August 21, 2025

To,
BSE Limited
Listing Centre
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip Code – 530589
Scrip Symbol – PRIMAPLA

Sub: <u>Notice of meeting of the Equity Shareholders of the Company convened as per the directions of the National Company Law Tribunal, Ahmedabad Bench in the matter of the Scheme of Arrangement between Prima Plastics Limited ("Company" or "Demerged Company") and Prima Innovation Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme")</u>

This is in reference to our letter dated July 26, 2025 informing about the NCLT Order given by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT") in the Company Scheme Application CA(CAA)/25/AHM/2025 for convening meeting of the Equity Shareholders of the Company through video-conferencing or other audio-visual means ("VC/OAVM") to consider, and if thought fit, approve, with or without modification, the proposed Scheme of Arrangement between the Company and Prima Innovation Limited ("Resulting Company") and their respective shareholders and creditors, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") ("Scheme").

Accordingly, as per the directions set out in the order of the NCLT, SEBI Observation Letter and in compliance with the provisions of the Act and related Rules, read with the applicable general circulars issued by the Ministry of Corporate Affairs in relation to conducting general meeting through VC/OAVM with facility for e-voting, Regulation 44 and other provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, we are submitting herewith the Notice of meeting of the Equity Shareholders of the Company to be held on Saturday, September 27, 2025 at 11:00 AM (IST) through VC / OAVM, for the purpose of considering, and if thought fit, approving the proposed Scheme.

The Company has completed dispatch of Notice of the Meeting along with Annexures today, i.e., on August 21, 2025 through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agents /Depository Participants / Depositories as on March 31, 2025 as per direction of the NCLT Order.

The aforesaid Notice and the Explanatory Statement together with the accompanying documents are also being uploaded on the Company's website at https://www.primaplastics.com/scheme_arrangement.php . You are requested to kindly take the above information on your records.

Yours sincerely,

For Prima Plastics Limited

PRACHI
MAHENDRA
MANKAME

Digitally signed by PRACHI MAHENDRA MANKAME
DN: c=IN, o=Personal, postalCode=400068, l=Mumbai, st=Maharashtra, street=D/43, Rustomjee Regal Dahisar West, Mumbai, Mumbai Maharashtra India- 400068- Near Rustomjee School, title=3524, 2.5.4.20=43d8652e2af96757a241c46595c1c6583ecf88c0f9f5294 3fbd16e532962ca02, serialNumber=c813d361703a884b5f438465cc5093a983cf05da7f 37cbfd070f25a7c4713f12, email=prachimankame18@gmail.com, cn=PRACHI MAHENDRA MANKAME
Date: 2025.08.21 19:48:34 +05'30'

Prachi M. Mankame
Company Secretary & Compliance Officer
Membership No. A67042

PRIMA PLASTICS LIMITED
Corporate Identity Number (CIN): L25206DD1993PLC001470
Registered Office: 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India
Phone: 022 2857 4768/69
Email: cs@primaplastics.com **Website**: https://www.primaplastics.com/

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF PRIMA PLASTICS LIMITED PURSUANT TO ORDER DATED JULY 25, 2025 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH - 1

MEETING	
Day	Saturday
Date	September 27, 2025
Time	11:00 a.m.(IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, the meeting shall be conducted through video conferencing (**"VC"**)/ other audio-visual means (**"OAVM"**)
Cut-off date for e-voting	Saturday, September 20, 2025
Remote e-voting start date and time	Wednesday, September 24, 2025 at 9.00 a.m. (IST)
Remote e-voting end date and time	Friday, September 26, 2025 at 5.00 p.m. (IST)

The Notice of the meeting and the explanatory statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules constitutes a single and complete set of documents and should be read together as they form an integral part of this document.

FORM NO. CAA. 2

[PURSUANT TO SECTION 230 (3) OF THE COMPANIES ACT, 2013 AND COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH

CA(CAA)/25/AHM/2025

IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 52, 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND
IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN PRIMA PLASTICS LIMITED AND PRIMA INNOVATION LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PRIMA PLASTICS LIMITED, a company incorporated under the provisions of the Companies Act, 1956, having Corporate Identity Number L25206DD1993PLC001470 and its registered office at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India	)))))))	… **First Applicant Company / Demerged Company / Company**

<u>NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS</u>

To,
All the Equity Shareholders
Prima Plastics Limited

1. **NOTICE** is hereby given that, in accordance with the Order dated July 25, 2025 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**Tribunal**") ("**Tribunal Order**" or "**Order**") in the abovementioned Company Scheme Application, a meeting of the equity shareholders of the Company, will be held on Saturday, September 27, 2025 at 11.00 a.m. (IST) through video conferencing ("**VC**")/ other audio visual means ("**OAVM**"), for the purpose of considering, and if thought fit, approving with or without modification, the proposed Scheme of Arrangement between Prima Plastics Limited ("**Company**" or "**Demerged Company**") and Prima Innovation Limited ("**Resulting Company**") and their respective shareholders and creditors ("**Scheme**") ("**Meeting**"). The deemed venue for the Meeting shall be the Registered Office of Prima Plastics Limited its registered office at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India.

2. Pursuant to the said Order, the Hon'ble Tribunal has directed that the Meeting will be held through VC/ OAVM, in compliance with the provisions of the Act, along with the CAA Rules, and operating procedures referred to circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time, namely MCA General Circular Nos. (i) 20/2020 dated 5th May, 2020 (AGM Circular), (ii) 14/2020, dated 08.04.2020 (EGM Circular-I), (iii) 17 / 2020

dated 13.04.2020 (EGM Circular-II) and General Circular No. 09/2024 dated September 19, 2024 and as amended from time to time, ("**MCA Circulars**"), provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") read with Securities and Exchange Board of India Master Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("**SEBI Scheme Circular**") and any other applicable circulars issued by Securities and Exchange Board of India ("**SEBI**") and the Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India ("**SS-2**"), each as amended and restated from time to time. The Meeting is to consider, and if thought fit, to pass, the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(6) of the Act:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230 and 232 of the Companies Act, 2013 ("**Act**"), the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench ("**Tribunal**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or any court or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Prima Plastics Limited and Prima Innovation Limited and their respective shareholders and creditors ("**Scheme**"), be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal or any court while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution."*

***RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company".*

3. **TAKE FURTHER NOTICE** that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes: (a) through e-voting system available at the Meeting to be held through VC/ OAVM ("**e-voting at the Meeting**"); or (b) by remote electronic voting ("**remote e-voting**") during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of Remote E-voting	Wednesday, September 24, 2025 at 9.00 a.m. (IST)
Conclusion of Remote E-voting	Friday, September 26, 2025 at 5.00 p.m. (IST)

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Saturday, September 20, 2025 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cut-off date, should treat the Notice for information purpose only.

