



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/848/2017-18

February 21, 2018

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 : PRISMCEM	Code : 500338

Sub. : Minutes of Postal Ballot

Dear Sir,

In continuation to our letters Ref. No. : ASK/UD/848/2017-18 dated February 15, 2018, with regards to disclosure of Voting Results of Postal Ballot (including voting by electronic means) and Proceedings of Postal Ballot, please find attached Minutes of Postal Ballot.

Kindly take the same on record.

Thanking you,

Yours faithfully,

for **PRISM CEMENT LIMITED**

ANEETA S. KULKARNI
COMPANY SECRETARY

Encl. : As above

HELD AT ON TIME

MINUTES OF POSTAL BALLOT BY PRISM CEMENT LIMITED ON THURSDAY, FEBRUARY 15, 2018 AT RAHEJAS, MAIN AVENUE, V. P. ROAD, SANTACRUZ (WEST), MUMBAI – 400 054

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“SS-2”), the Company had issued the Postal Ballot Notice dated January 8, 2018 to obtain the consent of the shareholders by Postal Ballot/remote e-voting on the Special Resolution for change of name of the Company from ‘Prism Cement Limited’ to ‘Prism Johnson Limited’.

The Board at its meeting held on January 8, 2018, had approved the following :

- Ms. Savita Jyoti, Savita Jyoti Associates, Practising Company Secretary, as Scrutiniser to receive and scrutinise the completed Ballot Forms received from the Members, including e-voting and for conducting the Postal Ballot process in a fair and transparent manner.
- Authorised, severally, Mr. Manish Bhatia, Chief Financial Officer and Ms. Aneeta S. Kulkarni, Company Secretary for overall supervision of the Postal Ballot and e-Voting.
- The results be declared by the Chairman/any Director/Company Secretary

The despatch of Postal Ballot Notice containing special resolution, explanatory statement, Postal Ballot Forms, e-voting user IDs & passwords and the self-addressed business reply envelopes to the Members and others concerned including statutory auditors, secretarial auditor, stock exchanges, etc., through post/courier/email was completed on January 16, 2018.

The shareholders were requested to return the Postal Ballot Forms duly completed along with the assent (For) or dissent (Against), so as to reach the Scrutiniser not later than 5.00 p.m. on Wednesday, February 14, 2018.

The Remote E-voting period remained open from Tuesday, January 16, 2018 at 9:00 a.m. (IST) and ended at 5:00 p.m. (IST) on Wednesday, February 14, 2018. During the period, Members of the Company holding shares in physical and/or in dematerialised form, as on cut-off date i.e. Friday, January 12, 2018 were entitled to vote on the resolution set out in the Notice of Postal Ballot.

After due scrutiny of all the Postal Ballot Forms received and on the basis of the e-voting up to 5.00 p.m. on Wednesday, February 14, 2018 (being last date fixed for return of the Postal Ballot Forms duly filled in and e-voting by the Members), the Scrutiniser submitted her Report dated February 15, 2018 as under :

Item No. 1

Details of the Agenda : Change in name of the Company

Resolution required : Special



CHAIRMAN'S INITIALS

HELD AT ON TIME

Mode of voting : Postal Ballot/Remote E-voting

Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding share	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	376881169	376830669	99.9866	376830669	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00		0.0000	0.0000
	Total		376830669	99.9866	376830669	0	100.0000	0.0000
Public - Institutions	E-voting	73238233	56371365	76.9699	56371365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	Total		56371365	76.9699	56371365	0	100.0000	0.0000
Public - Non Institutions	E-voting	53237178	23611	0.0444	23324	287	98.7845	1.2155
	Postal Ballot		11515	0.0216	11514	1	99.9913	0.0087
	Total		35126	0.0660	34838	288	99.1801	0.8199
Total		503356580	433237160	86.0696	433236872	288	99.9999	0.0001

The Company Secretary, duly authorised by the Board to declare the results, after receiving the Scrutiniser's Report, declared that the Special Resolution in the Postal Ballot Notice dated January 8, 2018 was duly passed by the requisite majority.

The resolution duly approved by the Members was as under :

1. As a Special Resolution

Change in name of the Company

“RESOLVED THAT pursuant to provisions of Sections 4, 13, 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 45 of the Securities Exchange


CHAIRMAN'S INITIALS

HELD AT ON TIME

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government/Stock Exchanges/ appropriate Regulatory and Statutory Authorities as may be necessary, consent of the members be and is hereby accorded for change of the name of the Company from "PRISM CEMENT LIMITED" to "PRISM JOHNSON LIMITED".

"RESOLVED FURTHER THAT on receipt of fresh certificate of incorporation upon change of name, the name "Prism Cement Limited" wherever it appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company, be substituted with "Prism Johnson Limited".

"RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and are hereby severally authorised to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney/s or authorised representatives under appropriate Letter/s of Authority/ies, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority/ies, as may be required from time to time and to do all such acts, deeds and things including settling and finalising all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

The above results were announced on Thursday, February 15, 2018.

Place : Mumbai
Date : February 20, 2018


Chairman



CHAIRMAN'S INITIALS