

Pramod S. Shah & Associates

Practising Company Secretaries

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FORM NO. MGT-13

Report of Scrutinizer(s)

Pursuant to rule 20 and rule 21 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

34th Annual General Meeting of the Members of **Prime Securities Limited**, was held on Monday, September 25th, 2017 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, Partner 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 22nd September, 2017 and ended at 5.00 P.M. on Sunday, 24th September, 2017 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

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Monday, September 25, 2017 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 18, 2017, 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, 24th September, 2017 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.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., client ID of the Shareholders, no of shares held by them, nominal 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.

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:-



A handwritten signature in blue ink, appearing to read "PSS", written over a horizontal line.

Pramod S. Shah & Associates

Practising Company Secretaries

Thanking you.

Yours sincerely,

Place: Mumbai

Date: 26th September, 2017



Pramod S. Shah

FCS No.: 334

(C.P. No.-3804)

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, 2017 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, 2017 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	31	5053217	19	846837	50	5900054	100
Dissent	0	0	0	0	0	0	0.00
Total	31	5053217	19	846837	50	5900054	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 25th September, 2017 has been passed unanimously.



Resolution -2:

Re - 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	31	5053217	19	846837	50	5900054	100
Dissent	0	0	0	0	0	0	0.00
Total	31	5053217	19	846837	50	5900054	100

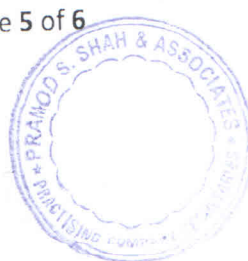
Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 25th September, 2017 has been passed unanimously.

Resolution -3:

Ratification of 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	31	5053217	19	846837	50	5900054	100
Dissent	0	0	0	0	0	0	0.00
Total	31	5053217	19	846837	50	5900054	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 25th September, 2017 has been passed unanimously



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Resolution -4:

Remuneration to 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	30	5053067	18	845787	48	5898854	99.980
Dissent	1	150	1	1050	2	1200	0.020
Total	31	5053217	19	846837	50	5900054	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the Notice of the AGM dated 25th September, 2017 has been passed with requisite majority.

Thanking you.

Yours faithfully,

Place: Mumbai

Dated: 26th September, 2017



Pramod S. Shah

FCS No.: 334

(C.P. No.-3804)