



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. : Voting Results of Resolutions passed at the 25th Annual General Meeting of the Company

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the disclosure pertaining to the consolidated results of the electronic voting (remote e-Voting and Insta Poll), conducted at the 25th Annual General Meeting of the Equity Shareholders of the Company at National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana.

| | |
|--|--|
| Date of AGM | August 9, 2017 |
| Total number of shareholders on record date | 85,371 |
| No. of shareholders present in the meeting either in person or through proxy : | |
| Promoters and Promoter Group : | 21 |
| Public : | 799 |
| No. of shareholders attended the meeting through Video Conferencing : | |
| Promoters and Promoter Group : | Nil |
| Public : | Nil |
| | (No video conferencing facility was made available.) |

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The copies of the results are also available on the website of the Company www.prismcement.com and the Registered Office of the Company.

We further wish to inform you that M/s. Savita Jyoti Associates, Practicing Company Secretaries, appointed as Scrutiniser by the Board of Directors for the purpose of conducting the remote e-voting and Insta Poll for the resolutions passed at the 25th Annual General Meeting of the Company on August 9, 2017, have submitted report dated August 11, 2017 to the Company. The copy of the consolidated report is attached herewith.

Based on the consolidated report of the Scrutiniser, resolutions set out in the notice of the 25th Annual General Meeting have been duly approved by the shareholders with requisite majority.

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

| Resolution No. | 1 ORDINARY - 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. | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Category | Mode of Voting | | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 376881169 | | | | | | | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 64032818 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 64032818 | | | | | | | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 4120 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 6890 | 0.0147 | 6730 | 160 | 97.6778 | 2.3222 | | |
| Total | | 503356580 | 440920377 | 87.5960 | 440920217 | 160 | 100.0000 | 0.0000 | | |



| Resolution No. | 2 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Rajan B. Raheja (DIN: 00037480) Director who retires by rotation. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 376881169 | | | | | | | |
| | Total | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 63993888 | 38930 | 99.9392 | 0.0608 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 79538456 | | | | | | | |
| | Total | | 64032818 | 80.5055 | 63993888 | 38930 | 99.9392 | 0.0608 | | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 4038 | 82 | 98.0097 | 1.9903 | | |
| | Poll | | 2770 | 0.0059 | 2410 | 360 | 87.0036 | 12.9964 | | |
| | Postal Ballot (if applicable) | | 46936955 | | | | | | | |
| | Total | | 6890 | 0.0147 | 6448 | 442 | 93.5849 | 6.4151 | | |
| | Total | | 440920377 | 87.5960 | 440831005 | 39372 | 99.9911 | 0.0089 | | |



| Resolution No. | 3 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|---|---------------|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - 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. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 | | |
| Category | Mode of Voting | | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | |
| | Poll | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0.0000 | 0.0000 | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 57673731 | 6359087 | 90.0690 | 9.9310 | | |
| | Poll | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 64032818 | 80.5055 | 57673731 | 6359087 | 90.069 | 9.931 | 9.931 | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 4050 | 70 | 98.3010 | 1.6990 | | |
| | Poll | 46936955 | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 6890 | 0.0147 | 6660 | 230 | 96.6618 | 3.3382 | 3.3382 | |
| Total | | 503356580 | 440920377 | 87.5960 | 434561060 | 6359317 | 98.5577 | 1.4423 | | |



| Resolution No. | 4 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Mr. Atul R. Desai (DIN: 01918187) as Director of the Company. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 64032818 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 64032818 | 80.5055 | 64032818 | 0 | 100 | 0 | | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 4038 | 82 | 98.0097 | 1.9903 | | |
| | Poll | | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | | |
| | Postal Ballot (if applicable) | 46936955 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 6890 | 0.0147 | 6648 | 242 | 96.4877 | 3.5123 | | |
| | Total | 503356580 | 440920377 | 87.5960 | 440920135 | 242 | 99.9999 | 0.0001 | | |



