

203, Devashish, 2nd Floor, Near Bawarchi Restaurant, St. Xavier's Corner, Off C.G. Road, Navrangpura, Ahmadabad - 380 009.
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**CONSOLIDATED SCRUTINEER'S REPORT FOR REMOTE 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 remote electronic voting and ballot voting conducted for the 21st Annual General Meeting (AGM) of M/s. Prism Finance Limited (The Company) (CIN: L63910GJ1994PLC021915) held on 29th September, 2015

Report to the Chairman of the Annual General Meeting 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 remote E-voting and Ballot voting conducted by the Company to pass 2 items on the agenda as contained in the Notice dated 29th July, 2015 for the 21st Annual General Meeting held on Tuesday, the 29th September, 2015.

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Agreement. The responsibility of the undersigned as a Scrutineer for remote e-voting and physical ballot voting is restricted to give a consolidated report on the votes cast by the members for the resolutions as contained in the Notice dated 29th July, 2015, based upon the Report generated from the e-voting platform provided by Central Depository Services (India) Limited [CDSL], the authorised agency engaged by the Company to provide remote e-voting facilities for e-voting and physical ballot voting facilities provided at the 21st Annual General Meeting by the Company/the Registrar and Share Transfer agent of the Company.

The Board of Directors of the Company at its meeting held on 29th July, 2015 had appointed the undersigned as Scrutineer for the remote E-voting and Ballot voting pursuant to clause 35B of the Listing Agreement and relevant sections of the Companies Act, 2013 and Rules made thereunder.

The Company appointed Central Depository Services (India) Limited (CDSL) as the service provider for extending the facility of remote electronic voting to the Shareholders of the Company during remote E-voting period i.e. **9.00 a.m. on Saturday, 26th September, 2015 to 5.00 p.m. Monday, 28th September, 2015.** M/s. Link Intime (India) Private Limited is the Registrar and Share Transfer agent of the Company. The cutoff date for remote E-voting was **22nd September, 2015.**

The Members were required to cast their vote on the resolutions as contained in the Notice dated 29th July, 2015 either electronically conveying their assent or dissent, on remote E-voting platform provided by CDSL or through ballot voting facility provided by the Company at the 21st AGM.

The remote E-voting results were unblocked by the undersigned on 29th September, 2015 in the presence of two witnesses viz. Mr. Yash Mehta, Chartered Accountant and Mr. Malav Desai, Chartered Accountant, Ahmedabad.

At the 21st AGM of the Company held on 29th September, 2015, ballot voting was conducted to facilitate the members present in the meeting who did not participate in the remote E-voting, to record their votes through ballot voting.



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Kindly refer Consolidated Scrutineer's report dated 29th September, 2015 on the results of the remote e-voting and ballot voting at the Annual General Meeting in respect of the said resolutions attached herewith as **Annexure – 1**.

The following is the voting results of remote E-voting and ballot voting:

Item No.	Brief description of the resolution	No. of Shares in favour (Assent) & %	No. of Shares Against (Dissent) & %
1	Adoption of Audited Financial Statements of the Company for the financial year ended 31 st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon.	34,41,100 (100%)	Nil
2	Appointment of Statutory Auditors of the Company	34,41,100 (100%)	Nil

The Registers for remote 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: 29th September, 2015

KASHYAP R. MEHTA
Proprietor
COP No.: 2052
FCS No.: 1821
FRN: S2011GJ166500

Name of the Company : Prism Finance Limited

[CIN: L63910GJ1994PLC021915]

ANNEXURE-1 BSE

Summary of Remote E-Voting & Ballot Voting taken for 21st Annual General Meeting held on 29-09-2015

Res. No	Resolution	Counts of Valid			No. of Valid Shares			Favour						Against						Invalid					
		Remote E-Votes	Ballot Polled	Total	through Remote E-Voting	through Ballots	Total	Shares voted through Remote E-Voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	Remote E-Votes	Ballots Polled	Total	Shares voted through Remote E-Voting	Shares voted through Ballots	Total Shares Voted	% of total Voting	Ballots Polled	Shares voted through Ballots					
1	Adoption of Audited Financial Statement as at 31st March, 2015	Promoters & Group	7	3	2453100	505600	2958700	7	3	10	2453100	505600	2958700	85.98	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	0	0	0	0		
		Pub-Others	5	1	410700	71700	482400	5	1	6	410700	71700	482400	14.02	0	0	0	0	0	0	0	0	0	0	
		Total	12	4	2863800	577300	3441100	12	4	16	2863800	577300	3441100	100.00	0	0	0	0	0	0	0	0	0	0	0
2	Appointment of Statutory Auditors of the Company	Promoters & Group	7	3	2453100	505600	2958700	7	3	10	2453100	505600	2958700	85.98	0	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	0	0	0	0	0	
		Pub-Others	5	1	410700	71700	482400	5	1	6	410700	71700	482400	14.02	0	0	0	0	0	0	0	0	0	0	0
		Total	12	4	2863800	577300	3441100	12	4	16	2863800	577300	3441100	100.00	0	0	0	0	0	0	0	0	0	0	0

FOR KASHYAP R. MEHTA & ASSOCIATES
COMPANY SECRETARIES

KASHYAP R. MEHTA
PROPRIETOR



Date: 29-09-2015
Place: Ahmedabad

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