDUSTRIES LIMITED> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; prime_indust@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at prime_indust@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at prime_indust@yahoo.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 company on prime_indust@yahoo.com or to RTA on info@skylinerta.com or admin@skylinerta.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Inderjeet Singh (98726 03304 ) (inderjitp@cdslindia.com) (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT TO THE NOTICE**

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

**ITEM NO. 3: TO APPOINT M/S. AKSHAY SINGHLA & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 039880N), AS THE STATUTORY AUDITOR OF THE COMPANY**

The Board of Directors, based on the recommendation of the Audit Committee, recommends the appointment of Akshay Singhla & Associates, Chartered Accountants (Firm Registration No. 039880N), as the Statutory Auditors of the Company to hold the office for a term of five consecutive years commencing from the conclusion of this 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Listing Regulations Akshay Singhla & Associates, Chartered Accountants (Firm Registration No. 039880N) have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if approved by the Members, will be in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder. The firm has also confirmed that it satisfies the criteria relating to independence, eligibility, and qualification prescribed under the Companies Act, 2013.

The Board believes that the proposed appointment is in the best interests of the Company, considering the firm's professional expertise, experience, and competence.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the members of the Company.

**ITEM NO. 4: TO APPOINT MR. SANJIV MALIK (DIN: 09498207) AS EXECUTIVE DIRETOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 8 September 2026, appointed Mr. Sanjiv Malik (DIN: 09498207) as an Additional Director (Executive) of the Company with effect from 8 September 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company.

In terms of Section 161 of the Act, an Additional Director shall hold office up to the date of the ensuing Annual General Meeting of the Company. Accordingly, Mr. Sanjiv Malik holds office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received the requisite consent from Mr. Sanjiv Malik to act as a Director of the Company, along with the necessary disclosures and declarations confirming that he is not disqualified from being appointed as a Director under the provisions of the Act and that he meets the applicable requirements under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Mr. Sanjiv Malik possesses the requisite knowledge, experience and expertise in areas relevant to the business and affairs of the Company. The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that his appointment as an Executive Director would be in the interest of the Company and would enable the Company to benefit from his experience and contribution towards the management and affairs of the Company.

Accordingly, the Board recommends the appointment of Mr. Sanjiv Malik as a Director (Executive) of the Company, liable to retire by rotation, for the approval of the Members.

The relevant details of Mr. Sanjiv Malik, as required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 on General Meetings, are provided in the Annexure to this Notice.

Except Mr. Sanjiv Malik, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

**ITEM NO. 5: APPOINTMENT OF SANJIV MALIK (DIN: 09498207) AS MANAGING DIRECTOR OF THE COMPANY.**

The members are informed that the Board of Directors of the Company, at its meeting held on 08th September, 2026, based on the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Mr. Sanjiv Malik (DIN: 09498207) as the Managing Director ("MD") of the Company for a period of three (3) years commencing from 08th September, 2026 and ending on 07th September, 2029 (both days inclusive), subject to the approval of the members of the Company.

The proposed appointment is in accordance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17(1C), as applicable.

The Board, after considering the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr. Sanjiv Malik as Managing Director will be in the best interests of the Company and will enable the Company to benefit from his experience, knowledge and managerial capabilities in the management and affairs of the Company.

The appointment of Mr. Sanjiv Malik shall be liable to retire by rotation, in accordance with the applicable provisions of the Act and the Articles of Association of the Company and on such remuneration and terms & conditions as set out below:

Terms and Conditions of Appointment

The principal terms and conditions of appointment of Mr. Sanjiv Malik as Managing Director are as follows:

| | |
|---|---|
| Designation | Managing Director of the Company. |
| Period of Appointment | Three (3) years commencing from 08th September, 2026 and ending on 07th September, 2029, both days inclusive. |
| Remuneration | Mr. Sanjiv Malik shall be entitled to remuneration of Rs. |

| | |
|---|---|
| | 50,000/- per month w.e.f. 08th September, 2026 for a term of appointment of Three (3) years. |
| Revision of Remuneration | The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, shall be authorised to revise, alter or vary the remuneration and other terms and conditions of appointment of Mr. Sanjiv Malik from time to time, subject to the overall limits prescribed under the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws. |
| Retirement by Rotation | The appointment shall be subject to retirement by rotation in accordance with the provisions of the Act and the Articles of Association of the Company. |