4. A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") along with all annexures to such explanatory statement are annexed hereto. A copy of this Notice and the accompanying documents are also placed on the: (i) website of the Company and can be accessed at https://www.primaplastics.com/; (ii) the website of Bigshare Services Private Limited, the Company's Registrar and Transfer Agent ("**RTA**") at https://www.bigshareonline.com/ ; (iii) website of Central Depository Services (India) Limited ("**CDSL**"), being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting at www.evotingindia.com; and (iv) the website of the Stock Exchange i.e., BSE *viz*. www.bseindia.com.

5. The Tribunal has appointed Dr. VRK Badarinath Nandula, Ex. Member NCLT, to be the Chairperson of the Meeting and Ms. Aishwarya Reddy, Advocate to be the Scrutinizer for the said Meeting.

6. Once the vote on a resolution is cast by the equity shareholders, the equity shareholders shall not be allowed to change it subsequently. The voting rights of the equity shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the close of business hours on the Cut-off Date. A person who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purposes only.

7. The equity shareholders desirous of obtaining physical copies of the said Notice, the Explanatory Statement and Annexures to the Notice and Explanatory Statement, free of charge, may send a request at cs@primaplastics.com. A copy of the Scheme along with the Explanatory Statement can be obtained free of charge, between 9:00 A.M. and 5:00 P.M. (IST) on any day (except Saturday, Sunday and public holidays) up to one day prior to the date of the Meeting from the Registered Office of the Company. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding in the Company at cs@primaplastics.com.

8. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Dr. VRK Badarinath Nandula
Chairperson of the Meeting appointed by the Tribunal

Hyderabad, Thursday, August 21, 2025

Registered Office:
98/4 Prima House, Daman Industrial Estate, Kadaiya,
Nani Daman, Daman — 396 210, India
CIN: L25206DD1993PLC001470
Website: https://www.primaplastics.com/
E-mail: cs@primaplastics.com
Tel.: 022 28574768/69

Notes for the Meeting

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE MEETING THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. Pursuant to the Tribunal Order, the Meeting of the equity shareholders of the Company will be held through Video Conferencing ('VC') / Other Audio Visual means ('OAVM') to transact the business set out in the Notice convening this Meeting. The meeting will be conducted in compliance with the provisions of Companies Act, SEBI Regulation read with SS-2 and in Compliance with MCA Circulars. The Quorum for the Meeting shall be as per the said Order and will include votes through E-voting.

2. Explanatory Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and as per provisions of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional information as required under the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the SEBI and the BSE Observation letter are also annexed.

3. Since this Meeting is being held through VC/ OAVM, (a) Shareholders will not be able to appoint proxies for the Meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.

4. The proceedings of this Meeting shall be deemed to have been conducted at the registered office of the Company located at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India which shall be the deemed venue of the Meeting. **The route map for the Meeting is not attached as the Meeting is being held *via* VC / OAVM.**

5. Pursuant to provisions of Section 113 of the Act, authorized representatives of institutional/ corporate equity shareholders (i.e. other than individuals, HUF's, NRI's, etc.) may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting at the Meeting. Such institutional / corporate shareholders (i.e. other than individuals / Hindu Undivided Family) are required to send a legible scanned copy (PDF / JPEG Format) of its relevant board or governing body resolution / power of attorney / authority letter etc. to the Scrutinizer by email at aishwaryareddy@guptalawassociates.in and a copy marked to the Company at cs@primaplastics.com and CDSL at helpdesk.evoting@cdslindia.com , at least 48 hours before the Meeting or before the remote e-voting as the case may be with the subject line **"Prima Plastics Limited NCLT Convened Meeting".**

6. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent only through electronic mode to those equity shareholders whose email addresses are registered/ available with the Company/ Registrar & Transfer Agent(**"RTA"**)/ Depository participant(s) (**"DP"**)/ Depositories.

If so desired, the equity shareholders may obtain a physical copy of the Notice and the Explanatory Statement along with accompanying documents free of charge, by sending request to the Company Secretary, mentioning their name and DP ID & Client ID/ folio number, through email at cs@primaplastics.com

7. CDSL will provide the facility for voting by the equity shareholders through remote e-voting, for participation in the Meeting through VC/ OAVM and e-voting at the Meeting.

8. Information in relation to accessing the Notice of the Meeting: In Compliance with the Order and MCA Circulars, the Notice, Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and all other accompanying documents are enclosed herewith and shall be available for inspection on the Company's website at https://www.primaplastics.com/.

9. If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules, free of charge. A written request in this regard, along with the details of your shareholding and DP ID & Client ID/ folio number, may be addressed to the Company Secretary at cs@primaplastics.com.

10. Subject to the receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), present and voting, the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and at the Meeting will be considered for this purpose.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories in respect of such joint holding, will be entitled to vote at the Meeting.

12. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date (specified in the Notice) only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an equity shareholder as on the cut-off date, should treat the Notice for information purpose only. The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Company as on cut-off date as mentioned in the Notice.

THE INSTRUCTIONS FOR EQUITY SHAREHOLDERS FOR REGISTRATION OF EMAIL ADDRESSES, REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE MEETING ARE AS UNDER:

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS: -

13. Equity shareholders who would like to ask questions during the meeting may register themselves as a speaker by sending their request along with their queries in advance from their registered e-mail address mentioning their name, DP ID and Client ID / Folio No. and Mobile No. at cs@primaplastics.com . Only those speaker registration requests received till **Saturday, September 20, 2025** shall be considered and allowed as speakers during the Meeting.

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

15. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video / camera along with good Internet speed.

16. Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the Meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

17. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of **Saturday, September 20, 2025**, may cast their vote by remote e-voting.

18. The remote e-voting period commences on Wednesday, September 24, 2025 at 9.00 a.m. (IST) and shall be concluded on Friday, September 26, 2025 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

19. The voting rights of the Members (for voting through remote e-voting before the Meeting and e-voting during the Meeting) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of **Saturday, September 20, 2025**.

20. In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, e-voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

21. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode:

Type of Members	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. 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. 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. 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	I. NSDL IDeAS Facility If you are already registered for NSDL IDeAS facility, 1. Visit the e-services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com either on a Personal Computer or on a Mobile. 2. Once the home page of e-services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. 3. 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. 4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 5. Click on options available against company's name or e-voting service provider – CDSL and you will be redirected to the CDSL e-voting website for casting your vote during the remote e-voting period or e-voting during the meeting. If the user is not registered for IDeAS e-services, 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above II. E-voting website of NSDL 1. Visit the e-voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or Mobile phone. 2. Once the homepage of e-voting system is launched, click on the "Login" icon, available under the "Shareholder / Member" section. 3. A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen.

