

503, Diwan Chambers, Old High Court Lane, Off Ashram Road, Navrangpura, Ahmedabad - 380 009 (Gujarat) India.
Tel. No.: 079-2754 1359, 2754 2360 Mobile: 98250 15581 Email : kashyaprmehta@hotmail.com

**CONSOLIDATED SCRUTINEER'S REPORT FOR E-VOTING AND BALLOT VOTING
FOR M/S. PRISM FINANCE LIMITED**

The Chairman,
Prism Finance Limited,
301, Iscon Mall, Above Star Bazar,
Satellite Road,
Ahmedabad - 380 015

Sub.: Passing of Resolutions through electronic and ballot conducted at the 20th Annual General Meeting (AGM) of Prism Finance Limited (the Company) held on 25th September, 2014

The Board of the Company at its meeting held on 29th July, 2014 had appointed the undersigned as Scrutineer for the E-voting and ballot voting pursuant to relevant sections of the Companies Act, 2013 and Rules made thereunder.

The Company appointed National Securities Depositories Limited (NSDL) as the service provider for extending the facility of electronic voting to the Shareholders of the Company during e-voting period i.e. 10.00 a.m. on Thursday, 18th September, 2014 to 6.00 p.m. Saturday, 20th September, 2014. M/s. Link Intime India Private Limited is the Registrar and Share Transfer agent of the Company. The E-voting results were unblocked by the undersigned on 20th September, 2014 in the presence of two witnesses. Kindly refer Scrutineer's report dated 21st September, 2014 on E-voting attached herewith as Annexure-1.

At the 20th Annual General Meeting of the Company held on 25th September, 2014, Ballot Voting was conducted to facilitate the members present in the meeting who did not participate in the E-voting, to record their votes through Ballot Voting. Kindly refer Consolidated Scrutineer's Report dated 25th September, 2014 attached herewith as Annexure - 2.

The Registers for E-voting and Physical Ballots for votes casted by the Shareholders of the Company will be handed over to the Company upon declaration of results.

for **KASHYAP R. MEHTA & ASSOCIATES**
Company Secretaries

Place: Ahmedabad
Date: 25th September, 2014



Kashyap R. Mehta
Proprietor
COP No.: 2052
FCS No.: 1821



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SCRUTINEER'S REPORT ON E-VOTING

To,
The Chairman,
Prism Finance Limited,
301, Iscon Mall, Above Star Bazar,
Satellite Road,
Ahmedabad - 380 015.

Report to the Chairman of the Board of Directors of M/s. Prism Finance Limited [CIN:L63910GJ1994PLC021915], a Company incorporated under the Companies Act, 1956 and having its Registered Office at 301, Iscon Mall, Above Star Bazar, Satellite Road, Ahmedabad - 380 015 on the E-voting conducted by the Company to pass 7 items on the agenda as contained in the Notice dated 29th July, 2014.

1. In terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (IX) of Companies (Management and Administration) Rules, 2014, I was appointed as Scrutineer by the Company on 29th July, 2014 in to the E-voting process for passing 7 items on the agenda as contained in the Notice dated 29th July, 2014.
2. On the basis of the Register of Members and list of beneficiary owners made available by the depository viz. Central Depositories Services (India) Limited (CDSL), as on 8th August, 2014 the cutoff date for the purpose of E-voting, the Company completed dispatch of the Notice of E-voting on 1st September, 2014.
3. In terms of the aforesaid Notice, E-voting was open for 3 days from 10.00 a.m. on **Thursday, 18th September, 2014 to 6.00 p.m. Saturday, 20th September, 2014** and members were required to cast their vote electronically conveying their assent or dissent in respect of 7 Ordinary/Special Resolutions, on E-voting platform provided by NSDL.
4. As required in the Rules, I unlocked the Evoting on the platform provided by NSDL after the completion of the E-voting process, on Saturday, 20th September, 2014 in the presence of Mr. Karan Ranka, Chartered Accountant and Mr. Malav Desai, Chartered Accountant, Ahmedabad.



