

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

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

35th Annual General Meeting of the Members of Prime Securities Limited was held on Monday, September 24th, 2018 at 2.00 P.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 21st September, 2018 and ended at 5.00 P.M. on Sunday, 23rd September, 2018 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, in respect of below mentioned resolutions passed at the 35th Annual General Meeting (AGM) of the Members of the Company, held on Monday, September 24, 2018 at 2.00 P.M. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai-400034.
- (iii) I hereby submit my Scrutinizer's report as follows:-
 - The notice convening the meeting was placed on the website of the Company and that of the Agency National Securities Depositories Limited (NSDL)



- 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 17, 2018, 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, 23rd September, 2018 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:-



Consolidated Results**Ordinary 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, 2018 together with the Reports of the Board of Directors and Independent Auditors thereon;
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Independent Auditors thereon;

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	32	404942	61	5865093	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	32	404942	61	5865093	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 24th September, 2018 has been passed unanimously.



Ordinary Resolution -2:

Re - appointment of Director retiring by rotation – Mr. S R Sharma (DIN: 03096740)

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 24th September, 2018 has been passed unanimously.

Special Resolution -3:

Revision in Remuneration to Mr. N. Jayakumar as Managing Director (DIN: 00046048) and group CEO:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 3 of the Notice of the AGM dated 24th September, 2018 has been passed unanimously



Special Resolution -4:

Appointment of Mr. Vineet Suri as Executive Director and payment of remuneration:-

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	28	5427923	33	405042	61	5832965	100.00
Dissent	0	0	0	0	0	0	0.00
Total	28	5427923	33	405042	61	5832965	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the Notice of the AGM dated 24th September, 2018 has been passed with unanimously.

Special Resolution -5:

Alteration and adoption of Memorandum and 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	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the Notice of the AGM dated 24th September, 2018 has been passed with unanimously.



Special Resolution -6:

Implementation of Employee Stock Option Scheme 2018-

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 24th September, 2018 has been passed with unanimously.

Special Resolution -7:

Extension of benefits of Employee Stock Option Scheme 2018 to the Eligible Employee/Directors of the subsidiaries-

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 7 of the Notice of the AGM dated 24th September, 2018 has been passed with unanimously.



Special Resolution -8:

Extension of benefits of Employee Stock Option Scheme 2018 to the Eligible Employee/Directors of the subsidiaries-

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	29	5460151	33	405042	62	5865193	100.00
Dissent	0	0	0	0	0	0	0.00
Total	29	5460151	33	405042	62	5865193	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 8 of the Notice of the AGM dated 24th September, 2018 has been passed with unanimously.

Thanking you.

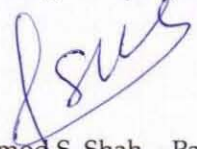
Yours faithfully,

Place: Mumbai

Dated: 25th September, 2018



For Pramod S. Shah & Associates,
Practising Company Secretaries


Pramod S. Shah - Partner
FCS No.: 334
C.P. No.: 3804