

PRIME CAPITAL MARKET LIMITED

INFORMATION MEMORANDUM

PART - I

I. General Information

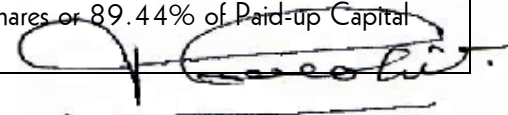
Name of Company	Prime Capital Market Limited
Registered Office Address	Plot No. 18A, B.J.B. Nagar, Bhubaneswar-751 014 (Orissa)
Administrative Office Address	P-27, Princep street, 3rd Floor, Kolkata – 700 072
Telephone & Fax No.	Tel : +91 33-2234 9915 / 2234 6715 Fax : +91 33 2234 9915
Email ID	primecapital.kolkata@gmail.com
Website	www.primecapitalmarket.com
Date of Incorporation of Company	28th June 1994
CIN of the Company	L67120OR1994PLC003649
Scrip Code on BSE	Yet to be allotted
ISIN of the Company	INE748D01010
Name of Regional Stock Exchanges where the Shares of Company are Listed	Bhubaneswar Stock Exchange
Name of Other Stock Exchanges where the Shares of Company are Listed	Delhi & Calcutta Stock Exchanges
Name & Address of Auditors of the Company	M/s B. S. Kedia & Co. Chartered Accountants Bikaner Building, 1 st Floor, Room No. 8 8/1, Lal Bazar Street, Kolkata-700 001 Tel : +91 33 2248 3696 Email : bsk_1@rediffmail.com

II. Capital Structure of the Company

Authorized Capital of the Company	Rs. 11.00 Crore
Paid-up Capital of the Company	Rs. 10.00001 Crore
Issued & Subscribed Capital of the Company	Rs. 10.00001 Crore
Face Value of Equity Shares	Rs. 10/- (Ten)

III. Shareholding Pattern of the Company

Shares held by Promoters & Promoter Group & Percentage of Paid-up Capital	4,90,351 Equity Shares or 4.90% of Paid-up Capital
Shares held by Public & Percentage of Paid-up Capital	95,09,749 Equity Shares or 95.10% of Paid-up Capital
No. of Shareholders as on 31 st March 2013	681 For PRIME CAPITAL MARKET LIMITED
No. & Percentage of Shares in Dematerialized Form	8944250 Shares or 89.44% of Paid-up Capital



DIRECTOR

IV. Company, Management and Project

<p>History and main objects and present business of the Company</p>	<p>The Company was incorporated on 28th June 1994 in City of Cuttack (Orissa) in the name and style of "Prime Securities Limited". The Name of the Company was changed on 24th March 1995 as "Prime Capital Market Limited".</p> <p>The Company was Promoted by Mr. Ashish Choudhary, Mr. P. C. Basu & Mr. I. S. Malhotra who have been resigned in between. The Details of the Current Promoters of the Company has been given elsewhere in this Information Memorandum.</p> <p>The Main Objects of the Company are as under –</p> <ol style="list-style-type: none">1.<ol style="list-style-type: none">i. To carry on and undertake the business of investment and general financier and to purchase, acquire, hold and dispose of or otherwise invest in shares, debentures, stocks, bonds, obligations and securities or any other documents or rights, whatsoever whether in India or elsewhere and to carry on the business of Hire-purchases, leasing and finance lease arrangements of all kinds, purchasing, selling hiring or letting on hire or on lease all kinds of plants, machineries, equipments, vehicles and all movable or immovable properties and factoring, discounting, in general of all bills, documents, bills of exchange or rights whatsoever and such allied activities which are required to carry on the said activities.ii. To carry on the business of investors, guarantors and to finance, lend or advance money or give loan to such persons or firm or body corporate/s with the objective of financing industrial enterprises or otherwise either on or without interest, whether secured or not, on any such terms as may be determined and to receive money as deposit or loan upon such terms and conditions as the Company may approve, provided that the Company shall not do any banking business as defined in the Banking Regulations Act 1949 without necessary consent from the RBI and other authorities as may be required and to run or undertake any schemes like chitfund, mutual funds after receiving all permissions and sanctions and sanctions from the Authorities.iii. To carry on the business of rendering consultancy and advisory services in respect of Foreign Exchange International Financial Services and all related aspects thereof, to act as financial intermediaries to organize and provide syndicated
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For PRIME CAPITAL MARKET LIMITED