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5. Based on the information made available to me, the following is the voting details of E-voting platform:

Item No.	Brief description of the resolution	E-Votes in favour (Assent)	E-Votes Against (Dissent)
1	Adoption of audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.	22,94,270	NIL
2	Appointment of Statutory Auditors of the Company	22,94,270	NIL
3	Appointment of Mr. Udayan D. Velvan as an Independent Director of the Company	22,94,270	NIL
4	Appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company	22,94,270	NIL
5	Appointment of Ms. Anal R. Desai as an Independent Director of the Company	22,94,270	NIL
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013	22,94,270	NIL
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013	22,94,270	NIL

for KASHYAP R. MEHTA & ASSOCIATES
Company Secretaries



Place: Ahmedabad
Date: 21st September, 2014


Kashyap R. Mehta
Proprietor
COP No.: 2052
FCS No.: 1821

Enclosed: Report/Result made available/extracted from NSDL E-voting website to us as Scrutineer

Description

Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013

I/We Assent To The Resolution(For/ Yes/ Favour)	2294270.000
I/We Dissent To The Resolution(Against/ No)	0.000

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EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
101060	INE429Q01019	PRISM FINANCE LIMITED EQ	09/18/2014	09/20/2014	09/27/2014	U	1.00
EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER_COUNT	VOTE_COUNT		
101060	1	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	1	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	2	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	2	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	3	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	3	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	4	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	4	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	5	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	5	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	6	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	6	2	2 /We dissent to the resolution(Against/ No)	0	0.000		
101060	7	1	1 /We assent to the resolution(For/ Yes/ Favour)	15	2294270.000		
101060	7	2	2 /We dissent to the resolution(Against/ No)	0	0.000		



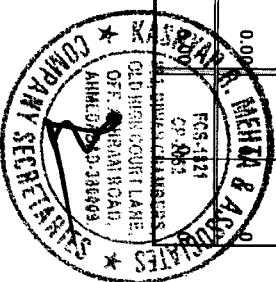
Summary of E-voting & Ballot Voting taken for 20th Annual General Meeting held on 25-09-2014

Res. No	Resolution	Counts of Valid			No. of Valid Shares			Favour					Against					Invalid					
		E-votes	Ballot Polled	Total	through E-voting	through Ballots	Total	Shares voted through E-voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	E-votes	Ballots Polled	Total	Shares voted through E-voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	Ballots Polled	Shares voted through Ballots			
1	Adoption of Audited Annual Accounts as at 31st March, 2014	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0	0	0	0	0
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0
		Pub-Others	1	4	109000	372900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0
		Total	15	5	2294270	597900	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0
2	Appointment of Statutory Auditors of the Company	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0.00	0	0	0	0
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0
		Pub-Others	1	4	109000	372900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0
		Total	15	5	2294270	597900	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0
3	Appointment of Mr. Udayan D. Velvan as an Independent Director of the Company	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0.00	0	0	0	0
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0
		Pub-Others	1	4	109000	372900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0
		Total	15	5	2294270	597900	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0
4	Appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0.00	0	0	0	0
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0
		Pub-Others	1	4	109000	372900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0
		Total	15	5	2294270	597900	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0

Date: 25-09-2014

Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta Associates, Ahmedabad



Summary of E-voting & Ballot Voting taken for 20th Annual General Meeting held on 25-09-2014

Res. No	Resolution	Counts of Valid			No. of Valid Shares			Favour						Against						Invalid					
		E-votes	Ballot Polled	Total	through E-voting	through Ballots	Total	Shares voted through E-voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	E-votes	Ballots Polled	Total	Shares voted through E-voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	Ballots Polled	Shares voted through Ballots					
5	Appointment of Ms. Anil R. Desai as an Independent Director of the Company	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0	0	0	0	0	0	
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0	
		Pub-Others	1	4	109000	372900	481900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0	0	0	0	0	0
		Total	15	5	2294270	597900	2892170	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0	0
6	Special Resolution for Borrowing Limit under Section 180(1)(c) of the Companies Act, 2013	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0	0	0	0	0	0	
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0	
		Pub-Others	1	4	109000	372900	481900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0	
		Total	15	5	2294270	597900	2892170	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0	
7	Special Resolution for creation of charge/mortgage under Section 180(1)(a) of the Companies Act, 2013	Promoters & Group	14	1	2185270	225000	2410270	14	1	15	2185270	225000	2410270	83.34	0	0	0	0	0	0	0	0	0	0	
		Pub-Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0.00	0	0	0	0	0	
		Pub-Others	1	4	109000	372900	481900	481900	1	4	5	109000	372900	481900	16.66	0	0	0	0	0.00	0	0	0	0	
		Total	15	5	2294270	597900	2892170	2892170	15	5	20	2294270	597900	2892170	100.00	0	0	0	0	0.00	0	0	0	0	



Date: 25-09-2014

Place: Ahmedabad

Scrutineer : Kashyap R. Mehta, Proprietor, Kashyap R. Mehta Associates, Ahmedabad