	4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company's name or e-voting service provider – CDSL and you will be redirected to the e-voting website of CDSL for casting your vote during the remote e-voting period or e-voting during the meeting. 5. Shareholders / members can also download the NSDL mobile app 'NSDL SPEEDe' by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. 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 "Forgot User ID" and / or "Forgot Password" options available on the above-mentioned website.

22. 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

23. 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) • 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. • 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.

7) After entering these details appropriately, click on "SUBMIT" tab.

8) 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.

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

10) Click on the EVSN for the relevant <PRIMA PLASTICS LIMITED> on which you choose to vote.

11) 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.

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

13) 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.

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

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

16) 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.

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

18) **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; cs@primaplastics.com, if they have voted from **individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.**

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

1. The procedure for attending meeting & e-Voting on the day of the Meeting is 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 meeting.
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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the Meeting 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 Meeting.

25. 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/RTA email id.

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 Meeting & 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. Rakesh Dalvi, Sr. Manager, (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.

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH
CA(CAA)/25/AHM/2025

IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 52, 66 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN PRIMA PLASTICS LIMITED AND PRIMA INNOVATION LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PRIMA PLASTICS LIMITED, a company incorporated under provisions of the Companies Act, 1956, having Corporate Identity Number L25206DD1993PLC001470 and its registered office at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India	)))))))	**… Company / Demerged Company / the First Applicant Company**

STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES") AND MASTER CIRCULAR DATED JUNE 20, 2023 BEARING REFERENCE NO. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ON SCHEME OF ARRANGEMENT ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA TO THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF PRIMA PLASTICS LIMITED CONVENED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD BENCH ("TRIBUNAL") DATED JULY 25, 2025 ("TRIBUNAL ORDER" or "ORDER")

1. SHAREHOLDERS MEETING FOR THE SCHEME

1.1 This is a statement accompanying the Notice convening the Meeting of the equity shareholders of Prima Plastics Limited ("**Company**") pursuant to an order dated July 25, 2025 passed by the Ahmedabad Bench - 1 of the Hon'ble National Company Law Tribunal ("**NCLT or "Tribunal**") in the Company Application C.A.(CAA)/25(AHM)2025 ("**Order**"), to be held on **Saturday, September 27, 2025** at **11.00 a.m. (IST)** through VC/ OAVM means ("**Tribunal Convened Meeting**" or "**Meeting**"), for the purpose of their considering and approving, the proposed Scheme of Arrangement between Prima Plastics Limited ("**Company**" or "**Demerged Company**") and Prima Innovation Limited ("**Resulting Company**") and their respective shareholders and creditors ("**Scheme**"). The Scheme provides for: (i) demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Company into the Resulting Company on a going concern basis and issue of equity shares by the Resulting Company to the shareholders of the Company, in consideration thereof; and (ii) reduction and cancellation of the entire pre-scheme share capital of the Resulting Company. The Scheme also provides for various other matters consequent and incidental thereto.

1.2 The detailed terms of the arrangement may be referred in the Scheme, appended as '**Annexure I'.**

1.3 Capitalised terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

2. DATE, TIME AND MODE OF MEETING

Pursuant to the Tribunal Order, the Meeting of the equity shareholders of the Company, will be held through VC/OAVM on Saturday, September 27, 2025 at 11.00 a.m (IST). The deemed venue for the Meeting shall be the Registered Office of Prima Plastics Limited its registered office at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India.

3. RATIONALE AND BENEFITS OF THE SCHEME

1. *The Demerged Company is 100% holding company of the Resulting Company.*
2. *The Demerged Company proposes to demerge and transfer the Demerged Undertaking from the Demerged Company to the Resulting Company and in consideration thereof, the Resulting Company will issue their equity shares to the shareholders of the Demerged Company.*
3. *As part of an overall strategy for the optimum running, growth and development of the businesses of the Demerged Company, it is considered desirable and expedient to reorganise and reconstruct the Demerged Company by segregating its Roto Business (as defined in the Scheme) from its Remaining Business (i.e. furniture and other allied businesses). This will result in the creation of two separate listed entities viz., the Resulting Company focusing exclusively on Roto Business and the Demerged Company shall continue to be in the Remaining Business (i.e. furniture and other allied businesses).*
4. *These listed entities will be subject to public, media, analysts and regulatory review. A clean corporate structure with no cross holdings will ensure transparency, accountability, highest standards of corporate governance and compliance. It also enhances operational flexibility and helps quick response to competitive or environmental challenges.*
5. *The said demerger will enable the Parties to concentrate its resources and managerial bandwidth entirely to such businesses which would enable focused strategy, better coordination and cohesiveness in their working and assist in standardization of its business processes as may be prevalent to the specific businesses. The proposed restructuring pursuant to the said Scheme is expected, inter alia, to result in following benefits for the Parties.*
   i. *the distinctive profile and established business model of Roto Business makes it suitable to be housed in a separate listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;*
   ii. *segregating different businesses would result in better and efficient control and management for the segregated Roto Business having different risk and return profiles, and also providing investors with better flexibility to select investments which best suit their investment strategies and risk profile;*
   iii. *unlocking the value of the Demerged Undertaking for the shareholders of the Demerged Company;*
   iv. *attracting investors and providing better flexibility in accessing capital*
   v. *effective utilisation of cash flows of different businesses;*
   vi. *enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business;*

vii. *greater visibility on performance of each of the businesses;*

viii. *operational efficiency; and*

ix. *focused management approach for pursuing the growth in the respective business verticals and de-risk the businesses from each other.*

6. *The Scheme is in the interests of all stakeholders (shareholders, creditors, employees, and all other stakeholders) of the Demerged Company and the Resulting Company.*

4. BACKGROUND OF THE COMPANIES:

4.1 Particulars of the Demerged Company

4.1.1 **PRIMA PLASTICS LIMITED** ("**Demerged Company**" or "**Company**") having Corporate Identity Number (CIN) L25206DD1993PLC001470 was incorporated under the provisions of the Companies Act, 1956, in the name of 'Prima Plastics Limited' on November 17, 1993. The equity shares of the Company are listed on the BSE Limited ("**BSE**").

4.1.2 The registered office of the Company is situated at 98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India. Its permanent account number with the income tax department is AAACP6251B. The email address of the Company is cs@primaplastics.com and website is https://www.primaplastics.com/ .

