

**FORM NO. MGT - 13**

**Report of Scrutinizer(s)**

*(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 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

**Subject:** Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 37<sup>th</sup> Annual General Meeting of the Members of **Prime Securities Limited** held on Tuesday, 22<sup>nd</sup> Day of September, 2020 at 11.00 A.M. via two-way Video Conferencing ("VC") facility or other audio visual means ("OAVM").

Dear Sir,

I, Pramod S. Shah, Partner of Pramod S. Shah & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Prime Securities Limited ("the Company")**, in accordance with the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended from time to time, and as per the MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No.

SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 to scrutinize voting of Resolutions proposed at the 37<sup>th</sup> Annual General Meeting ("AGM") of the Members of Prime Securities Limited held today, i.e. September 22, 2020 at 11:00 a.m. (IST) via two-way Video Conferencing ("VC") facility or other audio visual means ("OAVM") in order to ascertain requisite majority on voting conducted through remote e-voting process and e-voting process during the AGM. Further, I was also appointed as the Scrutinizer to scrutinize the e-voting process that took place during the said AGM of the Company.

The remote e-voting period commenced on Saturday, September 19, 2020, at 9.00 a.m. (IST) and ended on Monday, September 21, 2020, at 5.00 p.m. (IST). The NSDL remote e-voting platform was disabled thereafter.

The members of the Company holding shares as on the "cut-off" date of Tuesday, September 15, 2020 were entitled to vote on the proposed resolutions as contained in the Notice of the AGM by remote e-voting system prior to AGM and e-voting system during the AGM.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting prior to AGM and conducting e-voting during the AGM by the members of the Company.

The Company had also provided e-voting facility for the members to vote during AGM who were present in the meeting through VC/OAVM and had not casted their votes on the proposed resolutions through remote e-voting facility, to cast their vote at the AGM.

My responsibility as a scrutinizer is restricted to making a Scrutinizer's report on the votes casted by the members in "favour" or "against" on the resolutions contained in the Notice of AGM dated August 18, 2020, based on the reports generated from the remote e-voting system provided by NSDL and the votes casted by the members present at the 37<sup>th</sup> AGM through VC/OAVM.

I submit my report as under:

1. After the conclusion of the e-voting at the 37<sup>th</sup> AGM, the votes cast by members present through VC/OAVM at the 37<sup>th</sup> AGM and through remote e-voting facility were downloaded from the e-voting website of in the presence of two witnesses, i.e. Ms. Siddhi Sanchala and Mr. Yuvraj Nikam, who are not in the employment of the Company.
2. I have reviewed the votes casted by the members through remote e-voting process before the 37<sup>th</sup> AGM and through e-voting process during the 37<sup>th</sup> AGM based on the data downloaded from the NSDL e-voting system.
3. The management of the Company is responsible to ensure the compliances with regard to 37<sup>th</sup> AGM of the members conducted through VC/OAVM and to organise the process of remote e-voting and e-voting during AGM in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and the MCA circulars issued in this regard.
4. After the Annual General Meeting, a consolidated report of the remote e-voting and e-voting during AGM was generated by me.

The consolidated result of the scrutiny of the remote e-voting process and votes casted by the members during the 37<sup>th</sup> AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated August 18, 2020 is as under:

## Consolidated Results

### Ordinary Business

#### Ordinary Resolution - Item No. 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, 2020 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, 2020 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	
<b>Assent</b>	90	9765013	3	601	93	9765614	100.00
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>90</b>	<b>9765013</b>	<b>3</b>	<b>601</b>	<b>93</b>	<b>9765614</b>	<b>100.00</b>

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 01 of the Notice of the AGM dated August 18, 2020 has been passed unanimously.

**Ordinary Resolution - Item No. 2:**

**Re-appointment of Director -**

**To appoint Mr. Akshay Gupta (DIN: 01272080), a Non - Executive and Non-Independent Director, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for reappointment:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
<b>Assent</b>	89	9764913	3	601	92	9765514	99.99
<b>Dissent</b>	1	100	0	0	1	100	0.01
<b>Total</b>	<b>90</b>	<b>9765013</b>	<b>3</b>	<b>601</b>	<b>93</b>	<b>9765614</b>	<b>100.00</b>

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 02 of the Notice of the AGM dated August 18, 2020 has been passed with requisite majority.

**Special Business**

**Special Resolution - Item No. 3:**

**Re-appointment of Mr. Pradip Dubhashi (DIN: 01445030) 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	
<b>Assent</b>	89	9764913	3	601	92	9765514	99.99
<b>Dissent</b>	1	100	0	0	1	100	0.01
<b>Total</b>	<b>90</b>	<b>9765013</b>	<b>3</b>	<b>601</b>	<b>93</b>	<b>9765614</b>	<b>100.00</b>

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 03 of the Notice of the AGM dated August 18, 2020 has been passed with requisite majority.

**Special Resolution - Item No. 4:**

**Re-appointment of Ms. Alpana Parida Shah (DIN: 06796621) 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	
<b>Assent</b>	89	9764913	3	601	92	9765514	99.99
<b>Dissent</b>	1	100	0	0	1	100	0.01
<b>Total</b>	<b>90</b>	<b>9765013</b>	<b>3</b>	<b>601</b>	<b>93</b>	<b>9765614</b>	<b>100.00</b>

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 04 of the Notice of the AGM dated August 18, 2020 has been passed with requisite majority.

**Ordinary Resolution - Item No. 5:**

**Re-Appointment of Mr. N. Jayakumar as Managing Director & Group CEO 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	
<b>Assent</b>	90	9765013	3	601	93	9765614	100.00
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Total</b>	<b>90</b>	<b>9765013</b>	<b>3</b>	<b>601</b>	<b>93</b>	<b>9765614</b>	<b>100.00</b>

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 05 of the Notice of the AGM dated August 18, 2020 has been passed unanimously.

5. An electronic register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided separately.

6. The electronic data along with the votes casted by the members present through VC/OAVM which was under my safe custody have been handed over to the Company Secretary for safe keeping.

Thanking You.

Yours Sincerely,

**For Pramod S. Shah & Associates  
Practising Company Secretaries**

**Date: 23<sup>rd</sup> Day of September, 2020**

**Place: Mumbai**

**Pramod S. Shah (Partner)**

**Membership No.: F334 (FCS)**

**C P. No. 3804**

**UDIN: F000334B000753231**

**Countersigned by Chairman/ Authorized Person**