

# 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 amended from time to time*

To,

The Chairman

Prime Securities Limited,

1109/1110, Maker Chambers V,

Nariman Point,

Mumbai - 400021

CIN: L67120MH1982PLC026724

40<sup>th</sup> Annual General Meeting of the Members of **Prime Securities Limited**, was held on Tuesday, June 13, 2023 at 03,00 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, 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:

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 and as per the General Circulars No.20/2020, 02/2022, 10/2022

and 11/2022 dated May 5, 2022 and dated 28.12.2022 respectively, issued by Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA circulars") and SEBI Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/DDHS/P/CIR/2022/0063 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 13, 2022 and January 5, 2023 respectively, issued by 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. June 13, 2023 at 03.00 p. m. in order to ascertain requisite majority on voting conducted through remote 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.

- (i) The e-voting period commenced from 09:00 a.m. on Saturday 10th June, 2023 and ended at 5.00 p.m. on Monday, 12th June, 2023 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 Tuesday, June 13, 2023 at 03.00 p.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. Tuesday, June 06, 2023, 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 Monday, 12<sup>th</sup> June, 2023 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.

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,

PRAMOD  
SHANTILA  
L SHAH

Digitally signed by PRAMOD SHANTILA SHAH  
DN: cn=PRAMOD SHANTILA SHAH, o=PRAMOD SHANTILA SHAH & ASSOCIATES, ou=PRAMOD SHANTILA SHAH & ASSOCIATES, email=PRAMODSHANTILASHAH@PRAMODSHANTILASHAH.COM, c=IN  
Date: 2023.06.14 17:23:09 +05'30'

Pramod S. Shah  
(C.P. No.-3804)

Place: Mumbai

Dated: 14<sup>th</sup> June, 2023

**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, 2023 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, 2023 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	58	16491286	20	1151	78	16492437	99.9939
Dissent	3	1010	0	0	3	1010	0.0061
Total	61	16492296	20	1151	81	16493447	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 1 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority.

**Resolution -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	57	16491186	20	1151	77	16492337	99.9939
Dissent	3	1010	0	0	3	1010	0.0061
Total	60	16492196	20	1151	80	16493347	100

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 2 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority.

**Resolution -3:**

Re-Appointment of Director- Mr. Sujit Kumar Varma (DIN: 09075212)

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Member	Votes	No. of Members	Votes	



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<b>Assent</b>	57	16491186	20	1151	77	16492337	<b>99.99</b> <b>39</b>
<b>Dissent</b>	3	1010	0	0	3	1010	0.0061
<b>Total</b>	<b>60</b>	<b>16492196</b>	<b>20</b>	<b>1151</b>	<b>80</b>	<b>1649334</b> <b>7</b>	<b>100</b>

Based on the aforesaid results, we report that Ordinary Resolution as contained in Item No. 3 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority

**Resolution -4:**

Alteration of Articles of Association

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
<b>Assent</b>	57	16491186	19	1126	76	16492312	99.993 7
<b>Dissent</b>	3	1010	1	25	4	1035	0.0063
<b>Total</b>	<b>60</b>	<b>1649219</b> <b>6</b>	<b>20</b>	<b>1151</b>	<b>80</b>	<b>1649334</b> <b>7</b>	<b>100</b>

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 4 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority.

**Resolution -5:**

## Appointment of Non-Executive and Independent Director

Mr. Mayank Malik (DIN: 10178490)

Particulars	Remote E-voting		Voting at the AGM		Total		(%)
	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	57	16491186	20	1151	77	16492337	99.9939
Dissent	3	1010	0	0	3	1010	0.0061
Total	60	16492196	20	1151	80	16493347	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 5 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority.

**Resolution -6:**

## Appointment of Non-Executive and Independent Director

Ms. Smeeta Harsha Bhatkal (DIN: 07363916)

Particulars	Remote E-voting	Voting at the AGM	Total	(%)
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	No. of Members	Votes	No. of Members	Votes	No. of Members	Votes	
Assent	58	16622132	20	1151	78	16623283	99.99 39
Dissent	3	1010	0	0	3	1010	0.0061
Total	61	16623142	20	1151	81	1662429 3	100

Based on the aforesaid results, we report that Special Resolution as contained in Item No. 6 of the Notice of the AGM dated 13<sup>th</sup> June, 2023 has been passed with requisite majority.

Thanking you.

Yours faithfully,

PRAMOD  
SHANTIL  
AL SHAH

Digitally signed by PRAMOD  
SHANTIL AL SHAH  
DN: cn=PRAMOD SHANTIL AL  
SHAH, o=PRAMOD S. SHAH &  
ASSOCIATES, email=PRAMODS.SHAH@GMAIL.  
COM, c=IN  
serial=2023061417224340530  
reason=PRAMODS.SHAH@GMAIL.COM  
Date: 2023.06.14 17:22:43 +05'30'

Pramod S. Shah

(C.P. No.-3804)

UDIN - F000334E000487645

Place: Mumbai

Dated: 14<sup>th</sup> June, 2023