4.1.3 The summary of the objects of the Company, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

"

III. *The objects for which the Company is established are:*

1. *To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers and profile plastic. P.V.C. pipe, moulded industrial articles, industrial components and articles, tubing films, roles or their allied and auxiliary plastic products, extrusion process, packaging materials, injections moulding, blow moulding, compressor moulding, vacuum formings, housewares, different sizes and types of materials handling crates and/or containers, plastics paletts, plastic luggage articles, suit cases, light and heavy automobile parts, components and accessories, Electrical appliances for T.V. Cabinets, Computer parts plastic furniture vacuum flasks.*

2. *To carry on the business of manufacturers of, dealers in, sellers, purchasers, contractors, importers, exporters, and suppliers of polythene, polyproplene, ABS, nylon, polystyrene, pur, pet, P.V.C. polyster strips, plastic powder and such other articles required to manufacture profile plastic, P.V.C. pipe, moulded household articles, tubing, films, rolls."*

4.1.4 Details of change of name, registered office and objects of Demerged Company during the last five years:

i. Change of Name: There has been no change in the name of Demerged Company in the last 5 (five) years.

ii. Change of Registered Office: There has been no change of registered office in the last 5 (five) years.

iii. Change of objects: There has been no change of objects in the last 5 (five) years.

4.1.5 The Company is one of the leading plastic furniture and moulding articles manufacturing company in India.

4.1.6 The share capital of the Company as on date of this Notice is as follows:

Particulars	Amount in INR
Authorised Share Capital	
1,20,00,000 equity shares of INR 10/- each	12,00,00,000
TOTAL	**12,00,00,000**
Issued, subscribed and paid-up share capital	
1,10,00,470 equity shares of INR 10/- each fully paid up	11,00,04,700
TOTAL	**11,00,04,700**

4.1.7 The latest annual report of the Company has been audited for the financial year ended March 31, 2025 is annexed hereto as **Annexure II**.

4.1.8 The details of promoters and directors of the Company as on date of this Notice along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
Promoter & Promoter Group			
1.	Mr. Bhaskar Manharlal Parekh	Promoter	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
2.	Mr. Dilip Manharlal Parekh	Promoter	11, Vraj kamal 5th Road, Cooper Hospital, JVPD Scheme, Vile Parle (West) Mumbai - 400056
3.	Ms. Chhaya Bhaskar Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, N.S Road No - 5, JVPD Scheme, Vile Parle West, Mumbai - 400056
4.	Ms. Madhavi Dilip Parekh	Promoter Group	11, Vraj kamal, N.S Road No – 5, JVPD Scheme, Vile Parle (West) Mumbai - 400056
5.	Mr. Pratik Bhaskar Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
6.	Ms. Charmi Paras Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West,

Sr. No.	Name	Category	Address
			Mumbai - 400056
7.	Ms. Nitika B Tolia	Promoter Group	61, Bhavna Bldg, Flat no. 17, N.S Road, Near Cooper Hospital , Mumbai - 400056
8.	Mr. Mehta Vijay Mansukhlal	Promoter Group	Flat No. 1301, 13th Floor, Eleganzia Royale Building, J P Road, Indira Nagar Village, Majas Andheri - 400053
9.	Ms. Hina Vijay Mehta	Promoter Group	Flat No. 1301, 13th Floor, Eleganzia Royale Building, J P Road, Indira Nagar Village, Majas Andheri - 400053
10.	Mr. Paras Bhaskar Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056

Directors				
	Name	**Designation**	**DIN**	**Address**
1.	Mr. Bhaskar M. Parekh	Whole-time Director and Executive Chairman	00166520	9, , Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
2.	Mr. Dilip M. Parekh	Managing Director	00166385	11 Vraj kamal 5th Road, Cooper Hospital, JVPD Scheme, Vile Parle (West) Mumbai - 400056
3.	Mr. Snehal N. Muzoomdar	Independent Director	00729992	Flat No. 52, Walchand Terraces, Tardeo Road, Tulsiwadi, Mumbai-400034
4.	Mr. Shailesh S. Shah	Independent Director	01172073	402, Signia High, Vasant Marvel Lane, Near Magathane Telephone Exchange Off Western express Highway, Borivali East Mumbai 400 066
5.	Mrs. Hina V. Mehta	Non-Executive Director	07201194	Flat No. 1301, 13th Floor, Eleganzia Royale Building, J P Road, Indira Nagar

				Village, Majas Andheri - 400053
6.	Mrs. Daxa J. Baxi	Independent Director	00944951	122, Poornanand, Dongarsi Road, Walkeshwar, Mumbai, 400006, Maharashtra, India

4.2 <u>Particulars of the Resulting Company</u>

4.2.1 Prima Innovation Limited ("**Resulting Company**") having Corporate Identity Number (CIN) U22207DD2024PLC010039 was incorporated on June 20, 2024 as an unlisted public company, under the provisions of the Act in the union territory of Daman and Diu, under the name 'Prima Innovation Limited'. The Resulting Company is a wholly owned subsidiary of the Company. The equity shares of the Resulting Company are not listed on any recognized stock exchange in India.

4.2.2 The registered office of the Resulting Company is situated at Survey No. 85/1-2, 86/1, Daman Ind Estate, Kadaiya, Daman - 396210, Daman and Diu, India. Its permanent account number with the income tax department is AAOCP8400G. The email address of the Company is cs@primaplastics.com. Currently, the Resulting Company does not have a website.'

4.2.3 The summary of the objects of the Resulting Company, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

"

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. *To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factor, agent, suppliers and profile plastic including but not limited to plastic moulded articles, moulded industrial articles, industrial components and articles, tubing film, roles or their allied and auxiliary plastic products, injections moulding, blow moulding, rotational moulding, compressor moulding, vaccum formings, housewares, different sizes and types of materials handling crates and/or containers, plastic palettes, plastic luggage articles suit cases, light and heavy automobiles parts, component and accessories, electrical appliances for T.V. Cabinets, Computer parts and plastic furniture vacuum flasks, Water Storage Tanks, Plastic Septic Tanks."*

4.2.4 Details of change of name, registered office and objects of Resulting Company during the last five years:

The Resulting Company is incorporated on June 20, 2024.

i. Change of Name: There has been no change in the name of Resulting Company since incorporation.
ii. Change of Registered Office: There has been no change of registered office since incorporation.

iii. Change of objects: There has been no change of objects since incorporation.

4.2.5 The Resulting Company is newly incorporated company proposed to be engaged in Rotational Moulding Business or Roto Business (as defined in the Scheme).

