



PRISM JOHNSON LIMITED

(FORMERLY PRISM CEMENT LIMITED)

August 1, 2019

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 Sir,

Sub. : Submission of consolidated Scrutiniser's Report on e-voting at the 27th 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 of the electronic voting (remote e-Voting and Insta Poll) at the 27th Annual General Meeting of the Company held on July 31, 2019 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 11.30 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



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, as amended]

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

Ref.: The 27th Annual General Meeting (AGM / Meeting) of Prism Johnson Limited, held on Wednesday, July 31, 2019 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 27th 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 27th AGM of the Equity Shareholders of the Company held on Wednesday, July 31, 2019 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 27th 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 27th AGM, based on the reports generated from the e-voting system provided by Karvy Fintesh 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 27th AGM Notice dated June 27, 2019 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.

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SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., FCS

The shareholders of the Company holding shares as on the "cut off" date of July 24, 2019 were entitled to vote on the resolutions as contained in the Notice of the 27th AGM.

The voting period for remote e-voting commenced from 9.00 a.m. on July 25, 2019 and ends at 5.00 p.m. on July 30, 2019 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.

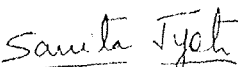
The Register and all other relevant records relating to the e-voting (i.e. by remote e-voting and Insta Poll at the AGM) are under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the 27th AGM.

Thanking you,

Yours faithfully

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

Place: Hyderabad
Dated: August 1, 2019

for Savita Jyoti Associates
Company Secretaries

CS Savita Jyoti
Scrutiniser
Practicing Company Secretary
FCS: 3738; C. P. 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

To consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Statutory 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	132	423850833	1723	423852556	99.9991
Voted against	155	348	3494	3842	0.0009
Total	287	423851181	5217	423856398	100

Invalid/Abstain	2	2966688	0	2966688
Less Voted	0	0	0	0

Results of Item No. 2 – Ordinary Resolution

To appoint Mr Atul R. Desai (DIN: 01918187), who retires by rotation and being eligible, offers himself for re-appointment as Director.

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	115	421678408	1723	421680131	98.7952
Voted against	174	5139064	3494	5142558	1.2048
Total	289	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less Voted	0	0	0	0

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COMPANY SECRETARIES

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

Results of Item No. 3 – Special Resolution

Re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing 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	132	426816924	1723	426818647	99.9991
Voted against	156	548	3494	4042	0.0009
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less Voted	0	0	0	0

Results of Item No. 4 – Special Resolution

Re-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	109	424614577	1723	424616300	99.4831
Voted against	179	2202895	3494	2206389	0.5169
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

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Results of Item No. 5 – Ordinary Resolution

Appointment of Mr. Sarat Chandak (DIN: 06406126) 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	131	422835850	1723	422837573	99.0663
Voted against	157	3981622	3494	3985116	0.9337
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

Results of Item No. 6 – Special Resolution

Appointment of Mr. Sarat Chandak (DIN: 06406126) as Executive Director & CEO (HRJ).

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	109	424614577	1723	424616300	99.4831
Voted against	179	2202895	3494	2206389	0.5169
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

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

Results of Item No. 7 – Special Resolution

Re-appointment of Mr. Shobhan M. Thakore (DIN: 00031788) 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	126	422344219	1723	422345942	98.9511
Voted against	162	4473253	3494	4476747	1.0489
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

Results of Item No. 8 – Special Resolution

Re-appointment of Ms. Ameeta A. Parpia (DIN: 02654277) 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	129	425751338	1723	425753061	99.7494
Voted against	159	1066134	3494	1069628	0.2506
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

Results of Item No. 9 – Ordinary Resolution

To ratify remuneration of the 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	132	426816924	1723	426818647	99.9991
Voted against	156	548	3494	4042	0.0009
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	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. 10 – 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	123	426411082	1723	426412805	99.904
Voted against	165	406390	3494	409884	0.096
Total	288	426817472	5217	426822689	100

Invalid/Abstain	1	397	0	397
Less voted	0	0	0	0

Thanking you,

Yours faithfully,

for Savita Jyoti Associates
Company Secretaries

Savita Jyoti

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

Place: Hyderabad
Dated: August 1, 2019

Countersigned by:
for Prism Johnson Limited

Vivek Agnihotri

Vivek Agnihotri
Executive Director & CEO (Cement)
DIN: 002986266

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

Witness:

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Vishu