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PRAMOD S. SHAH & ASSOCIATES **Practising Company Secretaries**

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,

Prime Securities Limited,

Registered Office: 1109/1110, Maker Chambers V, Nariman Point, Mumbai - 400021.

CIN: L67120MH1982PLC026724

32nd Annual General Meeting of the Members of Prime Securities Limited was held on Monday, September 21, 2015 at 10.00 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai 400034

Dear Sir,

- I, Pramod S. Shah of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries appointed as Scrutinizer for the purpose of:
 - Scrutizing the e-voting process (remote e-voting)under the provisions of Section 108 of the Companies (i) Act,2013 read with rule 20 of the Companies(Management and Administration)Rule,2014, as amended from time to time and
 - Poll under the provisions of Section 109 of the Companies Act,2013 Act read with Rule 21 of the (ii) Companies(Management and Administration)Rule,2014, as amended (Rules) on the Resolutions contained in the notice to the 32nd Annual General Meeting of the Members of Prime Securities Limited was held on Monday, September 21, 2015 at 10.00 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai 400034.
 - (iii) We hereby submit our Scrutinizers report as follows:-
 - The notice convening the meeting was placed on the website of the Company and that of the Agency National Securities Depository Limited (NSDL).
 - The members of the Company were given an option to vote electronically on e-voting system, provided by National Securities Depository Limited (NSDL).
 - > The remote e-voting period commenced on Friday, September 18, 2015 at 9.00 a.m. ended on Sunday, September 20, 2015 at 5.00 p.m. on the designated website https://www.evoting.nsdl.com via National Securities Depository Limited (NSDL).
 - Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Sunday, September 20, 2015, the NSDL portal was blocked for voting.
 - The register has been maintained electronically to record the assent or dissenparticulars of name, address, folio no., or client ID of the shareholders, no of seves held by them

value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

The result of the Voting is as under:

Resolutions:

Resolution -1

Adoption of Audited Financial Statements.

To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Board of Directors and Auditors thereon;
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2015 together with the Reports of the Auditors thereon;
- (i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast		
Electronically	17	5863101	99.999915		
Physically	13	608432	100.000000		

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0.000000

(iii) Invalid votes:

Number of Members in this category	Number of votes in this category
0	0
0	0
	Number of Members in this category 0



Resolution -2

To appoint a Director in place of Mr. N. Jayakumar (DIN: 00046048), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Voted	favour of the Resolution	votes cast		
17	5863101	99.999915		
14	608632	100.000000		
		5863101		

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -3

To re-appoint the Statutory Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast		
17	5863101	99.999915		
15	608682	100.000000		
	Voted 17	Voted favour of the Resolution 17 5863101		



(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -4

Appointment of Mr. Pradip Dubhashi as an Independent Director.

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast		
15	5863000	99.998209		
15	608682			
	Voted 15	Voted favour of the Resolution 15 5863000		

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast		
Electronically 2 Physically 0		105	0.001791		
		0	0		

(iii) Invalid votes:

embers	rs in thi	his cate	atego	ry	Numb	er c	of vote	es in t	his ca	ateg	ory	
					0							
					0							
3					0							



Resolution -5

Appointment of Mr. Anil Chandrakant Dharker as an Independent Director.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	15	5863000	99.998209
Physically	15	608682	100.000000

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
2	105	0.001791
0	0	0
	Voted	Voted favour of the Resolution 2 105

(iii) Invalid votes:

Number of Members in this category	Number of votes in this category
0	0
0	0
	Number of Members in this category 0

Resolution -6

Appointment of Mr. S. R. Sharma as an Independent Director.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	16	5863001	99.998209
Physically	15	608682	100.000000



(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -7

Appointment of Ms. Alpana Parida as an Independent Director.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	16	5863001	99.998209
Physically	15	608682	100.000000

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0
		11 8. 400

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Resolution -8

Borrowing Limits of the Company.

(i) Voted in favour of the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
17	5863101	99.999915
13	603382	99.161849
	Voted 17	Voted favour of the Resolution 17 5863101

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
1	5	0.000085
1	5100	0.838151
	Voted 1	Voted favour of the Resolution 1 5

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Resolution -9

Increase in limits of Investments in other Bodies Corporate.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99,999915
Physically	14	603582	99.162124

SHAMOO COMPANY SHAMOO

(ii) Voted against the resolution:

Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
1	5	0.000085
1	5100	0.838151
		Voted favour of the Resolution 5

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,

MOD S. SHAH

(C.P. No.-3804)

Place: Mumbai

Dated: 22nd September,2015