4.2.6 The share capital of the Resulting Company as on date of this Notice is as follows:

Particulars	Amount (in INR)
Authorized Share Capital	
1,20,00,000 equity shares of INR 5/- each	6,00,00,000
TOTAL	**6,00,00,000**
Issued, Subscribed and Paid-up Capital	
20,000 equity shares of INR 5/- each fully paid up	1,00,000
TOTAL	**1,00,000**

4.2.7 The annual report of the Resulting Company for the period ended March 31, 2025 is annexed hereto as **Annexure III**.

4.2.8 The details of promoters and directors of the Resulting Company as on the date of the Notice along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
Promoter & Promoter Group			
1.	Prima Plastics Limited	Promoter	98/4 Prima House, Daman Industrial Estate, Kadaiya, Nani Daman, Daman — 396 210, India
2.	Mr. Bhaskar Manharlal Parekh	Promoter	9, , Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
3.	Mr. Dilip Manharlal Parekh	Promoter	11 Vraj kamal 5th Road, Cooper Hospital, JVPD Scheme, Vile Parle (West) Mumbai - 400056
4.	Ms. Shriya D. Parekh	Promoter	11 Vraj kamal 5th Road, Cooper Hospital, JVPD Scheme, Vile Parle (West) Mumbai - 400056
5.	Ms. Chhaya Bhaskar Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, N.S Road No - 5, JVPD Scheme, Vile Parle West, Mumbai - 400056
6.	Ms. Madhavi Dilip Parekh	Promoter	11, Vraj kamal, N.S Road No – 5, JVPD Scheme, Vile Parle (West) Mumbai - 400056

Sr. No.	Name	Category	Address
7.	Mr. Pratik Bhaskar Parekh	Promoter	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
8.	Ms. Charmi Paras Parekh	Promoter Group	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
9.	Ms. Nitika B Tolia	Promoter Group	61, Bhavna Bldg, Flat no. 17, N.S Road, Near Cooper Hospital , Mumbai - 400056
10.	Mr. Mehta Vijay Mansukhlal	Promoter Group	Flat No. 1301, 13th Floor, Eleganzia Royale Building, J P Road, Indira Nagar Village, Majas Andheri - 400053
11.	Ms. Hina Vijay Mehta	Promoter Group	Flat No. 1301, 13th Floor, Eleganzia Royale Building, J P Road, Indira Nagar Village, Majas Andheri - 400053
12.	Mr. Paras Bhaskar Parekh	Promoter	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056

Directors				
	Name	**Designation**	**DIN**	**Address**
1.	Mr. Bhaskar M. Parekh	Director	00166520	9, , Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
2.	Mr. Dilip M. Parekh	Director	00166385	11 Vraj kamal 5th Road, Cooper Hospital, JVPD Scheme, Vile Parle (West) Mumbai - 400056
3.	Mr. Pratik B. Parekh	Director	07323730	9, Sunder Smruti Friends CHS Ltd., 3rd Floor, JVPD Scheme, Road No. 5, Vile Parle West, Mumbai - 400056
4.	Ms. Shriya D. Parekh	Director	10675253	11, Vraj kamal, N.S Road No – 5, JVPD Scheme, Vile Parle (West) Mumbai - 400056

5. SALIENT FEATURES OF THE SCHEME

5.1 The salient features of the Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part I of the Scheme.

5.2 The Scheme provides for the following:

(i) demerger, transfer and vesting of the Demerged Undertaking from the Company into the Resulting Company on a *going concern basis* and issue of equity shares by the Resulting Company to the shareholders of the Company, in consideration thereof; and

(ii) reduction and cancellation of the entire pre-scheme share capital of the Resulting Company.

(iii) The Scheme also provides for various other matters consequent and incidental thereto.

5.3 The Appointed Date for the Scheme is July 1, 2024.

5.4 The Demerger of the Rotational Moulding Business ("Roto Business" or "Demerged Undertaking") from Prima Plastics Limited into Prima Innovation Limited, shall be in accordance with section 2(19AA) of the Income Tax Act, 1961.

5.5 Effective Date means the date on which last of the conditions specified in Clause 23 of the Scheme are complied with or otherwise duly waived.

5.6 The Scheme shall become effective from the Appointed Date but shall become operative from the Effective Date.

5.7 Upon effectiveness of this Scheme and in consideration of and subject to the provisions of this Scheme, and in consideration for the demerger of the Demerged Undertaking from the Demerged Company, the Resulting Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to the shareholders of the Demerged Company whose name is recorded in the register of members and records of the depository as shareholders of the Demerged Company as on the Record Date (*as defined in the Scheme*), as under:

> *"1 (One) fully paid-up equity share of the Resulting Company having face value of INR 5/- (Rupees Five) each for every 1 (One) fully paid-up equity share of INR 10/- (Rupees Ten) each of the Demerged Company."*

5.8 The equity shares of the Resulting Company will subsequently be listed on BSE Limited.

5.9 With effect from Appointed Date all the assets, liabilities, contracts, employees, licenses, records, approvals etc., of the Demerged Undertaking shall get transferred to and vest in or shall be deemed to have been transferred to and vested in the Resulting Company, as a going concern, without any further act, instrument or deed, together with all its properties, assets, liabilities, rights, benefits and interest therein, subject to the provisions of the Scheme, in accordance with Sections 230 — 232 of the Act, Section 2(19AA) of the Income Tax A t, 1961 and applicable provisions, if any.

5.10 During the period between the approval of the Scheme by the respective Boards of Demerged Company and Resulting Company and up-to the Effective Date (as defined in the Scheme), the Demerged Company shall carry on its business and activities of the Demerged Undertaking with reasonable diligence and business prudence.

5.11 The Demerged Company shall account for the demerger as per Scheme in its books of accounts in accordance with Indian Accounting Standards ("Ind AS") notified under Section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015 and generally accepted accounting principles, as may be amended from time to time.

Pursuant to the Scheme coming into effect and with effect from the Appointed Date, the Demerged Company shall transfer from its financial statements all the assets and liabilities including all reserves (general reserve, securities premium, other comprehensive income and retained earnings) pertaining to the Demerged Undertaking as on the Appointed Date at the values appearing in its books of account (i.e. book values) to the Resulting Company.

The Demerged Company shall use reduction in securities premium arising due to capital reduction as prescribed under Clause 11 of the Scheme to adjust such debit impact.

5.12 The effectiveness of the Scheme is contingent upon certain conditions as mentioned in the Scheme including receipt of regulatory and other applicable approvals.