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	<p>financial arrangements whether in domestic or in international market and whether by way of loans or guarantees or credit in exports and acceptances, co-acceptance and discounting of international bills, to act as representative in India for any persons, association, bank financial institution or a Company established in India or abroad to advice on mobilize and manage off-shore funds both in India and abroad, to arrange placement of funds by Indians or non-resident Indians in connection with any public or private issue of securities in India and to undertake business of rendering consultancy services, data processors relating to finance, investment, corporate affairs, management services, banking services in all its' aspects to any Company, body corporate, firm, trust, association of persons, individuals.</p> <p>2. To carry on and undertake the business as stock-broker, sub-broker, merchant banker, portfolio manager, investment, consultant, consultant to the public issue, registrar to the public issue, data processors and to manager investment pools, syndicate in shares and securities and to undertake all allied activities related to the above said objects and to become member of stock exchanges/s and to do merchant banking business of its' own in collaboration with other bankers / merchant bankers, subject to prior approval of SEBI and other authorities.</p>
Subsidiary(ies) of the company, if any	We are not having any Subsidiary Company as of now
Group / Sub-Group Companies listed on BSE	<p>Following are Group or Sub-group present of the Company –</p> <ul style="list-style-type: none"> • Unisys Softwares & Holding Industries Limited • Warner Multimedia Limited • JMD Telefilms Industries Limited
Promoters and their background	<p>The Company was originally promoted by Mr. Ashish Chaudhuri, Mr. Sasanka Sarkar and Mrs. Anjana Bose on 01.07.1995 Mr. Sasanka Sarkar and Mrs. Anjana Bose resigned from the directorship and in their places Mr. P. C. Basu, Mr. A. K. Chakravarty, Mr. I. S. Malhotra & Mr. S.L. Baluja were appointed as the Directors.</p> <p>Mr. Ashish Chaudhuri (36 years old), B.Com., was having an experience of over 10 years in the field of investment and project consultancy.</p> <p>Mr. P. C. Basu (55 years old), is an M.A.(Eco.), M.Com, CA, LLB and a seasoned banker, served State Bank of India for more than 25 years of experience in responsible positions such as</p>

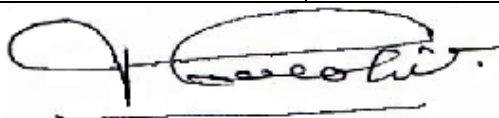
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	<p>Regional Manager, Inspector of Projects, AGM of Developmental Banking, Planning, Merchant Banking, International Banking, Retail Banking, Credit management. In the academic pursuits, Sri Basu was the Chairman of St. Xavier Institute (A Senior Secondary English Medium School) and core Management Associate of Eastern India and a director of Distance Education Society, Kolkata.</p> <p>Mr. I. S. Malhotra (48 years old), is an FCS, FICWA, LLB, Diploma in Accounting and Auditing (London), having an experience on corporate laws. He has over 23 years experience in Corporate Sector. He was a Corporate Advisor to a number of Industrial Houses of India, presently being advisor to 6 such Industrial Houses, besides being Director of Training and Membership of the Institute of the Company Secretaries of India. Presently the areas of activities handled by him are Company Law and other legal matters.</p> <p>There were changes among Board Directors of the Company during the period and in year 2001; the Management of the Company was taken over by Mr. Jagdish Purohit with other Directors Mr. Bimal Joshi and Mr. Dhruva Narayan Jha. Further, Mr. Jagdish Prasad Purohit has been resigned from the Board in year 2007 and his place was being taken over by Mr. Sushil Kr. Purohit. Recently, i.e. in year 2011, both Mr. Bimal Joshi and Mr. Dhruva Narayan Jha have resigned from the Board and their places have been taken over by Chandresh N. Shah, Mr. Pawan Kr. Borad and Mr. Pawan Kr. Purohit, relatives of Mr. Sushil Kr. Purohit, under the management of Mr. Sushil Kr. Purohit. The Back ground of current management personnel and Board of Directors have been elaborated elsewhere in the Information Memorandum.</p>
<p>Names, addresses and occupation of manager, managing director and other directors including nominee-directors, whole-time directors (giving their directorships in other companies)</p>	<p>Mr. Sushil Kr. Purohit –Non-Independent & Executive Director Address : 6/1, Bijoy Mukharjee Lane, Bhawanipore, Kolkata-700 025 Directors in other Public Limited Companies – • Unisys Softwares & Holding Industries Ltd.</p> <p>Mr. Pawan Kr. Purohit Non-Independent & Executive Director Address : 6/1, Bijoy Mukharjee Lane, Bhawanipore, Kolkata-700 025 Directors in other Public Limited Companies – Not Any</p> <p>Mr. Chandresh N. Shah –Non-Independent & Non-Executive Director</p>

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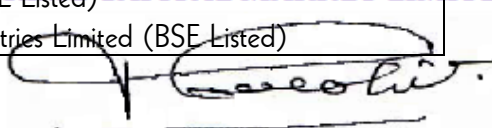