**ITEM NO. 6: TO CONSIDER AND APPROVE TO ENTER INTO CONTRACTS AND/OR AGREEMENTS WITH RELATED PARTIES FOR RELATED PARTIES TRANSACTIONS (RPT) FOR THE FY 2025-2026**

Pursuant to provision of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended and MCA Notification No. GSR 971I dated 14.12.2015 requires the approval of the members by way of a prior resolution for specified transactions beyond threshold limits with Related Parties.

Further, Regulation 23 of SEBI (LODR) Regulations, 2015 prescribes that all material related party transactions to require approval of the shareholders through a resolution. SEBI (LODR) Regulations, 2015 defines a transaction with a related party to be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

Your Company from time-to-time renders and avails various services which may include credit facilities/loan and services from / to such Related Parties. Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval, although maximum related party transaction entered between holding and wholly owned subsidiaries Companies on which provision of Section 188 is not applicable.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

| Sr. No. | Name of the related party of the Co. | Name of the director or key managerial personnel of the Company who is related to related parties co., if any. | Nature of relationship |
|---|---|---|---|
| 1. | Master Capital Services Limited | None of the Directors or Key managerial personnel is related except to the extent of their directorship in the company. | Common Directorship/ Shareholding |
| 2. | Master Infrastructure and Real Estate Developers Limited | None of the Directors or Key managerial personnel is related except to the extent of their directorship in the company. | Common Directorship/ Shareholding |
| 3. | Master Trust Limited | Mrs. Harneesh Kaur Arora, being Shareholder and Mr. Harjeet Singh Arora being shareholder and Director, Mr. Rajinder Kumar Singhania being Shareholder and Managing Director, Mr. Ashwani Kumar, being Director | Common Directorship/ Shareholding/ Promotership) |

| | | | |
|---|---|---|---|
| | | and Mr. Rajiv Kalra, being Director in Prime Industries Limited, none of the other Directors or Key managerial personnel is related to Prime Industries Limited. | |
| 4. | Any Other Companies/Body Corporate under Related Parties | Other Names of Related parties that is owned and or significantly influenced by the key Management Persons or their Relatives, is mentioned under Note of Related Party in Financial Statement of the Company.<br><br>None of the Directors or Key managerial personnel is related except to the extent of their directorship/shareholding in the related company/Body Corporate. | Common Directorship/ Shareholding |
| Nature, material terms, monetary value and particulars of the contract or arrangement | | Outstanding at the end of any day and one transaction shall not exceed Rs. 200 crores for the period from 34th Annual General Meeting (AGM) of the Company till the 35th AGM of the Company, for a period not exceeding one year. | |
| Any other information relevant or important for the members to take a decision on the proposed resolution | | NA | |

The Board considers that the existing arrangements with above related parties are in the ordinary course of business and at arm's length basis.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution, except those directors having common directorship and holding in above said companies (related parties) as also mentioned above.

The Board recommends the Ordinary Resolution as set out in Item No. 6 of this Notice for approval of the Members.

**ITEM NO. 7 APPOINTMENT OF MR. DEEPAK HANDA (DIN: (07984901) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 20 September 2026, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Deepak Handa (DIN: 07984901) as an Additional Director (Non-Executive) of the Company with effect from 20th September 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Section 161 of the Act, Mr. Deepak Handa shall hold office as an Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. Accordingly, the Company proposes to appoint Mr. Deepak Handa as a Non-Executive Director, for a period of 2 (two) years from 20th day of September, 2026 till 19th day of September, 2028, liable to retire by rotation at Annual General Meeting.

The Company has received from Mr. Deepak Handa all requisite declarations and disclosures, including his consent to act as a Director, disclosure of his interest in other entities, and confirmation that he is not disqualified from being appointed as a Director under the provisions of the Act. The Company has also received the requisite disclosures in accordance with the applicable provisions of the SEBI Listing Regulations.

