

Pramod S. Shah & Associates

Practising Company Secretaries

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FORM NO. MGT - 13

Report of Scrutinizer(s)

(Pursuant to Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time)

To,
The Chairman
Prime Securities Limited,
1109/1110, Maker Chambers V,
Nariman Point, Mumbai (MH) 400 021
CIN: L67120MH1982PLC026724

36th Annual General Meeting of the Members of **Prime Securities Limited** was held on Friday, 27th Day of September, 2019 at 10.00 A.M. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai (MH) 400 034.

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 Tuesday 24th Day of September, 2019 and ended at 05.00 P.M. on Thursday, 26th Day of September, 2019; 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, on the Resolution contained in the Notice of the Annual General Meeting (AGM) of the Members of the Company, held on Friday, 27th Day of September, 2019 at 10.00 A.M. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai (MH) 400 034.

The Company has availed the E-Voting facility offered by National Securities Depositories Limited (NSDL) for conducting E-Voting by the Shareholders of the Company.

The Company has also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through E-Voting facility. The Shareholders of the Company holding shares as on the "cut-off" date i.e. Friday, 20th Day of September, 2019, 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 Thursday, 26th Day of September, 2019, 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.

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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:-

Thanking You.

Yours Sincerely,

For Pramod S. Shah & Associates

Practising Company Secretaries



B. Sompura

Bharat Sompura (Partner)

ACS No: A10540

C P. No. 5540

Date: 28th Day of September, 2019

Place: Mumbai

Consolidated ResultsResolution -1:Adoption of Audited Financial Statements:To consider and adopt:

a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Independent Auditors thereon; and

b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 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	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 01 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.

Resolution -2:**Re-appointment of Director – Mr. S. R. Sharma (DIN: 03096740) who retires by rotation:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 02 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.

Resolution - 3:**Appointment of Statutory Auditors and fix their Remuneration:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 03 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.



Resolution - 4:**Appointment of Ms. Smita Cawas Affinwalla (DIN: 07106628) as an Independent Director:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 04 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.



Resolution - 5:**Appointment of Ms. Namrata Kaul (DIN: 00994532) as an Independent Director:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 05 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.



Resolution - 6:

Appointment of Mr. Akshay Gupta (DIN: 01272080) as Non-Executive Director and Non-Independent Director:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	22	7358205	30	3428571	52	10786776	99.02
Dissent	3	106271	0	0	3	106271	0.98
Total	25	7464476	30	3428571	55	10893047	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 06 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.

Resolution - 7:**Revision in Remuneration payable to Mr. N. Jayakumar, Managing Director 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	13	950525	30	3428571	43	4379096	83.84
Dissent	6	856471	0	0	6	856471	16.36
Total	19	1806996	30	3428571	49*	5235567	100.00

* Please note that for Resolution 7, six (6) votes received were invalid due to member being interested person and hence they do not form a part of the counting.

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 07 of the Notice of the AGM dated August 14, 2019 has been passed with requisite majority.

Thanking You.

Yours Sincerely ,



Pramod S. Shah & Associates

Practising Company Secretaries

For Pramod S. Shah & Associates

Practising Company Secretaries



Bharat Sompura

Bharat Sompura (Partner)

ACS No: A10540

C P. No. 5540

Date: 28th Day of September, 2019

Place: Mumbai

Countersigned by Chairman/

Authorized Person