Note: The above details are merely the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

The Company holds 100% of the issued, subscribed and paid-up equity share capital of the Resulting Company. In other words, the Resulting Company is a wholly owned subsidiary of the Company.

7. BOARD APPROVALS

7.1 The Board of Directors of the Company at its Board Meeting held on November 12, 2024 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Bhaskar M. Parekh	Voted in favour
Mr. Dilip M. Parekh	Voted in favour
Mr. Snehal N. Muzoomdar	Voted in favour
Mr. Shailesh S. Shah	Voted in favour
Ms. Hina V. Mehta	Voted in favour
Ms. Daxa J. Baxi	Voted in favour

7.2 The Board of Directors of the Resulting Company at its Board Meeting held on November 12, 2024 unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Mr. Bhaskar M. Parekh	Voted in favour
Mr. Dilip M. Parekh	Voted in favour
Mr. Pratik Bhaskar Parekh	Voted in favour
Ms. Shriya Dilip Parekh	Voted in favour

8. <u>INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES</u>

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Company and the Resulting Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding in the Company, if any.

9. <u>EFFECT OF SCHEME ON STAKEHOLDERS</u>

The effect of the Scheme on various stakeholders is summarised below:

1.1 <u>Shareholders, KMPs, Promoter and Non-Promoter Shareholders</u>

The effect of the Scheme on the shareholders, KMPs, promoter and non-promoter shareholders of the Company and the Resulting Company is given in the reports adopted by the Board of Directors of the Company and the Resulting Company at their respective meetings held on November 12, 2024 pursuant to the provisions of Section 232(2)(c) of the Act which are annexed hereto as **Annexure IV** and **V**.

1.2 <u>Directors</u>

1.2.1 The Scheme will have no effect on the office of existing directors of the Company and the Resulting Company, and they will continue to be directors of the Company and in the Resulting Company, respectively, as before.

1.2.2 It is clarified that the composition of the Board of Directors of the Company and the Resulting Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of the Company and the Resulting Company, as may be applicable but the Scheme itself does not affect the office of the directors of the Company and the Resulting Company.

1.2.3 The effect of the Scheme on the Directors of the Company and the Resulting Company in their capacity as shareholders of such companies are the same as in case of other shareholders of such company, as mentioned in the aforesaid reports annexed as **Annexure IV** and **V** above.

1.3 Employees

1.3.1 Upon the Scheme coming into effect and from the Appointed Date, all employees of the Company engaged in or in relation to the Demerged Undertaking shall become the employees of the Resulting Company on terms and conditions no less favourable than those on which they are engaged by the Company and without any interruption in service.

1.3.2 Apart from the above, employees engaged in the Company and the Resulting Company will continue to be employees of the Company and the Resulting Company, respectively, on the same terms and conditions, as before.

1.4 Creditors

1.4.1 The creditors of the Company forming a part of the Demerged Undertaking will become creditors of the Resulting Company, on the same terms and conditions as were applicable to the Company, post the Scheme becoming effective.

1.4.2 Apart from the above, creditors of the Company and the Resulting Company will continue to be creditors of the Company and the Resulting Company, respectively, on the same terms and conditions, as before.

1.5 Debenture holders and Debenture Trustees

The Company and the Resulting Company have not issued any debentures, therefore, the requirement of appointing a debenture trustee does not arise.

1.6 Depositors and Deposit Trustees

The Company and the Resulting Company have not accepted any deposits within the meaning of the Act and Rules framed thereunder. Hence, no deposit trustees have been appointed by the said companies.

1.7 There will be no adverse effect on account of the Scheme on the aforesaid stakeholders.

The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

10. NO INVESTIGATION PROCEEDINGS

There are no proceedings pending under Sections 210 to 227 of the Act against the Company and the Resulting Company.

11. AMOUNTS DUE TO UNSECURED CREDITORS

11.1 The amount due to unsecured creditors by the Company and the Resulting Company as on March 31, 2025 is as follows:

(Rs. In Lakhs)

Sl. No.	Particulars	Amount in INR
1.	Prima Plastics Limited	Rs. 742.20 Lakhs
2.	Prima Innovation Limited	Rs. 12.56 Lakhs

11.2 The Scheme embodies the arrangement between the Company, the Resulting Company, and its shareholders and/ or creditors. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Company and the Resulting Company.

12. SHARE CAPITAL / DEBT RESTRUCTURING

There is no debt restructuring envisaged in the Scheme.

13. REDUCTION AND CANCELLATION OF ENTIRE PRE-SCHEME SHARE CAPITAL OF THE RESULTING COMPANY

Upon allotment of the equity shares by the Resulting Company as consideration for the Scheme, the entire pre-Scheme paid-up share capital of the Resulting Company shall stand cancelled and reduced, without any consideration, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme.

14. SHAREHOLDING PATTERN

14.1 **The pre / post-arrangement shareholding pattern of the Parties to the Scheme:**

14.1.1 The pre-Scheme shareholding pattern of the Company is as follows (based on shareholding data as on June 30, 2025):

Category	No. of shares	% of holding
Promoter	64,09,955	58.27
Public	45,90,515	41.73
TOTAL	**1,10,00,470**	**100.00**

There will no change in the post Scheme shareholding pattern of the Company in terms of the Scheme.

14.1.2 The pre-Scheme shareholding pattern of the Resulting Company is as follows (based on shareholding data as on June 30, 2025):

Category	No. of shares	% of holding
Promoter	20,000	100%
Public	-	-
TOTAL	**20,000**	**100%**

14.2 **The indicative post Scheme shareholding pattern of the Resulting Company is as follows:**

Category	No. of shares	% of holding
Promoter	64,09,955	58.27
Public	45,90,515	41.73
TOTAL	**1,10,00,470**	**100.00**

14.3 **Pre / post arrangement capital structure**

The pre-Scheme capital structure of the Company and the Resulting Company is given in paragraphs 4.1.6 and 4.2.6 above repsectively. Pursuant to the Scheme, there will be no change in the post Scheme share capital structure of the Company.

The indicative post Scheme share capital structure of the Resulting Company will be as follows:

Particulars	Amount (in INR)
Authorized Share Capital	
1,20,00,000 equity shares of INR 5/- each	6,00,00,000
TOTAL	**6,00,00,000**
Issued, Subscribed and Paid-up Capital	
1,10,00,470 equity shares of INR 5/- each fully paid up	5,50,02,350
TOTAL	**5,50,02,350**

The Detailed shareholding pattern pre and post of the Scheme of Demerged Company and the Resulting Company as per format prescribed in Regulation 31(1)(b) of SEBI LODR Regulations, 2015 is attached herewith as **Annexure VI.**

15. <u>VALUATION REPORT AND FAIRNESS OPINION</u>

15.1 A copy of the share entitlement ratio report dated November 12, 2024 issued by ICON Valuation LLP, Registered Valuer (Registration No. IBBI/RV-E/06/2019/107) bearing LLPIN: AAC-7924, is annexed hereto as **Annexure VII**.