The Board is of the view that the appointment of Mr. Deepak Handa as a Non-Executive Director would be in the interest of the Company and would benefit the Company by providing his experience, knowledge and guidance to the Board. The Board, based on the recommendation of the Nomination and Remuneration Committee, considers his appointment appropriate and recommends the Special Resolution set out at Item No 7 of the accompanying Notice for approval of the Members.

Mr. Deepak Handa shall be entitled to such remuneration, sitting fees, reimbursement of expenses and other benefits as may be permissible under the Act, the SEBI Listing Regulations and the applicable policies of the Company, as approved by the Board/Committee from time to time.

Except Mr. Deepak Handa, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The brief profile and other requisite details of Mr. Deepak Handa, including his qualifications, experience, terms and conditions of appointment, remuneration proposed to be paid, and other disclosures as required under the Act and the SEBI Listing Regulations, are provided in the annexure to the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

**ITEM NO. 8 TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION**

In order to broaden the existing capital structure of the Company and to enable the Company to raise more funds, the Board of Directors of the Company at its Meeting held on September 20, 2026, proposed to increase the Authorised Share Capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹35,00,00,000/- (Rupees Thirty Five Crores Only) consisting of 7,00,00,000 (Seven Crore only) equity shares of face value ₹5/- each and it is proposed to increase the same by ₹1,00,00,000 (Rupees One Crore Only) to make it ₹40,00,00,000/- (Rupees Forty Crores Only).

The increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution for approval of the Members to be passed as an Ordinary Resolution.

**ITEM NO. 9: TO APPROVE AN ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:**

It is brought to the attention of the Shareholders that in order to explore future business opportunities and ensure long-term growth, the Company proposes to expand its scope of activities as stated in the above notice item no. 9. The Board believes that entering the new sectors will open new avenues for growth and diversification and will be beneficial for the Company as well as its investors.

In order to give effect to the above proposal, it is proposed to insert new sub-clauses 9, 10 and 11 after the existing sub-clause 8 in Clause 3(A) of the Memorandum of Association of the Company. Pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, approval of the shareholders by way of a Special Resolution is required for alteration of the Main Object Clause of the Memorandum of Association of the Company.

The Board of Directors, at its meeting held on September 20, 2026, approved the proposed alteration to the Main Object Clause of the Memorandum of Association, subject to the approval of the shareholders and compliance with other applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and other applicable rules, regulations and amendments thereto. The approval of the members is being sought through the postal ballot process.

The Special Resolution passed by the shareholders shall be filed with the Registrar of Companies, who shall register the alteration of the Memorandum of Association with respect to the objects of the Company and certify the registration thereof.

Accordingly, the Board recommends the Special Resolution set out in the Notice for approval of the members for effecting the alteration in the existing Object Clause of the Memorandum of Association of the Company by inserting new sub-clauses 9, 10 and 11 in Clause 3(A) of the MoA.

The Draft amended Memorandum of Association (with proposed changes) has been placed on the website of the Company for Member's Inspection.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

**ITEM NO. 10: ISSUANCE OF UPTO 27,30,000 EQUITY SHARES TO NON-PROMOTER CATEGORY OF THE COMPANY ON PREFERENTIAL BASIS:**

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

**a) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of the Company, in its meeting held on Sunday, September 20, 2026, subject to the approval of the members of the Company and such other necessary approvals as may be required, approved the proposal for raising funds by way of issuance and allotment of upto 27,30,000 (Twenty Seven Lakh Thirty Thousand) equity shares having face value of ₹5/- (Rupees Five each) per Equity Share, at a price of ₹42/- (Rupees Forty Two Only) Equity Share including a premium of ₹37/- (Rupees Thirty Seven Only) per Equity Share, aggregating upto ₹11,46,60,000/- (Rupees Eleven Crores Forty Six Lakhs Sixty Thousand Only) on preferential basis to the proposed allottees as mentioned in resolution no. 10.

