



PRISM CEMENT LIMITED

"Rahejas", Main Avenue, V.P. Road,
Santacruz (W), Mumbai - 400 054.
Tel.: +91-22-6675 4142 / 43 Fax : 2600 1304
website : www.prismcement.com



Ref : ASK/UD/848/AGM 2017

August 11, 2017

The National Stock Exchange (India) Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	The BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai - 400 023.
Code : PRISMCEM	Code : 500338

Sub. : Submission of consolidated Scrutiniser's Report on e-voting (Insta Poll) at at the 25th Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith consolidated Scrutiniser's Report on e-voting (Insta Poll) at the 25th Annual General Meeting of the Company held on August 9, 2017 at National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana.

The meeting commenced at 11.00 a.m. and concluded at 12.35 p.m.

Thanking you,

Yours faithfully,

for **PRISM CEMENT LIMITED**

ANEETA S. KULKARNI
COMPANY SECRETARY

Encl. : As above

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Form MGT-13
Consolidated Scrutiniser's Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Prism Cement Limited,
Mumbai

Ref.: The 25th Annual General Meeting (AGM / Meeting) of Prism Cement Limited, held on Wednesday, August 09, 2017 at 11.00 a.m. at National Institute for Micro, Small and Medium Enterprises (ni-msme) Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana.

Sub. : Consolidated Scrutiniser's Report on Remote e-voting and Electronic voting (i.e. Insta Poll) at the 25th AGM of the Company conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015.

We, Savita Jyoti Associates, Company Secretaries, Hyderabad, had been appointed as the Scrutiniser by the Board of Directors of Prism Cement Limited ("the Company") pursuant to section 108 of the Companies Act 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the e-voting process (i.e. by remote e-voting and Insta Poll at the AGM) in respect of the resolutions mentioned in the Notice to the 25th AGM of the Equity Shareholders of the Company held on Wednesday, August 09, 2017 at 11.00 a.m. at Hyderabad.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) on the resolutions proposed in the Notice of the AGM of the Company is the responsibility of the management. Our responsibility as Scrutiniser is to ensure that the voting process through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to make a consolidated Scrutiniser's Report of the votes cast 'in favour' or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ('Karvy'), the Agency authorised under the Rules and engaged by the Company to provide e-voting facility to the shareholders for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S

The Notice dated July 3, 2017 along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility provided by Karvy for conducting e-voting (i.e. by remote e-voting and Insta Poll at the AGM) by the Shareholders of the Company.

The shareholders of the Company holding shares as on the "cut off" date of August 02, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced from August 04, 2017 at 9.00 a.m. till August 08, 2017 at 5.00 p.m. and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the Meeting was generated in my presence and the voting was diligently scrutinised.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the Meeting the votes cast thereunder were counted.

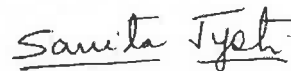
We have scrutinised and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

We now submit our consolidated Report on the result of the e-voting (i.e. by remote e-voting and Insta Poll at the AGM) in respect of the said resolutions.

The Register and all other relevant records relating to the e-voting (i.e. by remote e-voting and Insta Poll at the AGM) are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully



CS Savita Jyoti
Scrutiniser

Practicing Company Secretary
FCS: 3738; C P. No. 1796

Place: Hyderabad
Dated: August 11, 2017

SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Consolidated Results by remote e-voting and Insta Poll

Results of Item No. 1 – Ordinary Resolution

Adoption of audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	223	440917607	2610	440920217	100
Voted against	3	0	160	160	0
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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Results of Item No. 2 – Ordinary Resolution

Appointment of Mr. Rajan B. Raheja (DIN: 00037480) Director who retires by rotation.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	219	440878595	2410	440881005	99.9911
Voted against	7	39012	360	39372	0.0089
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

Results of Item No. 3 – Ordinary Resolution

Ratification of the appointment of M/s G.M. Kapadia & Co., Chartered Accountants (Firm registration. No. 104767W) as the Auditors of the Company and fixation of their remuneration.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	198	434558450	2610	434561060	98.5577
Voted against	28	6359157	160	6359317	1.4423
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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Results of Item No. 4 – Ordinary Resolution

Appointment of Mr. Atul R. Desai (DIN: 01918187) as Director of the Company

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	221	440917525	2610	440920135	99.9999
Voted against	5	82	160	242	0.0001
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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Results of Item No. 5 – Special Resolution

Appointment of Mr. Atul R. Desai (DIN: 01918187) as Executive Director & CEO (RMC)

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	222	440917537	2610	440920147	99.9999
Voted against	4	70	160	230	0.0001
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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SAVITA JYOTI ASSOCIATES
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CS. SAVITA JYOTI, B.Com., F.C.S

Results of Item No. 6 – Ordinary Resolution

Appointment of Dr. Raveendra Chittoor (DIN: 02115056), as Independent Director of the Company

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	222	440917537	2610	440920147	99.9999
Voted against	4	70	160	230	0.0001
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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Results of Item No. 7 – Ordinary Resolution

To ratify remuneration of the M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611) Cost Auditors of the Company

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	220	440917437	2410	440919847	99.9999
Voted against	6	170	360	530	0.0001
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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SAVITA JYOTI ASSOCIATES
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CS. SAVITA JYOTI, B.Com., F.C.S.

Results of Item No. 8 – Special Resolution

Private Placement of Non-convertible Debentures and/or other Debt Securities

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Insta Poll	Total	
Voted in favour	215	440700301	2610	440702911	99.9507
Voted against	11	217306	160	217466	0.0493
Total	226	440917607	2770	440920377	100

Invalid/Abstain	0	0	0	0
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Thanking you,

Yours faithfully,
for Savita Jyoti Associates

Savita Jyoti

CS Savita Jyoti
Company Secretaries
FCS: 3738
CP No. : 1796

SAVITA JYOTI, FCS 3738
Practising Company Secretary
Certificate of Practice No. 1796

Witness:

1. *Sanam Malkan*

2.

Vishva

Place: Hyderabad

Dated: August 11, 2017

Countersigned by:
for Prism Cement Limited

Vijay Aggarwal

Vijay Aggarwal
Managing Director
DIN: 00515412