

Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman of Annual General Meeting of the Equity Shareholders of
PRIME INDUSTRIES LIMITED
Held on Friday, the 30th September, 2016 at 12.00 Noon at
SCO 19, Master Chambers, Feroze Gandhi Market, Ludhiana.

Dear Sir



I, Rajeev Bhambri, a Company Secretary in whole time practice, have been appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Prime Industries Limited held on Friday, 30th September, 2016 at 12.00 Noon at SCO 19, Master Chambers, Feroze Gandhi Market, Ludhiana,, submit our report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and its Rules. My responsibility as Scrutinizer is restricted to provide Report of votes cast "In favour", "Against" and "Invalid" votes based on the report generated from the electronic platform provided by Central Depository Services Limited, the authorized agency to provide e-voting facility, engaged by the company and from the physical voting done at the polling process at the site of holding meeting of shareholders.
2. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in the presence of me (Scrutinizer) with due identification marks placed.
3. The locked ballot box was subsequently opened in my/our presence and presence of two witnesses and poll papers were diligently scrutinized by us. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. I did not find any poll papers/evoting invalid.
5. The e-voting results were obtained from CDSL website and have been combined in this Report.
6. The combined result of the Physical Poll and Evoting is as under:

A. ORDINARY BUSINESS

RESOLUTION NO. 1- (ORDINARY RESOLUTION)

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the period ended on that date together with the Reports of Directors and Auditors thereon.

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	18	4509652	99.905	0	0	0	0	0	0
Physical Voting	5	4306	0.095	0	0	0	0	0	0
Total	23	4513958	100	0	0	0	0	0	0

Resolution passed with requisite majority

RESOLUTION NO. 2- (ORDINARY RESOLUTION)

To appoint a Director in place of Sh. Rajinder Kumar Singhania (DIN: 00077540), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	17	4496750	99.904	0	0	0	0	0	0
Physical Voting	5	4306	0.096	0	0	0	0	0	0
Total	22	4501056	100	0	0	0	0	0	0

Resolution passed with requisite majority

RESOLUTION NO. 3- (ORDINARY RESOLUTION)

To ratify the appointment of Statutory Auditors of the Company for the Financial Year 2016-17.

Total Votes Exercised = 7900000

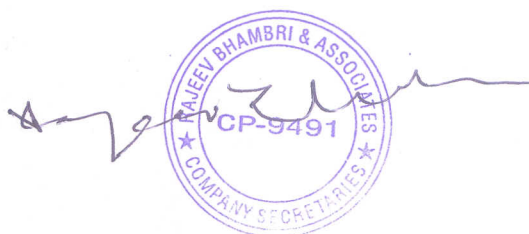
Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	18	4509652	99.905	0	0	0	0	0	0
Physical Voting	5	4306	0.095	0	0	0	0	0	0
Total	23	4513958	100	0	0	0	0	0	0

Resolution passed with requisite majority

B. SPECIAL BUSINESS

RESOLUTION NO. 4- (SPECIAL RESOLUTION)

Re-Appointment of Mr. Rajinder Kumar Singhania (DIN: 00077540), as the Managing Director of the Company.



Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	17	4496750	99.904	0	0	0	0	0	0
Physical Voting	5	4306	0.096	0	0	0	0	0	0
Total	22	4501056	100	0	0	0	0	0	0

Resolution passed with requisite majority

RESOLUTION NO. 5- (SPECIAL RESOLUTION)

Approval of Related Party Transactions

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	5	1308450	99.893	0	0	0	0	0	0
Physical Voting	3	1405	0.107	0	0	0	0	0	0
Total	8	1309855	100	0	0	0	0	0	0

Resolution passed with requisite majority

RESOLUTION NO. 6- (SPECIAL RESOLUTION)

To approve creation of charge on the total assets of the Company to secure its borrowings under Section 180(1)(a) of the Companies Act, 2013.

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	18	4509652	99.905	0	0	0	0	0	0
Physical Voting	5	4306	0.095	0	0	0	0	0	0
Total	23	4513958	100	0	0	0	0	0	0

Resolution passed with requisite majority

RESOLUTION NO. 7- (SPECIAL RESOLUTION)

To authorise the Board of Directors to borrow in excess of the paid-up capital and free reserves of the Company under Section 180(1)(c) of the Companies Act, 2013. (Special)

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	18	4509652	99.905	0	0	0	0	0	0
Physical Voting	5	4306	0.095	0	0	0	0	0	0
Total	23	4513958	100	0	0	0	0	0	0

Resolution passed with requisite majority



RESOLUTION NO. 8- (SPECIAL RESOLUTION)

To give Loans/guarantees/providing securities and investments in other bodies corporate in excess of the limits prescribed under section 186 of the Companies Act, 2013.

Total Votes Exercised = 7900000

Manner of Voting	Votes in favour of the Resolution			Votes against Resolution			Invalid Votes		
	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%	No. of Members	Nos. of Votes cast	%
Remote Voting	18	4509652	99.905	0	0	0	0	0	0
Physical Voting	5	4306	0.095	0	0	0	0	0	0
Total	23	4513958	100	0	0	0	0	0	0



Resolution passed with requisite majority

7. A Compact Disc (soft copy) of list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid, if any, for each resolution is enclosed.

8. The Poll papers and other relevant records were sealed and handed over to director authorized by Board for safe keeping.

Thanking you,

Yours faithfully,



(RAJEEV BHAMBRI)

Company Secretary in whole time Practice

CP No.9491

Date: 01.10.2016

Place: Ludhiana