



# 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 2016

August 25, 2016

The National Stock Exchange (India) Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.	The Bombay Stock Exchange, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023.
<b>Code : PRISMCEM</b>	<b>Code : 500338</b>

Sub. : Voting Results of Resolutions passed at the 24<sup>th</sup> Annual General Meeting of the Company and consolidated Scrutiniser's Report on e-voting

Ref. : Intimation under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations'), please find enclosed herewith the disclosure pertaining to the consolidated results of the remote e-Voting and Insta Poll, i.e. electronic voting conducted at the 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company at 9.30 a.m. at Taj Mahal Hotel, 4-1-999, King Koti Road, Abids, Hyderabad – 500 001.

Date of AGM	August 23, 2016
Total number of shareholders on record date	87,874
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	21
Public :	752
No. of shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group :	Nil
Public :	Nil
	(No video conferencing facility was made available.)

AS



The copies of the results will also be available on the website of the Company [www.prismcement.com](http://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 to be passed at the 24<sup>th</sup> Annual General Meeting of the Company on August 23, 2016, have submitted report dated August 24, 2016 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 24<sup>th</sup> Annual General Meeting have been duly approved by the shareholders with requisite majority.

Thanking you,  
Yours faithfully,

for **PRISM CEMENT LIMITED**

A handwritten signature in blue ink, appearing to read "A. S. Kulkarni".

ANEETA S. KULKARNI  
COMPANY SECRETARY

Encl. : As above

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	58069197	0	100.00	0.00		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>435210123</b>	<b>205</b>	<b>100.00</b>	<b>0.00</b>		

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 (A)	E-voting / E-poll	376881169	325474342	86.36	325474342	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	49228984	8840213	84.78	15.22		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>383804001</b>	<b>76.25</b>	<b>374963583</b>	<b>8840418</b>	<b>97.70</b>	<b>2.30</b>		

181

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							
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00
Public- Institutions (B)		81854146	58069197	70.94	56554444	1514753	97.39	2.61
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>433695370</b>	<b>1514958</b>	<b>99.65</b>	<b>0.35</b>

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Vijay Aggarwal as Managing Director.							
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00
Public- Institutions (B)		81854146	58049097	70.92	57795149	253948	99.56	0.44
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435190228</b>	<b>86.46</b>	<b>434936075</b>	<b>254153</b>	<b>99.94</b>	<b>0.06</b>



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Vivek Agnihotri as Executive Director & CEO (Cement).									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	58069197	0	100.00	0.00		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>435210123</b>	<b>205</b>	<b>100.00</b>	<b>0.00</b>		

Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Joydeep Mukherjee 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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	57913006	156191	99.73	0.27		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>435053932</b>	<b>156396</b>	<b>99.96</b>	<b>0.04</b>		

*Handwritten signature/initials*

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Joydeep Mukherjee as Executive Director & CEO (HRJ).									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	57838484	230713	99.60	0.40		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>434979410</b>	<b>230918</b>	<b>99.95</b>	<b>0.05</b>		

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Waiver of recovery of excess remuneration paid to Mr. Vijay Aggarwal.									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58049097	70.92	46414990	11634107	79.96	20.04		
Public- Non Institutions (C)		44621265	260462	0.58	259367	1095	99.58	0.42		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435190228</b>	<b>86.46</b>	<b>423555026</b>	<b>11635202</b>	<b>97.33</b>	<b>2.67</b>		

AS

Resolution No.	SPECIAL - Waiver of recovery of excess remuneration paid to Mr. Vivek Agnihotri.									
	NO									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	46689038	11380159	80.40	19.60		
Public- Non Institutions (C)		44621265	260462	0.58	259367	1095	99.58	0.42		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>423829074</b>	<b>11381254</b>	<b>97.38</b>	<b>2.62</b>		

Resolution No.	SPECIAL - Waiver of recovery of excess remuneration paid to Mr. Joydeep Mukherjee.									
	NO									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	46689038	11380159	80.40	19.60		
Public- Non Institutions (C)		44621265	260462	0.58	259367	1095	99.58	0.42		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>423829074</b>	<b>11381254</b>	<b>97.38</b>	<b>2.62</b>		

AS

Resolution No.	11									
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify remuneration of the Cost Auditors 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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	58069197	0	100.00	0.00		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>435210123</b>	<b>205</b>	<b>100.00</b>	<b>0.00</b>		

Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Private Placement of Non-convertible Debentures and/or other Debt Securities.									
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 (A)	E-voting / E-poll	376881169	376880669	100.00	376880669	0	100.00	0.00		
Public- Institutions (B)		81854146	58069197	70.94	57913006	156191	99.73	0.27		
Public- Non Institutions (C)		44621265	260462	0.58	260257	205	99.92	0.08		
<b>Total (A + B + C)</b>		<b>503356580</b>	<b>435210328</b>	<b>86.46</b>	<b>435053932</b>	<b>156396</b>	<b>99.96</b>	<b>0.04</b>		

175

**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]*

To,  
The Chairman,  
Prism Cement Limited,  
Mumbai.