15.2 A copy of the fairness opinion dated November 12, 2024 issued by Kunvarji Finstock Private Limited, an independent SEBI registered Category – I, Merchant Banker confirming that the share entitlement ratio mentioned in the Valuation Report is fair and proper is annexed hereto as **Annexure VIII**.

16. <u>AUDITORS CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS</u>

The certificate dated November 12, 2024, issued by M/s. CNK & Associates LLP, Chartered Accountants, Chartered Accountants (Firm Registration No.: 101961W/W-100036), Statutory Auditors of the Company and the Resulting Company, confirmed that the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles.

Copy of the said accounting treatment certificates dated November 12, 2024 issued by the Statutory Auditors to the Company and the Resulting Company are collectively annexed hereto as **Annexure IX**.

17. <u>APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME</u>

17.1 The equity shares of the Company are listed on BSE. The Company has received observation letter dated March 28, 2025 from BSE, in terms of Regulation 37 of the SEBI

Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“**SEBI Master Circular**”).

17.2 A copy of the observation letters dated March 28, 2025 issued by BSE is annexed hereto as **Annexure X**. Further, the Company has not received any complaint relating to the Scheme and “NIL” complaints report was filed by the Company with BSE in terms of the SEBI Master Circular, copy of which is attached as **Annexure XI**.

17.3 As per comments contained in the said observation letter, details of ongoing adjudication & recovery proceedings, prosecution initiated and all other enforcement action taken against the Company, its promoters and directors, as submitted to the Tribunal, is attached hereto as **Annexure XII**.

17.4 Information pertaining to the Resulting Company involved in the Scheme in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with SEBI Circular dated February 4, 2022 is attached hereto as **Annexure XIII**.

17.5 A copy of the Scheme has been filed by the Company with the jurisdictional Registrar of Companies, Goa.

17.6 All approvals as stated in clause 23 (Conditions Precedent) of the Scheme, in order to give effect to the Scheme will be obtained.

18. <u>OTHER ADDITIONAL INFORMATION AS MANDATED BY THE STOCK EXCHANGE</u>

Details in respect of the particulars mentioned / stipulated in: Clause (L) of the Observation letter, dated March 28, 2025, received from BSE:

18.1 Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme

<u>Details</u>:

The details of assets, liabilities, net worth and revenue of the Demerged Company and the Resulting Company, pre and post scheme as on June 30, 2024 are as follows:

(Rs. in Lakhs)

Particulars	Demerged Company		Resulting Company	
	(Pre) As on June 30, 2024	(Post) (Indicative) As on June 30, 2024	(Pre) As on June 30, 2024*	(Post) (Indicative) As on June 30, 2024
Assets	12,827. 11	7,303.88	-	5,523.23
Liabilities	5,769.29	3,139.95	-	2,629.34
Networth	7,057.82	4,163.94	-	2,893.89

(Rs. in Lakhs)

Particulars	Demerged Company		Resulting Company	
	(Pre)	**(Post) (Indicative)#**	**(Pre)**	**(Post) (Indicative)#**
Revenue (For the Year ended March 31, 2025)	13,198.24	9,063.77	-	4,134.47

Note: *The Demerged Company subscribed to the equity shares of the Resulting Company amounting to INR 0.01 Crores on July 10, 2024. Accordingly, the Resulting Company had no Assets, Liabilities, Networth and Revenue as on June 30, 2024.
#Since Appointed Date is July 1, 2024, the figures are for 9 months ended March 31, 2025.

18.2 Pre and Post scheme shareholding pattern of PPL and PIL considering the changes, if any, post filing of scheme with exchange.

Details:

There has been no change in the shareholding pattern of PPL and PIL vis-à-vis promoter and public, post filing of scheme with the stock exchange.

18.3 Impact of scheme on revenue generating capacity of Demerged Company

The revenue of Demerged Company shall be reduced to the extent of the revenues of the Demerged Undertaking.

There shall be a synergic benefit from hiving off of the Demerged Undertaking of the Demerged Company into Resulting Company as the efficiency and worth of both the companies is likely to increase. Each company would specialize in their respective core businesses and independently scale their business by attracting specific resources and investment to support their growth. The demerger would also help each company to isolate the risks between their respective businesses, raise capital based on their individual requirements and help create/unlock value in the future.

18.4 Need and Rationale of the scheme, Synergies of business of the companies involved in the scheme, impact of the scheme on the shareholders and cost benefit analysis of the scheme

A. NEED, RATIONALE AND BENEFITS OF THE SCHEME

1. *The Demerged Company is 100% holding company of the Resulting Company.*
2. *The Demerged Company proposes to demerge and transfer the Demerged Undertaking from the Demerged Company to the Resulting Company and in consideration thereof, the Resulting Company will issue their equity shares to the*

shareholders of the Demerged Company.

3. *As part of an overall strategy for the optimum running, growth and development of the businesses of the Demerged Company, it is considered desirable and expedient to reorganise and reconstruct the Demerged Company by segregating its Roto Business (as defined in the Scheme) from its Remaining Business (i.e. furniture and other allied businesses). This will result in the creation of two separate listed entities viz., the Resulting Company focusing exclusively on Roto Business and the Demerged Company shall continue to be in the Remaining Business (i.e. furniture and other allied businesses).*
4. *These listed entities will be subject to public, media, analysts and regulatory review. A clean corporate structure with no cross holdings will ensure transparency, accountability, highest standards of corporate governance and compliance. It also enhances operational flexibility and helps quick response to competitive or environmental challenges.*
5. *The said demerger will enable the Parties to concentrate its resources and managerial bandwidth entirely to such businesses which would enable focused strategy, better coordination and cohesiveness in their working and assist in standardization of its business processes as may be prevalent to the specific businesses. The proposed restructuring pursuant to the said Scheme is expected, inter alia, to result in following benefits for the Parties.*
   - i. *the distinctive profile and established business model of Roto Business makes it suitable to be housed in a separate listed entity, allowing sharper strategic focus in pursuit of its independent value creation trajectory;*
   - ii. *segregating different businesses would result in better and efficient control and management for the segregated Roto Business having different risk and return profiles, and also providing investors with better flexibility to select investments which best suit their investment strategies and risk profile;*
   - iii. *unlocking the value of the Demerged Undertaking for the shareholders of the Demerged Company;*
   - iv. *attracting investors and providing better flexibility in accessing capital*
   - v. *effective utilisation of cash flows of different businesses;*
   - vi. *enabling focused growth strategy for each of the businesses for exploiting opportunities specific to each business;*
   - vii. *greater visibility on performance of each of the businesses*
   - viii. *operational efficiency; and*
   - ix. *focused management approach for pursuing the growth in the respective business verticals and de-risk the businesses from each other.*
6. *The Scheme is in the interests of all stakeholders (shareholders, creditors, employees, and all other stakeholders) of the Demerged Company and the Resulting Company.*

