



Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management & Administration) Rules, 2014 as amended]

To
The Managing Director
M/s. Prime Capital Market Limited

Dear Sir,

I, Gayatri V. Phatak, Proprietor of M/s. G. S. Bhide & Associates, Practicing Company Secretary, Vapi, Gujarat, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process of **Prime Capital Market Limited** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of 22nd Annual General Meeting of the Company to be held on Thursday, 22nd September 2016.

The management of the Company is responsible to ensure the Compliances with the requirements of Companies Act, 2013 and Rules relating to voting through electronic means and ballot papers on the resolutions contained in the notice to the 22nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizers' Report of the votes cast "IN FAVOUR" or "AGAINST". The Resolutions are based on the reports generated from the process of remote e-voting and ballot paper.

Further to the above, I submit my Report as under :-

1. The remote e-voting period commenced on Monday 19th September 2016 at 9.00 A.M. and concluded on Wednesday, 21st September 2016 at 5.00 P.M. The e-voting services were provided by Central Depository Services (India) Ltd. (CDSL)
2. The Shareholders holding shares as on "cut-off date" i.e. September 15, 2016 were entitled to vote on the proposed resolutions stated in the Notice of the 22nd Annual General Meeting.
3. The Result of remote e-voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the e-voting website of CDSL i.e. www.evotingindia.com .

The Results of remote e-voting and ballot papers received at the 22nd Annual General Meeting are as under –





Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2016.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	9150	9150	100.00%
Ballot at AGM	1163785	1163785	100.00%
Total	1172935	1172935	100.00%

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	9150	0	100.00%
Ballot at AGM	1163785	0	100.00%
Total	1172935	0	100.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 2 – Ordinary Resolution

Ratification of appointment of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN-317159E) as Statutory Auditors of the Company for the financial year 2016-2017.

Voted **in favour** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	9150	9150	100.00%
Ballot at AGM	1163785	1163785	100.00%
Total	1172935	1172935	100.00%

Voted **against** of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
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E-voting	9150	0	100.00%
Ballot at AGM	1163785	0	100.00%
Total	1172935	0	100.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 3 – Ordinary Resolution

Appointment of Mr. Gwal Das Vyas (DIN: 01319377) as Independent Director of the Company for the period of 5 Years commencing from 6th December 2015; not liable to retire by Rotation

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	9150	9150	100.00%
Ballot at AGM	1163785	1163785	100.00%
Total	1172935	1172935	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	9150	0	100.00%
Ballot at AGM	1163785	0	100.00%
Total	1172935	0	100.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 4 – Ordinary Resolution

Appointment of Mr. Dhruva Narayan Jha (DIN: 01286654) as Independent Director of the Company for the period of 5 Years commencing from 20th May 2016; not liable to retire by Rotation





Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	9150	9150	100.00%
Ballot at AGM	1163785	1163785	100.00%
Total	1172935	1172935	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	9150	0	100.00%
Ballot at AGM	1163785	0	100.00%
Total	1172935	0	100.00%

Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

Resolution No. 5 – Special Resolution

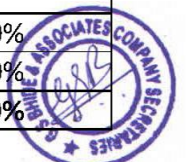
Change in place of keeping certain documents / records related to Shareholders

Voted in favour of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted in favour of Resolution	% of total number of valid votes cast
E-voting	9150	9150	100.00%
Ballot at AGM	1163785	1163785	100.00%
Total	1172935	1172935	100.00%

Voted against of Resolution

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted against Resolution	% of total number of valid votes cast
E-voting	9150	0	100.00%
Ballot at AGM	1163785	0	100.00%
Total	1172935	0	100.00%





G. S. Bhide & Associates
Company Secretary

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Invalid votes

Mode of Voting	Number of Members participated in the e-voting and physical ballot	No. of votes casted by them
E-voting	Nil	Nil
Ballot at AGM	Nil	Nil
Total	Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman & Managing Director considers, approves and signs the minutes of 22nd Annual General Meeting thereafter, the same shall be handed over to the Company Secretary for safe keeping.

For **G. S. BHIDE & ASSOCIATES**
Company Secretaries

GAYATRI V. PHATAK

Proprietor

ACS No. 31886, C.P. No. 11816



Place : Mumbai

Date : September 24, 2016