**b) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors in its meeting held on Sunday, September 20, 2026 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate up to 27,30,000 (Twenty Seven Lakh Thirty Thousand) equity shares having face value of ₹5/- (Rupees Five each) per Equity Share, at a price of ₹42/- (Rupees Forty Two Only) Equity Share including a premium of ₹37/- (Rupees Thirty Seven Only) per Equity Share, aggregating upto ₹11,46,60,000/- (Rupees Eleven Crores Forty Six Lakhs Sixty Thousand Only) (being not less than the price calculated in terms of ICDR Regulations) to Non-Promoter category on a preferential basis.

**c) Purpose/Object of the preferential issue**

The Company proposes to raise funds by way of a preferential issue of equity shares to augment its financial resources and strengthen its capital base. The proceeds of the proposed Preferential Issue are intended to be utilized to fund Research & Development activities undertaken through strategic partnerships and/or the development of in-house capabilities for designing and manufacturing indigenous precision-engineered components for applications in the Nuclear and Defence industries, as well as to meet the funding requirements for new product development, capacity expansion and diversification into allied engineering segments and for other general corporate.

**Utilization of Proceeds of the Issue**: The proceeds of the Issue of equity shares within the stipulated time, are proposed to be utilized in the following manner:

| Sr. No. | Objects of the Issue | Estimated Amount (₹ in Lakhs) | Indicative Timelines |
|---|---|---|---|
| 1 | To fund Research & Development activities undertaken through strategic partnerships and/or the development of in-house capabilities for designing and manufacturing indigenous precision-engineered components for applications in the Nuclear and Defence industries, as well as to meet the funding requirements for new product development, capacity expansion and diversification into allied engineering segments. | 900.00 | 12 months from the date of receipt of funds |
| 2 | Expenses towards General Corporate Purpose | 246.60 | 12 months from the date of receipt of funds |

**d) Maximum number of securities to be issued and price at which securities being offered**

It is proposed to issue and allot in aggregate up to 27,30,000 fully paid-up equity shares having face value of ₹5/- (Rupees Five only) each to the proposed allottees on preferential basis.

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹42/- (Rupees Forty Two Only).

**e) Basis on which the price has been arrived along with report of the registered valuer**

The Equity shares of the Company is listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the equity shares shall be issued not less than higher of the following:

1. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹41.16/- per equity shares;

   or

2. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹40.85/- per equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares to be allotted shall be higher of the following parameters:

I. Price determined as per the provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which are 28.73/- per equity shares

or

II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is ₹41.16/- per equity shares.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹41.16/- per equity shares. The issue price is ₹42/- (Rupees Forty Two Only) per equity shares, which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company i.e. https://primeindustrieslimited.in/investors/

**f) Relevant Date**

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as Friday, September 18, 2026*, for the purpose of computation of issue price.

*Note: The 30th day falls on September 19, 2026, Saturday, in accordance with the Explanation to Reg 164(1), where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.

**g) The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (h) below.

**h) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

| Sr. No. | Name of the Proposed Allottees | Category | Ultimate Beneficial Owner | Pre- Issue Shareholding | | Number of equity share to be issued | Post- Issue equity Shareholding (Post Preferential allotment) | |
|---|---|---|---|---|---|---|---|---|
| | | | | No. of Shares* | % of holding | | No. of Shares | % of holding# |
| 1. | Mr. Uday Narang | Non-Promoter | Not Applicable | 1,93,342 | 0.92% | 24,92,500 | 26,85,842 | 11.32% |
| 2. | Mr. Kushal Muchhal | Non-Promoter | Not Applicable | Nil | Nil | 2,37,500 | 2,37,500 | 1.00% |

** The details are based on BENPOS dated September 18, 2026;*

*#These percentages have been calculated on the basis of post preferential share capital of the Company i.e. ₹11,86,67,000/- (Rupees Eleven Crore Eighty Six Lakhs Sixty Seven Thousand Only) divided into 2,37,33,400 (Two Crore Thirty Seven Lakhs Thirty Three Thousand Four Hundred) Equity Shares of ₹5/- (Rupees Five Only) each after taking into consideration 27,30,000 equity shares to be allotted in the current preferential issue.*

**i) Intention of the promoters/ directors/ or key managerial personnel to subscribe to the offer**

None of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

**j) Time frame within which the Preferential Issue shall be completed**

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted within a maximum period of 15 days from the date of this resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of last of such approvals or permissions.