DIRECTOR

	<p>Address : 101, Pritam Apartment, Anand Nagar, Shivaji Road, Dahisar (E), Mumbai-400 068</p> <p>Directors in other Companies –</p> <ul style="list-style-type: none"> • Blue Circle Services Limited <p>Mr. Pawan Kr. Borad –Non-Independent & Non-Executive Director</p> <p>Address : Flat No. C/1, 3rd Floor, Geet Govind Building, Maharana Pratap Road, Bhayandar West, Dist. Thane-401 101</p> <p>Directors in other Companies –</p> <ul style="list-style-type: none"> • Blue Circle Services Limited <p>Mr. Sunny Sharma – Company Secretary & Compliance Officer</p> <p>B. Com, CS</p> <p>6B, Sovabazar Street, Kolkata – 700005</p>
Location of Business / Project	At Kolkata (West Bengal)
Plant and Machinery, Technology, Process, etc.	Not Any
Collaboration, any performance guarantee or assistance in marketing by the collaborators.	Not Any
Infrastructure facilities for raw materials and utilities like water, electricity, etc.	Not Applicable
Nature of the products - consumer/industrial and end-users	<ul style="list-style-type: none"> • Investments in Equity & Commodities Market • NBFC Activities • Loans & Advances • Wealth Management • Financial and Management Consultancy
Approach to marketing and proposed marketing set up.	The Company is having its wide presence in finance and money market thus people approaches to the Company to the extent of their needs. Further, the Company is not required to approach to its clients for marketing looking to the nature of its business.
Export possibilities and export obligations	The Company's business is not having any scope for export possibilities or export obligations.
Future prospects	The Company is hopeful of doing better and better as time progresses.
Stock Market Data	As the Shares of the Company trades in the narrow range thus we are not providing stock market data for the Company. However last closing price on CSE was Rs. 279/-.

V. Particulars in regard to the Company and other listed companies under the same management within the meaning of section 370(1B) which made any capital issue during the last three years :

Name of the company	<ul style="list-style-type: none"> • Prime Capital Market Limited (CSE Listed) • Unisys Softwares & Holding Industries Limited (BSE Listed)
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DIRECTOR

	<ul style="list-style-type: none"> • Warner Multimedia Limited (BSE Listed) • JMD Telefilms Industries Limited (BSE Listed)
Year of issue	1996
Type of issue (Public/rights/composite)	Public Issue
Amount of issue	Rs. 6.00 Crore
Date of Listing	April 1996
Rate of dividend paid	No Dividend is being paid during last 7 Years

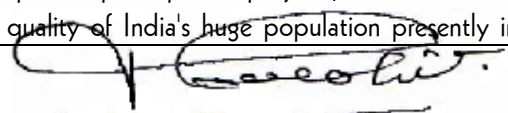
VI. Outstanding litigation pertaining to –

Matters likely to affect operation and finances of the company including disputed tax liabilities of any nature	No Such Case/s pending against Company
Criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956.	No Such Case/s
Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges).	No Such Case/s
Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.	No Material Development after the date of the latest Balance Sheet

VII. Management perception of risk factors (i.e., sensitivity to foreign exchange rate fluctuations, difficulty in availability of raw materials or in marketing of products, cost/time overrun, etc.)

<p>The current recession does not appear as a purely economic one, and nor will the fallouts be restricted to economics alone. While factors that lead me to conclude this are many, one can quickly look at the maddening fluctuation in oil prices and try convincing them that this is truly economic demand and supply at work. I stand unconvinced.</p> <p>This recession is a test of political leadership across the world and of the belief in a global economic order.</p> <p>Unfortunately, performance on both these counts by India's politicians has been far from impressive. One can see it in the state of infrastructure, the delay in taking crucial action and the immediate raising of protective barriers when a global meltdown commenced.</p> <p>However this can be handled by way of undertaking large private participation projects, investment and regulate education with a twofold objective - Improve the quality of India's huge population presently in</p>
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DIRECTOR

working age group and second undertake effective and radical reforms to ensure all children visit at least part time school, by way of Tax reforms that bring some order in central vs. state taxation. Cracking down on corruption, which is India's single most important threat. Empowering the Vigilance Commission and set up an executive body not answerable from the political framework (like the army / judiciary) with special windows with judiciary for time bound trials. Focus on ground level corruption initially to ensure public's respect for the law is reinforced first. It would also be more agreeable to the politicians, so there may be a chance that it happens.

