

Pramod S. Shah & Associates

Practising Company Secretaries

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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) 400021

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 Annual General Meeting of the Members of **Prime Securities Limited** held on Tuesday, 27th September, 2022 at 03.30 P.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 General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022



respectively, issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/ HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79, SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 and SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated May 12, 2020, January 15, 2021 and May 12, 2022 respectively, issued by the Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI Circulars"), to scrutinize voting of Resolutions proposed at the Annual General Meeting ("AGM") of the Members of Prime Securities Limited held yesterday i.e. September 27, 2022 at 03:30 p.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 24, 2022 at 9.00 a.m. (IST) and ends on Monday, September 26, 2022 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 20, 2022, 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 May



24, 2022, based on the reports generated from the remote e-voting system provided by NSDL and the votes casted by the members present at the AGM through VC/OAVM.

I submit my report as under:

1. After the conclusion of the e-voting at the AGM, the votes cast by members present through VC/OAVM at the 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 AGM and through e-voting process during the 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 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 AGM present through VC/OAVM in respect of passing of the resolutions contained in the Notice dated May 24, 2022 is as under:



Consolidated ResultsOrdinary BusinessOrdinary Resolution – Item No. 1:Adoption of Financial Statements and Reports of the Board of Directors and 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	87	12456514	0	0	87	12456514	99.9986
Dissent	4	178	0	0	4	178	0.0014
Total	91	12456692	0	0	91	12456692	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 May 24, 2022 has been passed with requisite majority.



Ordinary Resolution – Item No. 2:**Declaration of Dividend:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	87	12237406	0	0	87	12237406	99.9994
Dissent	3	78	0	0	3	78	0.0006
Total	90	12237484	0	0	90	12237484	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 May 24, 2022 has been passed with requisite majority.

Ordinary Resolution – Item No. 3:**Re-appointment of Director:**

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	85	12412984	0	0	85	12412984	99.6499
Dissent	5	43608	0	0	5	43608	0.3501
Total	90	12456592	0	0	90	12456592	100.00

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 03 of the Notice of the AGM dated May 24, 2022 has been passed with requisite majority.



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Special Business:

Special Resolution – Item No. 4:

Remuneration to Non-Executive & Independent Directors:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	66	301114	0	0	66	301114	2.4212
Dissent	24	12135578	0	0	24	12135578	97.5788
Total	90	12436692	0	0	90	12436692	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 May 24, 2022 has not been passed as requisite majority is not achieved.

Ordinary Resolution – Item No. 5:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	85	12403298	0	0	85	12403298	99.9984
Dissent	4	198	0	0	4	198	0.0016
Total	89	12403496	0	0	89	12403496	100.00



Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 05 of the Notice of the AGM dated May 24, 2022 has been passed with requisite majority.

Ordinary Resolution - Item No. 6:

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	84	12403198	0	0	84	12403198	99.9976
Dissent	5	298	0	0	5	298	0.0024
Total	89	12403496	0	0	89	12403496	100.00

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 06 of the Notice of the AGM dated May 24, 2022 has been passed with requisite majority.

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 safekeeping.



Thanking You.

Yours Sincerely,

For Pramod S. Shah & Associates

Practising Company Secretaries

Date: 29th Day of September, 2022

Place: Mumbai



Pramod S. Shah (Partner)

Membership No.: F334 (FCS)

C P. No. 3804

UDIN: F000334D001073560

Countersigned by Chairman/ Authorized Person