

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cpsa.co.in

FORM NO. MGT-13

Report of Scrutinizer(s)

Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014 amended from time to time

To,
The Chairman
Prime Securities Limited,
1109/1110, Maker Chambers V,
Nariman Point,
Mumbai - 400021
CIN: L67120MH1982PLC026724

33rd Annual General Meeting of the Members of **Prime Securities Limited**, was held on Monday, September 19, 2016 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 Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer by the Board of Directors of **Prime Securities Limited** for the purpose of :

- (i) Scrutinizing and conducting the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014, as amended from time to time. The e-voting period commenced from 09:00 a.m. on Friday 16th September, 2016 and ended at 5.00 p.m. on Sunday, 18th September, 2016 and
- (ii) Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014, (Rules) on the Resolution contained in the Notice of the Annual General Meeting (AGM) of the Members of the Company, held on Monday, September 19, 2016 at 10.00 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai-400034.



The Company had availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholder of the Company holding shares as on the "cut-off" date i.e. Monday, September 12, 2016, were entitled to vote on the Resolutions as contained in Notice of the AGM.

Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Sunday, 18th September, 2016 the NSDL e-voting platform was blocked thereafter.

After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

The votes cast under e-voting facility were there after unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

Based on the result of the Poll conducted at the AGM venue and based on the data downloaded from the Official website of the NSDL for the E-Voting process, I now submit Combined Voting Report (E-Voting and Poll) on the Resolutions as under:-

Thanking you.

Yours sincerely,



Pramod S. Shah
(C.P. No.-3804)

Place: Mumbai

Dated: 20th September, 2016

Consolidated Results**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, 2016 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, 2016 together with the Reports of the Auditors thereon;

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	21	4930919	15	7205	36	4938124	99.998
Dissent	1	100	0	0	1	100	0.002
Total	22	4931019	15	7205	37	4938224	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.



Resolution -2:

Appointment of Director retiring by rotation – Mr. N. Jayakumar (DIN: 00046048)

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	21	4930919	14	7105	35	4938024	99.998
Dissent	1	100	0	0	1	100	0.002
Total	22	4931019	14	7105	36	4938124	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.

Resolution -3:

Appointment of Statutory Auditors

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	21	4930919	15	7205	36	4938124	99.998
Dissent	1	100	0	0	1	100	0.002
Total	22	4931019	15	7205	37	4938224	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority



Resolution -4:

Re-appointment of Mr. N. Jayakumar as Managing Director (DIN: 00046048)

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	21	4930919	14	7105	35	4938024	99.996
Dissent	1	100	1	100	2	200	0.004
Total	22	4931019	15	7205	37	4938224	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.

Resolution -5:

Alteration of Articles of Association

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	19	4928619	15	7205	34	4935824	99.951
Dissent	3	2400	0	0	3	2400	0.049
Total	22	4931019	15	7205	37	4938224	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.



Resolution -6:

Place of Keeping Records at the place other than Registered Office

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	20	4928819	14	7105	34	4935924	99.953
Dissent	2	2200	1	100	3	2300	0.047
Total	22	4931019	15	7205	37	4938224	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.

Resolution -7:

Payment of Commission to Non-Executive Directors

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	19	4928619	15	7205	34	4935824	99.955
Dissent	2	2200	0	0	2	2200	0.045
Total	21	4930819	15	7205	36	4938024	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 7 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.



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Resolution -8:

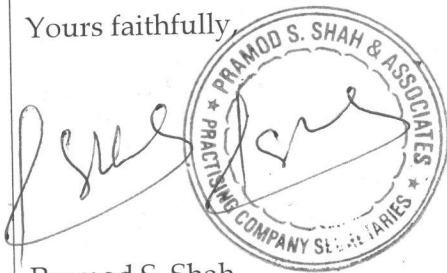
Service of documents to Member through a particular mode

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	19	4928619	14	7105	33	4935724	99.951
Dissent	3	2400	0	0	3	2400	0.049
Total	22	4931019	14	7105	36	4938124	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 19th September, 2016 has been passed with requisite majority.

Thanking you.

Yours faithfully,



Pramod S. Shah
(C.P. No.-3804)

Place: Mumbai

Dated: 20th September, 2016