

# PRIME

September 22, 2015

Corporate Relationship Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai 400001

Capital Markets-Listing  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex, Bandra (East),  
Mumbai 400051

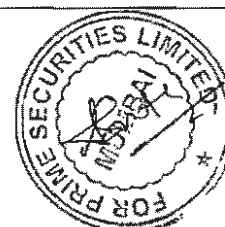
Dear Sir,

**Sub: Compliance under clause 35A of the listing agreement**  
**Re: 32<sup>nd</sup> annual general meeting - Declaration of voting results**

Pursuant to the provisions of clause 35A of the listing agreement, please find below the details of the voting results for the resolutions transacted at the 32<sup>nd</sup> annual general meeting of the Company held on Monday, September 21, 2015:

Date of annual general meeting	September 21, 2015
Total number of shareholders as on cut-off date i.e. September 14, 2015	24,143
Number of shareholders present at the annual general meeting either in person or through proxy: - Promoter and promoter group - Public	N.A. 35
Number of shareholders attended the meeting through video conferencing	Not arranged
Mode of voting	Remote e-voting, physical ballot / poll paper at annual general meeting

Agenda wise details:



**Prime Securities Limited**

1109 / 1110, Maker Chambers V,  
Nariman Point, Mumbai 400 021.  
CIN: L67120MH1982PLC026724

Tel : +91-22-6184 2525  
Fax: +91-22-2497 0777

Item no.	Details of Agenda	Resolution required (ordinary / special)	Mode of voting (show of hands / poll / postal ballot / e-voting)	Remarks
1.	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2015 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, 2015 together with the Reports of the Auditors thereon;	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
2.	To appoint a Director in place of Mr. N. Jayakumar (DIN: 00046048), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
3.	Appointment of Statutory Auditors of the Company and fix their remuneration	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
4.	Appointment of Mr. Pradip Dubhashi as an Independent Director	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority

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5.	Appointment of Mr. Anil Chandrakant Dharker as an Independent Director	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
6.	Appointment of Mr. S. R. Sharma as an Independent Director	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
7.	Appointment of Ms. Alpana Parida as an Independent Director	Ordinary	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
8.	Borrowing Limits of the Company	Special	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority
9.	Increase in limits of Investments in other Bodies Corporate	Special	Remote e-voting, physical ballot / poll paper	This resolution was passed with the requisite majority

Please find enclosed the Scrutiniser's Report on the combined voting results.

This is for your record and information.

Thanking you,

Yours faithfully,

For **Prime Securities Limited**

  
**Ajay Shah**  
Company Secretary

**Prime Securities Limited**

1109 / 1110, Maker Chambers V,  
Nariman Point, Mumbai 400 021.

CIN: L67120MH1982PLCO26724

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**PRAMOD S. SHAH & ASSOCIATES**  
**Practising Company Secretaries**

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**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

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

32nd Annual General Meeting of the Members of Prime Securities Limited was held on Monday, September 21, 2015 at 10.00 a.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 M/s. Pramod S. Shah & Associates, Practicing Company Secretaries appointed as Scrutinizer for the purpose of:

- (i) Scrutinizing 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
- (ii) Poll under the provisions of Section 109 of the Companies Act, 2013 Act read with Rule 21 of the Companies (Management and Administration) Rule, 2014, as amended (Rules) on the Resolutions contained in the notice to the 32nd Annual General Meeting of the Members of Prime Securities Limited was held on Monday, September 21, 2015 at 10.00 a.m. at Victoria Memorial School for the Blind, Tardeo Road, Opp. Film Centre, Near Hindustan Petroleum Petrol Pump, Mumbai 400034.
- (iii) We hereby submit our Scrutinizers report as follows :-
  - The notice convening the meeting was placed on the website of the Company and that of the Agency National Securities Depository Limited (NSDL).
  - The members of the Company were given an option to vote electronically on e-voting system, provided by National Securities Depository Limited (NSDL).
  - The remote e-voting period commenced on Friday, September 18, 2015 at 9.00 a.m. ended on Sunday, September 20, 2015 at 5.00 p.m. on the designated website <https://www.evoting.nsdl.com> via National Securities Depository Limited (NSDL).
  - Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Sunday, September 20, 2015, the NSDL portal was blocked for voting.
  - The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or 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.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

**The result of the Voting is as under:**

**Resolutions :**

**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, 2015 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, 2015 together with the Reports of the Auditors thereon;

(i) Voted **in favour** of the resolution:

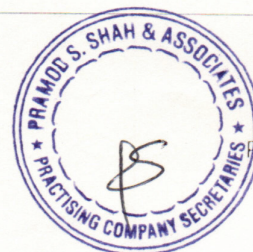
Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99.999915
Physically	13	608432	100.000000

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0.000000

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0





**Resolution -2**

To appoint a Director in place of Mr. N. Jayakumar (DIN: 00046048), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99.999915
Physically	14	608632	100.000000

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -3**

To re-appoint the Statutory Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99.999915
Physically	15	608682	100.000000





(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -4**

**Appointment of Mr. Pradip Dubhashi as an Independent Director.**

(i) Voted **in favour** of the resolution:

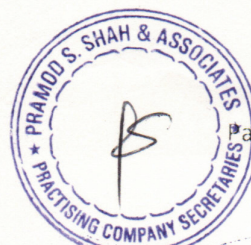
Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	15	5863000	99.998209
Physically	15	608682	100.000000