**k) Shareholding pattern pre and post preferential issue would be as follows**

The shareholding pattern of the Company before and after the proposed preferential issue to Non-Promoter category is likely to be as follows:

| Sr. No. | Category | Pre-Issue Shareholding* | | Equity Shares to be allotted | Post-Issue Shareholding (Post Preferential allotment) | |
|---|---|---|---|---|---|---|
| | | No. of equity shares held | % of Shares | | No. of equity shares held | % of Shares# |

| | | | | | | |
|---|---|---|---|---|---|---|
| **A** | **Promoter & Promoter Group Shareholding** | | | | | |
| A1 | Indian Promoter | 12,84,294 | 6.11% | - | 12,84,294 | 5.41% |
| A2 | Foreign Promoter | - | - | | - | - |
| | **Sub Total (A)** | **12,84,294** | **6.11%** | **-** | **12,84,294** | **5.41%** |
| **B** | **Public Shareholding** | | | | | |
| B1 | Institutions | 0 | 0.00% | | 0 | 0.00% |
| B2 | Institutions (Domestic) | 2,03,800 | 0.97% | | 2,03,800 | 0.86% |
| B3 | Institutions (Foreign) | 0 | 0.00% | | 0 | 0.00% |
| B4 | Central Government/ State Government(s)/ President of India | 0 | 0.00% | | 0 | 0.00% |
| B5 | Non-Institutions | 0 | 0.00% | | 0 | 0.00% |
| | Resident Individuals holding nominal share capital up to Rs. 2 lakhs | 42,35,757 | 20.17% | | 42,35,757 | 17.85% |
| | Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs | 40,37,899 | 19.22% | 27,30,000 | 67,67,899 | 28.52% |
| | Non-Resident Indians (NRIs) | 1,78,003 | 0.85% | - | 1,78,003 | 0.75% |
| | Bodies Corporate | 1,01,10,977 | 48.14% | - | 1,01,10,977 | 42.60% |
| | Any Other (specify) | 9,52,590 | 4.54% | - | 9,52,590 | 4.54% |
| | **Sub Total B= B1+B2+B3+B4+B5** | **1,97,19,106** | **93.89%** | **27,30,000** | **2,24,49,106** | **94.59%** |
| | **Total Shareholding (A+B)** | **2,10,03,400** | **100.00%** | **27,30,000** | **2,37,33,400** | **100.00%** |

**The details are based on BENPOS dated September 18, 2026;*

*#These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment of Equity Shares i.e. ₹11,86,67,000 (Eleven Crore Eighty Six Lakh Sixty Seven Thousand Only) divided into 2,37,33,400 (Two Crore Thirty Seven Lakhs Thirty Three Thousand Four Hundred) Equity Shares of ₹5/- (Rupees Five Only) each.*

**l) Change in Control, if any, in the Company consequent to the preferential issue**

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Non-Promoter category consequent to preferential allotment.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year, the Company has not made any allotments on a preferential basis till date.

**n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable. Since the allotment of equity shares pursuant to preferential issue is made for consideration payable in cash.

**o) Principal terms of assets charged as securities**

Not applicable

**p) Material terms of raising such securities**

The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**q) Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**r) The current and proposed status of the allottee(s) post Preferential Issue namely, non-promoter category**

| Sr. No. | Name of Allottee | Current Status | Post Status |
|---|---|---|---|
| 1. | Mr. Uday Narang | Non-Promoter | Non-Promoter |
| 2. | Mr. Kushal Muchhal | Non-Promoter | Non-Promoter |

**s) The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

| Sr. No. | Name of proposed allottees | Percentage of post preferential issue* |
|---|---|---|
| 1. | Mr. Uday Narang | 11.32% |
| 2. | Mr. Kushal Muchhal | 1.00% |

**These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis after Preferential Allotment of Equity Shares i.e. ₹ 11,86,67,000 (Rupees Eleven Crore Eighty Six Lakh Sixty Seven Thousand Only) divided into 2,37,33,400 (Two Crore Thirty Seven Lakh Thirty Three Thousand Four Hundred) Equity Shares of ₹5/- (Rupees Five Only) each.*

**t) Amount which the company intends to raise by way of such securities**

Aggregating up to ₹11,46,60,000/- (Rupees Eleven Crores Forty Six Lakhs Sixty Thousand Only).

