

NOTICE

Notice is hereby given that 11th Annual General Meeting of the Company will be held on Friday, 28th day of September, 2018 at 02.00 P.M., at the AHMEDABAD MANAGEMENT ASSOCIATION (AMA), Dr V S Marg, IIM-A Road, Vastrapur, Ahmedabad 380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company including the Audited Balance Sheet as on March 31, 2018, the Statement of Profit and Loss and the Cash flow statement [including consolidated financial statements] for the financial year ended on 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hiren Ghelani (DIN: 02212587) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Umesh Patel (DIN: 07964920) as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Umesh Patel (DIN: .07964920) who was appointed by the Board of Directors as an Additional Director of the Company (and categorised as 'Independent Director') with effect from 6th October, 2017, and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”), and who is eligible for appointment under the provisions of the Act, and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing her candidature for the office of Director of the Company, be and is hereby appointed pursuant to the provisions of Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Act, as an Independent Director of the Company for a period of five years, and such five years be computed from the date of his initial/first appointment, i.e. 6th October, 2017, subject to his compliance with the requirements as prescribed under the Act with regard to an Independent Director and such other provisions as may be applicable, if any, from time to time, and further during the tenure of his appointment, the said Independent Director shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT Board of Directors and / or Company Secretary of the Company be and are hereby authorised to do all such acts, deed, things and matters as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.”

**By Order of the Board of Directors
For, Prime Customer Services Limited**

Date : 13th August, 2018
Place : Ahmedabad

**Jinen Ghelani
Chairman, Managing Director and CFO
(DIN: 01872929)**

Registered Office:
102, Sanskar-2, Nr. Ketav Petrol Pump,
Polytechnic Road, Ambawadi,
Ahmedabad 380001

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies and that a proxy need not be a member of the Company. Proxies in order to be effective must be deposited not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution/authority as applicable.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for Annual General Meeting.
3. Relevant details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 and Secretarial Standard on General Meeting (“SS-2”) issued by Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment as director under item No. 2 is furnished in Annexure 1 to the notice.

4. The route map and prominent landmark of the venue of the Annual General Meeting as required under Clause 1.2.4 of the Secretarial Standards on the General Meeting is annexed herewith as Annexure 2 to the Notice.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's registrars and transfer agents, **BIGSHARE SERVICES PRIVATE LIMITED** to provide better and efficient services. Members holding shares in physical form can submit their PAN details to the Company.
7. In terms of SEBI Gazette Notification dated June 08, 2018, shares in physical form will not be transferred after December 05, 2018. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form at the earliest. Members can contact **BIGSHARE SERVICES PRIVATE LIMITED** for assistance in this regard.
8. Electronic copy of the Annual Report being sent to all the members whose email address are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report being sent in the permitted mode.
9. Electronic copy of the Notice of the 11th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email address are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 11th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 11th Annual General Meeting, Attendance Slip, Proxy Form and Annual Report will also available on the Company's website www.primecustomer.co.in for their download.
11. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
13. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
14. The facility for voting through ballot paper shall be made available at the AGM. The members attending the meeting shall be able to exercise their right of demanding poll.
15. The record date for the purpose of determining the eligibility of the Members to attend the 11th Annual General Meeting of the Company is Friday, 21st September, 2018.
16. A person who is not a member as on the record date should treat this Notice for information purpose only.
17. The voting rights of members, in case poll is demanded, shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date of Friday, 21st September, 2018.
18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the record date i.e. Friday, 21st September, 2018, can also attend the meeting.
19. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
20. The Transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 125 of the Companies Act, 2013, during the current Financial Year is not applicable.
21. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
22. Mr. Umesh Ved, Company Secretary of M/s. Umesh Ved & Associates, (Membership No. 4411, C.P. No. 2924), Ahmedabad has been appointed as the Scrutinizer to scrutinize the Ballot voting at the ensuing Annual General Meeting of the Company process in a fair and transparent manner.

23. The scrutinizer shall within a period of not exceeding two working days from the conclusion of the voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
24. The results of the voting along with the scrutinizer's report shall be placed in Company's website within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

**By Order of the Board of Directors
For Prime Customer Services Limited**

Date : 13th August, 2018
Place : Ahmedabad

**Jinen C Ghelani
Chairman, Managing Director and CFO
(DIN: 01872929)**

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

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned under Item No. 3 of the accompanying Notice

Item 3:

Pursuant to recommendation of Nomination & Remuneration Committee, Board appointed Mr. Umesh Patel (DIN: .07964920) as an Additional Director (Independent), during their Meeting held on 6th October, 2017 for a period of five years. The present appointment is subject to approval of the Shareholders in terms of the applicable provisions of the Companies Act, 2013.

The terms of appointment including payment of sitting fees are as per the Letter of Appointment dated 6th October, 2017.

Except Mr. Umesh Patel, none of the Directors and/ or Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in the above resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Shareholders.

ANNEXURE TO THE NOTICE
Annexure- '1'
Details of the Directors seeking appointment/re-appointment at the 11th Annual General Meeting

Name of Director	Hiren Chandrakant Ghelani
DIN	02212587
Date of Birth	11/11/1979
Date of first Appointment	06/06/2016
Educational Qualification	BBA, M.com
Expertise in Specific Functional Area and experience	Having 20 years experience in financial and capital markets with a flair for figures, information & research viz. sales, marketing
Directorship held in other Companies	1. Florens Farming Private Limited - Director 2. Prosperity Securities Private Limited - Director 3. NH Time Investments Research Private Limited - Director
Chairmanship/Membership of the committee of the Board of Directors of the Company	Audit Committee- Member Prime Customer Services Limited
Committee positions held in other Companies	NIL
No. Of Equity Shares held in the Company as on 31/03/2018	1125000
Remuneration Last drawn by such person, if any	8,90,400/- p.a.
No. of the Board meetings attended during the year	3
Inter se Relationship	Brother-Jinen Ghelani

Annexure to Item No. 3

Name of Director	Umeshkumar Manubhai Patel
DIN	07964920
Date of Birth	07/06/1956
Date of first Appointment	06/10/2017
Educational Qualification	BSC, LLB
Expertise in Specific Functional Area and experience	Having 41 years of experience in farming, agriculture and exports.
Directorship held in other Companies	1. NIL
Chairmanship/Membership of the committee of the Board of Directors of the Company	NIL
Committee positions held in other Companies	NIL
No. Of Equity Shares held in the Company as on 31/03/2018	NIL
Remuneration Last drawn by such person, if any	NA
No. of the Board meetings attended during the year	2
Inter se Relationship	NIL

Annexure- '2'

Route Map for Annual General Meeting:

