



Ref. : ASK/UD/AGM

August 14, 2020

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

Dear Sirs,

Sub. : Submission of consolidated Scrutiniser's Report on e-voting at
the 28th 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 (Remote e-voting and e-voting at the AGM) at 28th Annual General Meeting of the Company held on August 14, 2020 through video conference/other audio video means.

The meeting commenced at 10.30 a.m. and concluded at 11.42 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



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,
Mumbai

Ref.: The 28th Annual General Meeting ('AGM'/'Meeting') of the Equity Shareholders of Prism Johnson Limited, held on Friday, August 14, 2020 at 10.30 a.m. through Video Conference/Other Audio-Visual Means ('VC'), to transact the following business. The deemed venue of the AGM shall be the Registered Office at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016.

Sub.: Consolidated Scrutiniser's Report on Remote e-Voting and Electronic voting (i.e. E-voting at AGM) at the 28th 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 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to scrutinize the e-voting done by the members of the Company at the Annual General Meeting who participated through video conference/other audio visual means ('VC') as permitted by the Ministry of Corporate Affairs ('MCA') vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars").

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 e-voting at the AGM) in respect of the resolutions mentioned in the Notice of the 28th AGM of the Equity Shareholders of the Company held on Friday, August 14, 2020 at 10.30 a.m. through VC.

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 E-voting at AGM at the AGM) on the resolutions proposed in the Notice of 28th 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 e-voting at AGM 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 28th AGM, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ('KFin'), the

AJ

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

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 E-voting at AGM).

The 28th AGM Notice dated July 6, 2020 along with explanatory statement setting out material facts under Section 102 of the Companies Act, 2013 were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/KFin/Depository Participants pursuant to MCA Circular No.20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company had availed the e-voting facility provided by KFin for conducting e-voting (i.e. by Remote e-voting and e-voting at AGM) by the Shareholders of the Company.

The shareholders of the Company holding shares as on the cut-off date of August 7, 2020 were entitled to vote on the resolutions as contained in the Notice of 28th AGM.

The voting period for Remote e-voting commenced from Sunday, August 9, 2020 (9.00 a.m.) till Thursday, August 13, 2020 (5.00 p.m.). Voting and the KFin e-voting platform was blocked thereafter.

As per the information given by the Company/KFin, the names of the shareholders who had voted by remote e-voting through the facility provided by KFin had been blocked and only those members who were present at the AGM through VC and who had not voted on Remote e-voting were allowed to cast their votes through e-voting system during the AGM.

After the closure of the voting at the AGM, the report on voting done at the Meeting was generated 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 KFin e-voting system.

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

AJ.

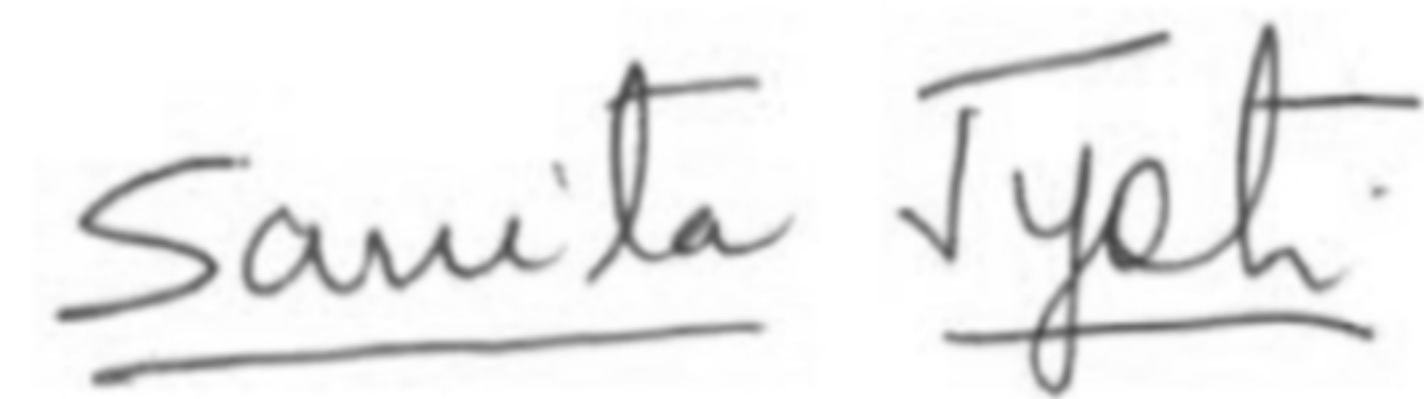
CS. SAVITA JYOTI, B.Com., F.C.S.

The Register and all other relevant records relating to the e-voting (i.e. by Remote e-voting and E-voting 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 28th 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 14, 2020

Consolidated Results by Remote e-voting and E-voting at AGM

Results of Item No. 1 – Ordinary Resolution

To consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and Statutory Auditors thereon.

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	121	412804086	99.9992
Voted against	41	3292	0.0008
Total	162	412807378	100

Invalid/Abstain	3	16833
-----------------	---	-------

Results of Item No. 2 – Ordinary Resolution

To appoint a Director in place of Mr. Rajan B. Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	116	412789856	99.9958
Voted against	46	17522	0.0042
Total	162	412807378	100

Invalid/Abstain	3	16833
-----------------	---	-------

AJ.

Results of Item No. 3 – Ordinary Resolution

To appoint a Director in place of Mr. Vijay Aggarwal (DIN : 00515412), who retires by rotation and being eligible, offers himself for re-appointment as Director.

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	119	412803228	99.9988
Voted against	44	4750	0.0012
Total	163	412807978	100

Invalid/Abstain	2	16233*
------------------------	----------	---------------

* 1835 votes were less voted

Results of Item No. 4 – Ordinary Resolution

To ratify remuneration of the Cost Auditors of the Company

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	119	412803973	99.9992
Voted against	42	3392	0.0008
Total	161	412807365	100

Invalid/Abstain	4	16846*
------------------------	----------	---------------

* 5 votes were less voted

Results of Item No. 5 – Special Resolution

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	118	412316209	99.8807
Voted against	45	492404	0.1193
Total	163	412808613	100

Invalid/Abstain	2	15598*
------------------------	----------	---------------

* 1200 votes were less voted

AJ

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

Results of Item No. 6 – Special Resolution

Divestment of stake in Raheja QBE General Insurance Company Limited

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Voted in favour	118	412802981	99.9988
Voted against	44	4892	0.0012
Total	162	412807873	100

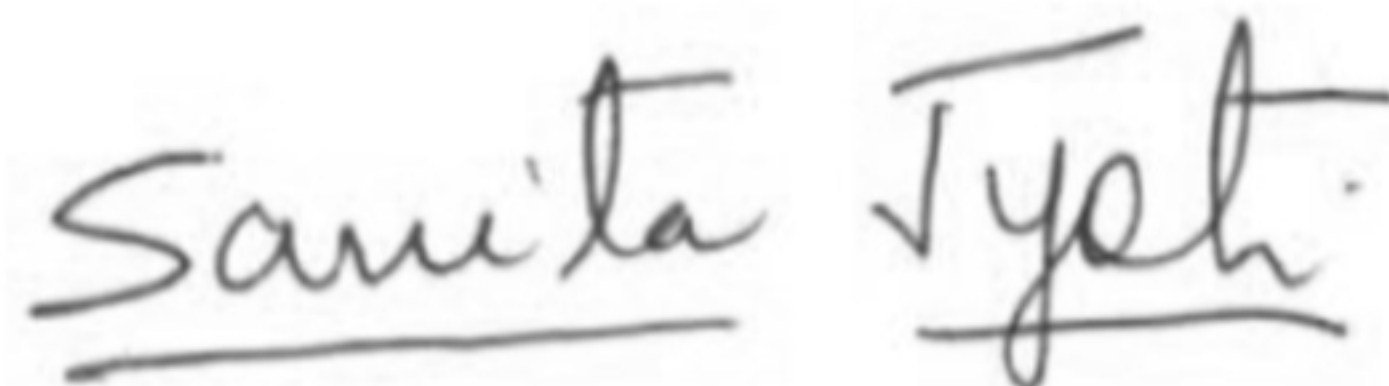
Invalid/Abstain	3	16338*
------------------------	---	--------

* 1835 votes were less voted

Thanking you,

Yours faithfully,

for Savita Jyoti Associates
Company Secretaries



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

Place: Hyderabad
Dated: August 14, 2020

Countersigned by:
for **Prism Johnson Limited**

Vijay Aggarwal
Managing Director
00515412

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

Witness:

1.



2.