**u) Certificate of Practicing Company Secretary**

The certificate from Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website, i.e., https://primeindustrieslimited.in/investors/

**v) Other Disclosures/ Undertaking**

i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.

ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

vi. The Company is in compliance with the conditions for continuous listing.

vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.

viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

x. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By order of the Board**
**For Prime Industries Limited**
**Sd/-**
**Diksha Tiwari**
**Company Secretary & Compliance Officer**
**ACS77914**

**Place: Ludhiana**
**Date: 20.09.2026**

## ANNEXURE TO THE NOTICE

### DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015

| **Name of the Director** | **Mr. Rajinder Kumar Singhania** | **Mr, Sanjiv Malik** | **Mr. Deepak Handa** |
|---|---|---|---|
| Director Identification Number(DIN) | 00077540 | 09498207 | 07984901 |
| Designation | Non-Executive Director | Managing Director | Non Executive Director |
| Nationality | Indian | Indian | Indian |
| Date of Birth (Age in years) | 15.07.1954 (72 years) | 29.07.1965 (61 years) | 09.08.1986 (40 years) |
| Date of first appointment on the Board | 01.04.1992 | 08/09/2026 | 20/09/2026 |
| Qualifications | Chartered Accountant (C.A.) | Graduate | Graduate |
| Experience and expertise in specific functional area | He is having over 42 years of rich experience in finance, M&A and taxation. A Chartered Accountant by qualification, he is a calculated risk-taker with deep industry knowledge and heads the corporate strategy, finance and risk verticles of the Company.<br>He is also the Managing Director of Master Capital Services Limited and Prime Industries Limited (BSE Listed Company), further he is also having directorship in other Companies. | Mr. Sanjiv Malik is a qualified B.Tech. in Textile Technology with more than 30 years of professional experience in the textile and related industries. He has gained extensive exposure to areas including textile manufacturing, production management, quality control, operations, business development and industry practices.<br><br>With his technical knowledge and professional experience in the textile sector, Mr. Sanjiv Malik brings valuable industry expertise and a practical understanding of the Company's business and operational environment. He is expected to contribute effectively to the deliberations of the Board and provide strategic guidance for the growth and long-term development of the Company.<br><br>His appointment as Director of Prime Industries Limited will enable the Company to benefit from his technical expertise, industry | Mr. Deepak Handa is a seasoned automotive industry professional with 25+ years of experience across operations, business development, with a career spanning leading automotive and engineering organizations, he has built a strong reputation for combining technical expertise with customer focus, operational discipline and business growth.<br>He brings extensive experience in the automotive components and precision manufacturing sector, having previously held leadership and technical positions with organizations like Sawraj (PTL) , Automotive Tube Manufacturing Industries, precision steel tubes, SS Hoses, Fuel & Oil Hoses, Hydraulic Hoses, Exhaust System, Sheet metal components, precision Automotive & Non-Automotive Machining components and EV Projects other automotive products supplied to leading domestic and international OEMs |

| | | | |
|---|---|---|---|
| | | knowledge and professional experience. | |
| Terms and conditions of reappointment and Remuneration | As per the Nomination and Remuneration Policy | As per the Nomination and Remuneration Policy | As per the Nomination and Remuneration Policy |
| Remuneration last drawn | Rs 12 | NIL | NIL |
| Relationship with other Directors or KMPs | not having any relationship with other director. | not having any relationship with other director. | not having any relationship with other director. |
| Directorship in other listed Entities | 1 | Nil | Nil |
| Membership/Chairmanship of committees in public limited companies | 1 | 0 | 0 |
| Shareholding in the Company (in %) | 0.04% | 0 | 0 |
| Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any | NA | NA | NA |