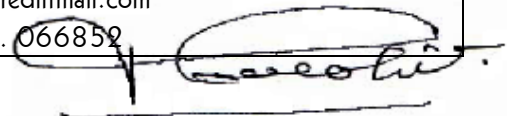
Again, change in Government Policy, both local and Export; on its products, levy/increase of Taxes etc can affect the profitability of our Business.

PART II

I. General information

Consent of Directors, Auditors, Solicitors / Advocates, Managers to the issue, registrar of issue, bankers to the company, bankers to the issue and experts.	Not Applicable to the Company as ours are one of the listed Company and are not proposing to raise fund from both Primary & Secondary Market.
Change, if any, in directors and auditors during the last three years, and reasons thereof.	<p>Change in Composition of Board During last three years, Mr. Dhurva Narayan Jha, Mr. Pravin Jain and Mr. Vimal Joshi have been resigned from the Board. Further, Mr. Chandresh N. Shah, Mr. Pawan Kr. Borad have joined the Board as Non-Executive, Independent Directors of the Company to fill-up vacancies caused due to resignation of above referred Directors. Recently Mr. Pawan Kr. Purohit, relatives of Mr. Sushil Kr. Purohit, Managing Director, has joined the Board as Executive Director of the Company.</p> <p>Change in Auditors of the Company Mr. Manbendra Bhattacharyya & Co. were Auditors of the Company during Financial Year 2009-10 & 2010-11 who have resigned as Auditors of the Company and in their place, Mr. B. S. Kedia & Co. has been appointed as Auditors of the Company.</p>
Names and addresses of the company secretary, legal adviser, lead managers, co-managers, auditors, bankers to the company, bankers to the issue, and brokers to the issue.	<p>Auditors :- M/s B. S. Kedia & Co. Chartered Accountants Bikaner Building, 1st Floor, Room No. 8 8/1, Lal Bazar Street, Kolkata-700 001 Tel : +91 33 2248 3696 Email : bsk_1@rediffmail.com Membership No. 066852</p>

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	Company Secretary :- Amit R. Dadheech & Associates Tel : 022-2651 5711 Email : amitrdadheech@gmail.com
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II. Financial Information

Particulars	Rs. in lacs		
	Mar 12	Mar 11	Mar 10
Other Operating Income	151.50	76.28	51.53
Total Income	154.38	76.60	51.53
Expenditure	19.50	9.61	9.35
Profit before Tax	134.88	66.99	42.18
Exceptional Items	33.64	24.04	0.00
Provision for Tax	16.82	6.85	6.37
Profit aft Tax	84.42	36.10	35.81
Share Capital	1000.01	1000.01	1000.01
Accumulated Profit / (Loss)	218.46	134.04	97.94
Networth (as per formula prescribed under the ICDR Regulations 2009)			Rs. 1218.47 Lac

III. Statutory and Other Information

Name of Registrar & Share Transfer Agent	M/s. ABS Consultants Private Ltd.
Complete Address	99, Stephen House, 6th Floor, 4, B.B.D. Bag (East), Kolkata – 700 001
Telephone & Fax Nos.	Tel : 033-22430153 / 033-22201043 Fax : 033-22430153
Email Address	absconsultant@vsnl.net
RTA Website	www.absconsultant.com
Any of Issue of Shares since last 5 Years	Not Any
Premium / Discount on such Issue	Not Applicable
Issue of Shares other than Cash	Not Applicable
Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue	Not Applicable
Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit.	Not Any
Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares.	<ul style="list-style-type: none"> • Every one paid-up Equity Share of Company is having one voting rights. • Every one Equity Share is eligible for Dividend on

For PRIME CAPITAL MARKET LIMITED



DIRECTOR

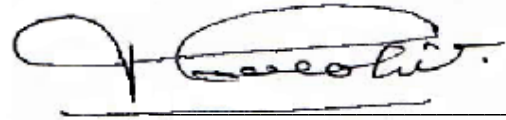
	Pari-passu basis. <ul style="list-style-type: none"> • Change in Articles of Association by way of Calling AGM, EOGM or by way of Consent of its Investors via Postal Ballot can modify such rights. • Non-Payment of Allotment Money even after issue of three Notices calling Allotment Money payment is liable to be forfeiture of Shares held by Investors.
Restrictions, if any, on transfer and transmission of shares / debentures and on their consolidation / splitting.	There is no restriction on transfer and transmission of shares / debentures and on their consolidation / splitting.
Revaluation of assets, if any (during last five years).	No Revaluation of Assets is being made during last 5 years.

DECLARATION

I, Mr. Sushil Kr. Purohit, Managing Director of M/s. Prime Capital Market Limited, hereby declare that all the relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government or the guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be.

Place : Kolkata
Date : 8th April 2013

For PRIME CAPITAL MARKET LIMITED



Signature of directors
DIRECTOR