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

September 9, 2015

The National Stock Exchange Limited,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Fax No. 26598237 / 38

Code : PRISMCEM

Corporate Relationship Department,
The Bombay Stock Exchange,
P. J. Towers,
Dalal Street, Fort
Mumbai - 400 023

Fax No. 22722037 / 39 / 41

Code : 500338

Re : Consolidated Report of the Scrutiniser on Resolutions passed at the 23rd Annual General Meeting of the Company

Dear Sir,

We wish to inform you that Ms. Savita Jyoti, Scrutiniser appointed by the Board of Directors for the purpose of conducting the e-voting, Ballot Paper and Insta Poll for the resolutions to be passed at the 23rd Annual General Meeting of the Company on September 8, 2015, has submitted her report dated September 9, 2015 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 23rd Annual General Meeting have been duly approved by the shareholders with requisite majority.

Thanking you,

Yours faithfully,

for **PRISM CEMENT LIMITED**

ANEETA S. KULKARNI
COMPANY SECRETARY

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B Com , F C S

Consolidated Scrutiniser's Report

[Pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Prism Cement Limited,
Mumbai.

Sub : Consolidated Scrutiniser's Report on e-voting/physical ballot forms 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 and voting at the 23rd Annual General Meeting of the Shareholders of the Company held on Tuesday, September 8, 2015 at 9.30 a.m. at Taj Mahal Hotel, 4-1-999, King Koti Road, Abids, Hyderabad – 500 001.

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) and to scrutinise the physical ballot forms received from the shareholders in respect of the resolutions mentioned in the Notice to the 23rd Annual General Meeting (AGM / Meeting) of the Company held on September 8, 2015 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) and voting by using ballot forms by shareholders 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) and by use of ballot forms 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 August 5, 2015 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.

A.J.

E-86 Sainikpuri Secunderabad - 500 094 (Near Canara Bank) Ph 040-27110559 Mobile +91 98495 10559
E-mail savitajyoti@yahoo com

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 Company had also provided voting by physical Ballot Forms to the members who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the "cut off" date of August 31, 2015 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on September 4, 2015 at 9.00 a.m. and ended on September 7, 2015 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. There were no physical Ballot Forms received upto 5.00 p.m. on September 7, 2015.

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 have issued separate Scrutiniser's Reports dated September 9, 2015 on the remote e-Voting and Insta Poll on the resolutions contained in the Notice of the AGM.

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

Sanita Jyoti

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

Place: Hyderabad
Dated: September 9, 2015

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

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E-mail savitajyoti@yahoo.com

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Consolidated Results

Results of Item No. 1 – Ordinary Resolution

Adoption of Audited Financial Statements (including audited consolidated financial statements) for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,60,53,252	13,348	43,60,66,600	100.00
Dissent	---	---	---	---
Total	43,60,53,252	13,348	43,60,66,600	100.00

Results of Item No. 2 – Ordinary Resolution

Appointment of Mr. Rajesh G. Kapadia (DIN: 00003272) Director who retires by rotation.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,58,34,772	13,348	43,58,48,120	99.95
Dissent	2,18,480	---	2,18,480	0.05
Total	43,60,53,252	13,348	43,60,66,600	100.00

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 Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,60,11,329	13,348	43,60,24,677	99.99
Dissent	41,923	---	41,923	0.01
Total	43,60,53,252	13,348	43,60,66,600	100.00

A.J.

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E-mail savitajyoti@yahoo.com

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B Com , F C S

Results of Item No. 4 – Special Resolution

To adopt new Articles of Association of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,60,11,229	13,348	43,60,24,577	99.99
Dissent	42,023	---	42,023	0.01
Total	43,60,53,252	13,348	43,60,66,600	100.00

Results of Item No. 5 – Special Resolution

Reclassification of the Authorised Share Capital and Alteration of the Memorandum of Association of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,60,53,152	13,348	43,60,66,500	100.00
Dissent	100	---	100	0.00
Total	43,60,53,252	13,348	43,60,66,600	100.00

Results of Item No. 6 – Ordinary Resolution

Ratification of remuneration of the Cost Auditors of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,60,53,152	13,348	43,60,66,500	100.00
Dissent	100	---	100	0.00
Total	43,60,53,252	13,348	43,60,66,600	100.00

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COMPANY SECRETARIES

CS. SAVITA JYOTI, B Com FCS

Results of Item No. 7 – Special Resolution

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

Particulars	Number of Votes contained in			Percentage
	Remote e-votes	Insta Poll	Total	
Assent	43,58,86,028	13,348	43,58,99,376	99.96
Dissent	1,67,224	---	1,67,224	0.04
Total	43,60,53,252	13,348	43,60,66,600	100

Thanking you,

Yours faithfully,
For Savita Jyoti Associates

Savita Jyoti

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

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

Place: Hyderabad
Dated: September 9, 2015

Countersigned by :
for **PRISM CEMENT LIMITED**

Rajesh Kapadia

RAJESH G. KAPADIA
CHAIRMAN

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E-mail savitajyoti@yahoo.com