Ref. : The 24<sup>th</sup> Annual General Meeting (AGM / Meeting) of Prism Cement Limited, held on Tuesday, August 23, 2016 at 9.30 a.m. at Taj Mahal Hotel, 4-1-999, King Koti Road, Abids, Hyderabad – 500 001

Sub. : Consolidated Scrutiniser's Report on Remote e-voting and Electronic voting (i.e. Insta Poll) at the 24<sup>th</sup> 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 by Companies (Management and Administration) Amendment Rules, 2015.

We, Savita Jyoti Associates, Company Secretaries, Hyderabad, had been appointed as the Scrutiniser by the Board of Directors of Prism Cement 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 by Companies (Management and Administration) Amendment Rules, 2015, 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 24<sup>th</sup> AGM of the Equity Shareholders of the Company held on Tuesday, August 23, 2016 at 9.30 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 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 above, 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 Notice dated June 6, 2016 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.

AJ

**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 16, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced from August 18, 2016 at 9.00 a.m. till August 22, 2016 at 5.00 p.m. 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 there under 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 AGM.

Thanking you,

Yours faithfully

Place: Hyderabad  
Dated: August 24, 2016



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

**SAVITA JYOTI, FCS 3738**  
**Practicing Company Secretary**  
**Certificate of Practice 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

Adoption of audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2016 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	Insta Poll	Total	
Voted in favour	176	435206972	3151	435210123	100.00
Voted against	11	200	5	205	0.00
Total	187	435207172	3156	435210328	100.00

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

### Results of Item No. 2 – Ordinary Resolution

Appointment of Mr. Rajan B. Raheja (DIN: 00037480) Director who retires by rotation.

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	151	374960432	3151	374963583	97.70
Voted against	34	8840413	5	8840418	2.30
Total	185	383800845	3156	383804001	100.00

Invalid/Abstain	4	51406327	200	51406527
-----------------	---	----------	-----	----------

### Results of Item No. 3 – Ordinary Resolution

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.

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	174	433692219	3151	433695370	99.65
Voted against	13	1514953	5	1514958	0.35
Total	187	435207172	3156	435210328	100.00

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**Results of Item No. 4 – Special Resolution**

Re-appointment of Mr. Vijay Aggarwal as Managing 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	173	434932924	3151	434936075	99.94
Voted against	12	254148	5	254153	0.06
<b>Total</b>	<b>185</b>	<b>435187072</b>	<b>3156</b>	<b>435190228</b>	<b>100.00</b>

Invalid/Abstain	4	20100	200	20300
-----------------	---	-------	-----	-------

**Results of Item No. 5 – Special Resolution**

Appointment of Mr. Vivek 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	176	435206972	3151	435210123	100.00
Voted against	11	200	5	205	0.00
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

**Results of Item No. 6 – Ordinary Resolution**

Appointment of Mr. Joydeep Mukherjee 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	173	435050781	3151	435053932	99.96
Voted against	14	156391	5	156396	0.04
<b>Total</b>	<b>187</b>	<b>435050781</b>	<b>3156</b>	<b>435053932</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

X J

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**Results of Item No. 7 – Special Resolution**

Appointment of Mr. Joydeep Mukherjee 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	173	434976259	3151	434979410	99.95
Voted against	14	230913	5	230918	0.05
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

**Results of Item No. 8 – Special Resolution**

Waiver of recovery of excess remuneration paid to Mr. Vijay Aggarwal.

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	139	423551875	3151	423555026	97.33
Voted against	46	11635197	5	11635202	2.67
<b>Total</b>	<b>185</b>	<b>435187072</b>	<b>3156</b>	<b>435190228</b>	<b>100.00</b>

Invalid/Abstain	4	20100	200	20300
-----------------	---	-------	-----	-------

**Results of Item No. 9 – Special Resolution**

Waiver of recovery of excess remuneration paid to Mr. Vivek Agnihotri.

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	142	423825923	3151	423829074	97.38
Voted against	45	11381249	5	11381254	2.62
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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

**Results of Item No. 10 – Special Resolution**

Waiver of recovery of excess remuneration paid to Mr. Joydeep Mukherjee.

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	142	423825923	3151	423829074	97.38
Voted against	45	11381249	5	11381254	2.62
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

**Results of Item No. 11 – 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	176	435206972	3151	435210123	100.00
Voted against	11	200	5	205	0.00
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>

Invalid/Abstain	2	0	200	200
-----------------	---	---	-----	-----

AJ

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., F.C.S.  
**Results of Item No. 12 – 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	173	435050781	3151	435053932	99.96
Voted against	14	156391	5	156396	0.04
<b>Total</b>	<b>187</b>	<b>435207172</b>	<b>3156</b>	<b>435210328</b>	<b>100.00</b>
Invalid/Abstain	2	0	200	200	

Thanking you,

Yours faithfully,  
 For Savita Jyoti Associates

*Savita Jyoti*

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

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

Place: Hyderabad  
 Dated: August 24, 2016

Countersigned by:

For Prism Cement Limited

*Vijay Aggarwal*

**Vijay Aggarwal**  
**Managing Director**