



PRISM JOHNSON LIMITED

(FORMERLY PRISM CEMENT LIMITED)

August 9, 2018

The National Stock Exchange Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051
Code : PRSMJOHNSN

The BSE Limited,
Corporate Relationship Department,
P. J. Towers, Dalal Street, Fort
Mumbai - 400 023
Code : 500338

Dear Sirs,

Sub. : Submission of consolidated Scrutiniser's Report on e-voting (Insta Poll) at at the 26th Annual General Meeting of the Company

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 26th Annual General Meeting of the Company held on August 8, 2018 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 10.00 a.m. and concluded at 11.45 a.m.

Kindly take the same on the records.

Thanking you,

Yours faithfully,

for **PRISM JOHNSON LIMITED**

ANEETA S. KULKARNI
COMPANY SECRETARY

Encl : a/a



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 as amended]

To,
The Chairman
Prism Johnson Limited,
(formerly Prism Cement Limited)
Mumbai

Ref.: The 26th Annual General Meeting (AGM / Meeting) of Prism Johnson Limited, held on Wednesday, August 08, 2018 at 10.00 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 26th 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.

We, Savita Jyoti Associates, Company Secretaries, Hyderabad, had been appointed as the Scrutiniser by the Board of Directors of Prism Johnson 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, 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 26th AGM of the Equity Shareholders of the Company held on Wednesday, August 08, 2018 at 10.00 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 26th 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 in the Notice of the 26th AGM, 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).

The 26th AGM Notice dated July 5, 2018 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.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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 01, 2018 were entitled to vote on the resolutions as contained in the Notice of the 26th AGM.

The voting period for remote e-voting commenced from August 03, 2018 at 9.00 a.m. IST till August 07, 2018 at 5.00 p.m. IST 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 26th AGM.

Thanking you,

Yours faithfully

for Savita Jyoti Associates
Company Secretaries

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



CS Savita Jyoti
Scrutiniser
Practicing Company Secretary
FCS: 3738; C. P. No. 1796

Place: Hyderabad
Dated: August 09, 2018

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Consolidated Results by remote e-voting and Instapoll

Results of Item No. 1 – Ordinary Resolution

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2018 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	Instapoll	Total	
Voted in favour	286	424619036	19770	424638806	99.9893
Voted against	237	39123	6353	45476	0.0107
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less Voted	-	-	332	332

Results of Item No. 2 – Ordinary Resolution

Re-appointment of Mr. Vijay Aggarwal (DIN: 00515412), a Director who retires by rotation and offers himself for re-appointment.

Particulars	Number of members voted	Number of Votes cast in			% of total number of valid votes cast
		Remote e-votes	Instapoll	Total	
Voted in favour	281	424618906	19770	424638676	99.9893
Voted against	242	39253	6353	45606	0.0107
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less Voted	-	-	332	332

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Results of Item No. 3 – Ordinary Resolution

Re-appointment of Mr. Vivek K. Agnihotri (DIN: 02986266), a Director who retires by rotation and offers himself for re-appointment.

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	282	424658029	19770	424677799	99.9985
Voted against	241	130	6353	6483	0.0015
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less Voted	-	-	332	332

Results of Item No. 4 – Ordinary Resolution

Appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W) as 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	280	423998707	19770	424018477	99.8432
Voted against	243	659452	6353	665805	0.1568
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less voted	-	-	332	332

Results of Item No. 5 – Special Resolution

Re-appointment of Mr. Vivek K. Agnihotri as Executive Director & CEO (Cement).

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	279	423998657	19770	424018427	99.8432
Voted against	244	659502	6353	665855	0.1568
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less voted	-	-	332	332

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Results of Item No. 6 – Ordinary Resolution

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

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	286	424044323	19770	424064093	99.854
Voted against	237	613836	6353	620189	0.146
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less voted	-	-	332	332

Results of Item No. 7 – 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	276	424394408	19770	424414178	99.9364
Voted against	247	263751	6353	270104	0.0636
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less voted	-	-	332	332

Results of Item No. 8 – Special Resolution

Commission to Directors

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	278	424654879	19770	424674649	99.9978
Voted against	243	2930	6353	9283	0.0022
Total	521	424657809	26123	424683932	100

Invalid/Abstain	4	350	11	361
Less voted	-	-	332	332

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, FCS, FCS

Results of Item No. 9 – Special Resolution

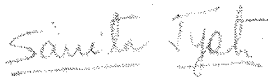
Increase in the limits applicable for making investments/extending loans and giving guarantees or providing securities.

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	256	414077005	19770	414096775	97.507
Voted against	267	10581154	6353	10587507	2.493
Total	523	424658159	26123	424684282	100

Invalid/Abstain	2	-	11	11
Less voted	-	-	332	332

Thanking you,

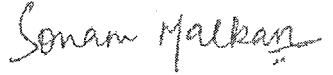
Yours faithfully,
for Savita Jyoti Associates
Company Secretaries



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

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

Witness:

1. 
- 2.



Place: Hyderabad

Dated: August 09, 2018

Countersigned by:
for Prism Johnson Limited



Vijay Aggarwal
Managing Director
DIN: 00515412