B. <u>SYNERGIES OF BUSINESS OF THE COMPANIES INVOLVED IN THE SCHEME</u>

The background and information about the Demerged Company and Resulting Company are, inter- alia, as under:

i. The Demerged Company is one of the leading plastic furniture and moulding articles manufacturing company in India.

ii. The Resulting Company is a newly incorporated company proposed to be engaged in Rotational Moulding Business or Roto Business *(as defined in the Scheme)*.

The proposed Scheme would provide all the benefits and synergies as mentioned above.

C. <u>IMPACT OF THE SCHEME ON THE SHAREHOLDERS</u>

The proposed Scheme would be in the best interest of the Demerged Company and their respective shareholders, employees, creditors and other stakeholders as it will yield advantages inter alia as set out below:

i. Pursuant to the Scheme, it is proposed to demerge, transfer and vest the Demerged Undertaking *(as defined in the Scheme)* from the Company into the Resulting Company, on a going concern basis and the Scheme will result in benefits and/or synergies to the Company as mentioned above;

ii. Further, in consideration for the transfer and vesting of the Demerged Undertaking of the Company to the Resulting Company, all the equity shareholders (promoter and non-promoters) of the Company, as on the Record Date *(as defined in the Scheme)* shall receive equity shares of the Resulting Company in the same proportion as their holding in the Company. There will be no change in the economic interest of the shareholders of the Company, before and after Scheme. Further, once the Scheme is effective, the Resulting Company will have replica / mirror shareholding of the Demerged Company; and

iii. Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration to the shareholders of the Company in terms of the Scheme, will be listed on BSE Limited.

D. <u>COST BENEFIT ANALYSIS OF THE SCHEME</u>

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc. The Scheme is expected to provide an opportunity to provide flexibility to the shareholders to hold the shares in 2 listed companies with different business, risk and rewards. However, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Company entailing benefits specified in above.

18.5 Value of assets and liabilities of Demerged Company that are being transferred to Resulting Company

Details

Assets and Liabilities of Demerged Company that are being transferred to Resulting Company as at June 30, 2024		
Particulars		**Demerged Undertaking June 30, 2024 (₹ in Lakhs)**
ASSETS		
I.	**Non Current Assets**	
	Property, Plant and Equipment	2,639.49
	Capital Work in Progress	94.65
	Intangible Assets	0.21
	Right of Use Assets	294.08
	Financial Assets	
	(i) Investments	-
	(ii) Loans	-
	(iii) Other Non Current Financial Assets	158.10
	Income Tax Assets (Net)	8.61
	Other Non-Current Assets	2.84
	Total Non - Current Assets	**3,197.98**
II.	**Current Assets**	
	Inventories	893.46
	Financial Assets	
	(i) Trade Receivables	1,040.95
	(ii) Cash and Cash Equivalents	2.18
	(iii) Bank Balances other than Cash and Cash Equivalents	23.29
	(iv) Loans	6.25
	(v) Other Current Financial Assets	136.39
	Other Current Assets	222.73
	Total Current Assets	**2,325.25**
	TOTAL ASSETS	**5,523.23**
EQUITY AND LIABILITIES		
I.	**EQUITY**	
	Equity Share Capital	-
	Other Equity	2,893.89
	Total Equity	**2,893.89**
II.	**Non-Current Liabilities**	
	Financial Liabilities	
	(i) Borrowings	343.73
	(ii) Lease Liabilities	-

	Deferred Tax Liabilities (Net)	108.73
	Other Non current Liabilities	380.15
	Total Non-Current Liabilities	**832.61**
III.	**Current Liabilities**	
	Financial Liabilities	
	(i) Borrowings	1,101.13
	(ii) Lease Liabilities	-
	(iii) Trade Payables	364.78
	(iv)Other Current Financial Liabilities	115.37
	Other Current Liabilities	195.02
	Provisions	20.44
	Total Current Liabilities	**1,796.73**
	TOTAL EQUITY AND LIABILITIES	**5,523.23**

19. <u>OTHER DOCUMETNS</u>

Following further details as per the BSE email are part of this Statement:

1. In cases of Demerger, apportionment of losses of the listed company among the companies involved in the scheme.
2. Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking/Transferor Company certified by Chartered Accountant (CA).
3. Any type of arrangement or agreement between the demerged company/resulting company/merged/amalgamated company/ creditors / shareholders / promoters / directors/etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.
4. In the cases of capital reduction/ reorganization of capital of the Company, Reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.
5. In the cases of capital reduction/ reorganization of capital of the Company, Built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.
6. In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.
7. In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.
8. Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.
9. In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage
10. Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.
11. List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

12. Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.
13. Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.
14. Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.
15. Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed company.
16. In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.
17. How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.
18. Tax/other liability/benefit arising to the entities involved in the scheme, if any.
19. Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.
20. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.
21. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.
22. Confirmation that the scheme is in compliance with the applicable securities laws.
23. Confirmation that the arrangement proposed in the scheme is yet to be executed.

20. INSPECTION OF DOCUMENTS

In addition to the documents appended hereto, the electronic copy of the following documents will be available for inspection in the investor section of the website of the Company at https://www.primaplastics.com/:

a. Copy of the Tribunal Order;

b. Memorandum and Articles of Association of the Company and the Resulting Company;

c. Audited financial statements of the Company for the quarter and year ended March 31, 2025 and audited financial statements of the Resulting Company for the year ended March 31, 2025;

d. Copy of the Scheme;

e. Certificate of the Statutory Auditor of the Company and the Resulting Company, respectively, confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and applicable accounting standards, including clarification letters thereto; and

f. All other documents displayed on the Company's website i.e. https://www.primaplastics.com/ in terms of the SEBI Master Circular on the Scheme.

g. Entire Notice and Explanatory statement including all the Annexures

21. Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the equity shareholders.

Dr. VRK Badarinath Nandula
Chairperson of the Meeting appointed by the Tribunal

Hyderabad, Thursday, August 21, 2025

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