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0





**Resolution -5**

**Appointment of Mr. Anil Chandrakant Dharker as an Independent Director.**

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	15	5863000	99.998209
Physically	15	608682	100.000000

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -6**

**Appointment of Mr. S. R. Sharma as an Independent Director.**

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	16	5863001	99.998209
Physically	15	608682	100.000000





(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -7**

**Appointment of Ms. Alpna Parida as an Independent Director.**

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	16	5863001	99.998209
Physically	15	608682	100.000000

(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	105	0.001791
Physically	0	0	0

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0





**Resolution -8**

**Borrowing Limits of the Company.**

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99.999915
Physically	13	603382	99.161849

(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	1	5100	0.838151

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -9**

**Increase in limits of Investments in other Bodies Corporate.**

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	17	5863101	99.999915
Physically	14	603582	99.162124





(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	0.000085
Physically	1	5100	0.838151

(iii) **Invalid** votes :

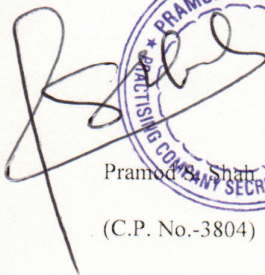

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,

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

Place: Mumbai

Dated: 22<sup>nd</sup> September, 2015

**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 1**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	30	24168725	5991538	24.790460	5991533	5	99.999917	0.000083
<b>Total</b>	<b>31</b>	<b>26473525</b>	<b>6471538</b>	<b>24.445320</b>	<b>6471533</b>	<b>5</b>	<b>99.999923</b>	<b>0.000077</b>

**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 2**

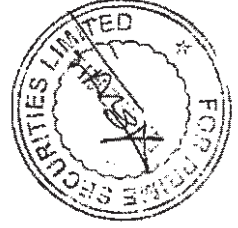
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	31	24168725	5991738	24.791287	5991733	5	99.999917	0.000083
<b>Total</b>	<b>32</b>	<b>26473525</b>	<b>6471738</b>	<b>24.446076</b>	<b>6471733</b>	<b>5</b>	<b>99.999923</b>	<b>0.000077</b>

**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 3**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	32	24168725	5991788	24.791494	5991783	5	99.999917	0.000083
<b>Total</b>	<b>33</b>	<b>26473525</b>	<b>6471788</b>	<b>24.446265</b>	<b>6471783</b>	<b>5</b>	<b>99.999923</b>	<b>0.000077</b>





PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)									
Clause 35A (Physical and e-Voting)									

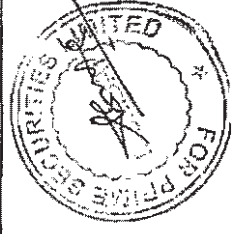
Resolution 4									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000	
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000	
Public-Others	31	24168725	5991787	24.791490	5991682	105	99.998248	0.001752	
<b>Total</b>	<b>32</b>	<b>26473525</b>	<b>6471787</b>	<b>24.446261</b>	<b>6471682</b>	<b>105</b>	<b>99.998378</b>	<b>0.001622</b>	

PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)									
Clause 35A (Physical and e-Voting)									

Resolution 5									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000	
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000	
Public-Others	31	24168725	5991787	24.791490	5991682	105	99.998248	0.001752	
<b>Total</b>	<b>32</b>	<b>26473525</b>	<b>6471787</b>	<b>24.446261</b>	<b>6471682</b>	<b>105</b>	<b>99.998378</b>	<b>0.001622</b>	

PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)									
Clause 35A (Physical and e-Voting)									

Resolution 6									
Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100	
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000	
Public – Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000	
Public-Others	32	24168725	5991788	24.791494	5991683	105	99.998248	0.001752	
<b>Total</b>	<b>33</b>	<b>26473525</b>	<b>6471788</b>	<b>24.446265</b>	<b>6471683</b>	<b>105</b>	<b>99.998378</b>	<b>0.001622</b>	





**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 7**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	32	24168725	5991788	24.791494	5991683	105	99.998248	0.001752
<b>Total</b>	<b>33</b>	<b>26473525</b>	<b>6471788</b>	<b>24.466265</b>	<b>6471683</b>	<b>105</b>	<b>99.998378</b>	<b>0.001622</b>

**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 8**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	31	24168725	5991588	24.790666	5986483	5105	99.914797	0.085203
<b>Total</b>	<b>32</b>	<b>26473525</b>	<b>6471588</b>	<b>24.445509</b>	<b>6466483</b>	<b>5105</b>	<b>99.921117</b>	<b>0.078883</b>

**PRIME SECURITIES LIMITED (CIN : L67120MH1982PLC026724)**

**Clause 35A (Physical and e-Voting)**

**Resolution 9**

Promoter/Public	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	0	0	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	1	2304800	480000	20.826102	480000	0	100.000000	0.000000
Public-Others	32	24168725	5991788	24.791494	5986683	5105	99.914800	0.085200
<b>Total</b>	<b>33</b>	<b>26473525</b>	<b>6471788</b>	<b>24.466265</b>	<b>6466683</b>	<b>5105</b>	<b>99.921119</b>	<b>0.078881</b>