| Resolution No. | 5 | | | | | | | | | | |
|---|---|-------------------------|---|------------------------------|----------------------------|--|--|--|--|--|--------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Appointment of Mr. Atul R. Desai (DIN: 01918187) as Executive Director & CEO (RMC). | | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | |
| Category | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | | |
| Promoter and Promoter Group | E-Voting | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | | | 0.0000 |
| | Poll | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | | | | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | | | | 0.0000 |
| Public- Institutions | Total | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | | | | 0 |
| | E-Voting | 64032818 | 80.5055 | 64032818 | 0 | 100.0000 | 0.0000 | | | | 0.0000 |
| | Poll | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | | | | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | | | | 0.0000 |
| | Total | 64032818 | 80.5055 | 64032818 | 0 | 100 | 0 | | | | 0 |
| | E-Voting | 4120 | 0.0088 | 4050 | 70 | 98.3010 | 1.6990 | | | | 1.6990 |
| Public- Non Institutions | Poll | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | | | | 5.7762 |
| | Postal Ballot (if applicable) | 46936955 | 0 | 0.0000 | 00 | 0 | 0.0000 | | | | 0.0000 |
| | Total | 6890 | 0.0147 | 6660 | 230 | 96.6618 | 3.3382 | | | | 3.3382 |
| Total | 503356580 | 440920377 | 87.5960 | 440920147 | 230 | 99.9999 | 0.0001 | | | | 0.0001 |



| Resolution No. | | 6 | | | | | | | | | |
|---|-------------------------------|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| ORDINARY - Appointment of Dr. Raveendra Chittoor (DIN: 02115056), as Independent Director of the Company. | | | | | | | | | | | |
| Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | | |
| Category | Mode of Voting | | | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | | |
| | Poll | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Total | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | | | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 64032818 | 0 | 100.0000 | 0.0000 | | | |
| | Poll | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Total | | 64032818 | 80.5055 | 64032818 | 0 | 100 | 0 | | | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 4050 | 70 | 98.3010 | 1.6990 | | | |
| | Poll | 46936955 | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | | | |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | | |
| | Total | | 6890 | 0.0147 | 6660 | 230 | 96.6618 | 3.3382 | | | |
| Total | | 503356580 | 440920377 | 87.5960 | 440920147 | 230 | 99.9999 | 0.0001 | | | |



| Resolution No. | ORDINARY - To ratify remuneration of the M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611) Cost Auditors of the Company. | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | | |
| Category | Mode of Voting | | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | | |
| Public- Institutions | E-Voting | | 64032818 | 80.5055 | 64032818 | 0 | 100.0000 | 0.0000 | | |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Postal Ballot (if applicable) | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 64032818 | 80.5055 | 64032818 | 0 | 100 | 0 | | |
| Public- Non Institutions | E-Voting | | 4120 | 0.0088 | 3950 | 170 | 95.8738 | 4.1262 | | |
| | Poll | | 2770 | 0.0059 | 2410 | 360 | 87.0036 | 12.9964 | | |
| | Postal Ballot (if applicable) | 46936955 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | | |
| | Total | | 6890 | 0.0147 | 6360 | 530 | 92.3077 | 7.6923 | | |
| | Total | 503356580 | 440920377 | 87.5960 | 440919847 | 530 | 99.9999 | 0.0001 | | |



| Resolution No. | SPECIAL - Private Placement of Non-convertible Debentures and/or other Debt Securities. | | | | | | | | | |
|--|---|----------------|---------------------------|----------------------------|---|------------------------------|-------------------------------|---|--|--|
| Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? | No | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 | |
| Promoter and Promoter Group | E-Voting | | | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 | |
| | Poll | | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | 376881169 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Total | | | 376880669 | 99.9999 | 376880669 | 0 | 100 | 0 | |
| Public- Institutions | E-Voting | | | 64032818 | 80.5055 | 63815694 | 217124 | 99.6609 | 0.3391 | |
| | Poll | | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Postal Ballot (if applicable) | | 79538456 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Total | | | 64032818 | 80.5055 | 63815694 | 217124 | 99.6609 | 0.3391 | |
| Public- Non Institutions | E-Voting | | | 4120 | 0.0088 | 3938 | 182 | 95.5825 | 4.4175 | |
| | Poll | | | 2770 | 0.0059 | 2610 | 160 | 94.2238 | 5.7762 | |
| | Postal Ballot (if applicable) | | 46936955 | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 | |
| | Total | | | 6890 | 0.0147 | 6548 | 342 | 95.0363 | 4.9637 | |
| Total | | | 503356580 | 440920377 | 87.5960 | 440702911 | 217466 | 99.9507 | 0.0493 | |

