CS KASHYAP R. MEHTA B. Com., LL.B., ACMA, FCS, ACIS (London)

KASHYAP R. MEHTA & ASSOCIATES COMPANY SECRETARIES

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



B. Com., LL.B., ACMA, FCS, ACIS (London)

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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.

- 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.
- 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.
- 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.



B. Com., L.L.B., ACMA, FCS, ACIS (London)

KASHYAP R. MEHTA & ASSOCIATES COMPANY SECRETARIES

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

No.	of the description of the resolution	E-Votes in favour (Assent)	E-Votes Again	
	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	(Dissent) 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 SSDL E-voting website to us as Scrutineer

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News&Results Logout User Profile e-Voting Home e-Voting View/Authorize e-Voting Results PRISM FINANCE LIMITED EQ : INE429Q01019 ISIN 107060 EVEN Logo File 1 Discripted File Resolution File Voting Start Date : 2014-09-18 2014-08-01 Record Date Voting Result Date : 2014-09-27 : 2014-09-20 Voting Ent Date : Resolution No 1 Adoption of audited Balance Sheet as at 31st 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. Description 1/We Assent To The 2294270.000 Resolution(For/ Yes/ Favour) 1/We Dissent To The 0.000 Resolution(Against/ No) : Resolution No 2 - Appointment of Statutory Auditors of the Company Description I/We Assent To The 2294270.000 Resolution(For/ Yes/ Favour) 1/We Dissent To The 0.000 Resolution(Against/ No) : Resolution No 3 Appointment of Mr. Udayan D. Velvan as an Independent Director of the Description Company. I/We Assent To The Resolution(For/ Yes/ Favour)

I/We Dissent To The 2294270.000 0.000 solution(Against/ No) : Resolution No 4 Appointment of Mr. Kashyap R. Mohta as an Independent Director of the Description Company. I/We Assent To The Resolution(For/ Yes/ 2294270,000 Favour) I/We Dissent To The 0.000 Resolution(Against/ No) : Resolution No 5 Resolution Appointment of Ms. Anal R. Desai as an Independent Director of the Company. Description I/We Assent To The Resolution[For/ Yes/ 2294270.000 Favour) I/We Dissent To The Resolution(Against/ No) : Resolution No 6 Special Resolution for Borrowing Limit under Section 180(1)(c) of the Description Companies Act, 2013 I/We Assent To The Resolution(For/ Yes/ 2294270.000 Favour)

I/We Dissent To The 0.000 Resolution(Against/ No) MEHTA & Resolution No 7

ViewEvotingResults Page 2 of 2

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

I/We Assent To The Resolution(Foy) Yes/ Favour)

I/We Dissent To The Resolution(Against / No)

Download Back

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Appointment of Statutory Auditors of the Company of the Company Appointment of Mr. Udayan D. Velvan as an Independent Director of the Company Company Appointment of Mr. Kashyap R. Mehta as an Independent Director of the Company	Adoption of Audited Annual	No Xes.	
Accounts as 31st March, Appointment Statutory Au of the Comp. Statutory Au of the Company Celvan as an Independent Director of th Company Mehta as an Independent Director of the Company	Adoption of Audited Annual		
t of ditors any		Resc	
Pub-Others Total Promters & Group Pub-Institutions Pub-Institutions Pub-Others Pub-Others Pub-Institutions Pub-Others Pub-Others Pub-Others Pub-Institutions	Promters & Group Pub-Institutions	Resolution	
15 1 0 14 15 1 0 15 1	0 14	E-votes	Counts of Valid
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481900 2892170 2410270 0 481900 2892170 2410270 0 481900 2892170 0 2892170	2410270	Total	hares
15 1 0 14 15 1 0 15 15 15 15 15 15 15 15 15 15 15 15 15		E-votes	
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	0 0	Ballots Polled	
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	0	Shares voted through Ballots	
	0 0	Total Shares Voted	
0.00 0.00 0.00 0.00 0.00 0.00	0.00	% of total Voting	
	0 0	Ballots Polled t	Invalid
	0 0	Shares voted through Ballots	ā

Date: 25-09-2014

Place: Ahmedabad

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

Annexure - 2

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

	,								Ú			Res.	
2013	under Section 180(1)(a) of the Companies Act	Resolution for creation of charge/mortgage	Special	2013	180(1)(c) of the Companies Act,	Resolution for Borrowing Limit	Special		Director of the Company	Appointment of Ms. Anal R. Desai			
Total	Pub-Others	Pub-Institutions	Promters & Group	Total	Pub-Others	Pub-Institutions	Promters & Group	Total	Pub-Others	Pub-Institutions	Promters & Group	Resolution	
15		0	14	15	-	0	14	15	1	0	14	E-votes	Counts of Valid
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2294270	109000	0	2185270	2294270	109000	0	2185270	2294270	109000	0	2185270	through E- voting	No. o
597900	372900	0	225000	597900	372900	0	225000	597900	372900	0	225000	through Ballots	No. of Valid Shares Voted
2892170	481900	0	2410270	2892170	481900	0	2410270	2892170	481900	0	2410270	Total	nares
15	1	0	14	15	-1	0	14	15		0	14	E-votes	
5	4	0		51	4	0		51	4_	0	1	Ballots Polled	
20	-5		15	20	. 5		15	20	<u>5</u>	0	15	Total	
2294270	109000	0	2185270	2294270	109000	0	2185270	2294270	109000	0	2185270	Shares voted through E-voting	Favour
597900	372900	0	225000	597900	372900	0	225000	597900	372900	0	225000	Shares voted through Ballots	Š
2892170	481900	0	2410270	2892170	481900	0	2410270	2892170	481900	0	2410270	Total Shares Voted	
100.00	16.66	0.00	83.34	100.00	16.66	0.00	83.34	100.00	16.66	0.00	83.34	% of total Voting	
0	0	0	0	0	0	0	0	0	0	0	0	E-votes	
0	0	0	0	0			0	0			0	Ballots Polled	
0	0	0	0	0	0				0	0	0	Total	
0	0	0	0	0	0	0	0	0	0	0	0	Shares voted through E-voting	Against
0	0	. 0	0	0	0	0	0	0	0	0	0_	Shares voted through Ballots	
0	. 0		0	0	0	0	0	0	0_	0	0	Total Shares Voted	
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	% of total	
0	. 0	٥	0	0	. 0	0	0	0	0	0	0	Ballots Polled	Invali
0	0		0	0	0	0	0	. 0	0	0	0	Shares voted through Ballots	



Date: 25-09-2014