

December 21, 2016

**Ms. Aneeta S Kulkarni**  
 Company Secretary  
**Prism Cement Ltd.**  
 305, Laxmi Niwas Apartments,  
 Ameerpet,  
 Hyderabad - 500016.  
 Tel. No - 022-66754142 / 43  
 Fax No - 022-26001304

Dear Sir,

**Sub: Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

We refer to our letter dated November 28, 2016 wherein we had mentioned that as on November 25, 2016, the aggregate holding of the Schemes of HDFC Mutual Fund in "**Prism Cement Ltd.**" ("The Company") was 5.31% of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 503,35,65,800/- comprising 50,33,56,580 shares of Rs. 10/- each).

Further, in accordance with the captioned regulation and other applicable laws / regulations, if any, we wish to inform you that there has been an **increase** in the shareholding of the Company by the Schemes of HDFC Mutual Fund **by 2.037%** as of December 20, 2016. As on December 20, 2016 the aggregate holding of the Schemes of HDFC Mutual Fund in the Company is **7.35%** of the paid up equity share capital of the Company (Paid up Equity Share Capital being Rs. 503,35,65,800/- comprising 50,33,56,580 shares of Rs. 10/- each).

As per Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 please find enclosed the details of change in the shareholding in the prescribed format enclosed as Annexure 1.

Kindly acknowledge receipt of the same.

Thanking you,  
 Yours faithfully,  
 For **HDFC Asset Management Company Limited**

*D Barot*

Ⓟ Dhruvi Barot  
 Joint AVP - Compliance  
 Encl: As above

CC:

<p><b>Listing Department</b>  <b>National Stock Exchange of India Ltd.</b>                  Exchange Plaza, Bandra - Kurla Complex,                  Bandra (E), Mumbai - 400 051.                  Tel.: 022- 2659 8190,                  Fax: 022- 2659 8191</p>	<p><b>Listing Department</b>  <b>BSE Limited</b>                  Phiroze Jeejeebhoy Towers                  Dalal Street,                  Mumbai - 400 023.                  Fax: 022- 2272 3121</p>	<p><b>Corporate Office</b>  <b>Prism Cement Ltd.</b>                  Rahejas, 2nd Floor,                  Main Avenue, V.P. Road,                  Santacruz (West)                  Mumbai - 400054                  Phone:022-66754142/ 43                  Fax: 022-26001304</p>
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**HDFC Asset Management Company Limited**

A Joint Venture with Standard Life Investments

CIN: U65991MH1999PLC123027

Registered Office : "HDFC House", 2nd Floor, H.T. Parekh Marg, 165-166, Backbay Reclamation, Churchgate, Mumbai-400 020

Tel.: 022 - 6631 6333 Fax: 022 - 2204 4304, 6658 0200 Website: www.hdfcfund.com

**Annexure-1**

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1. Name of the Target Company (TC)	<b>Prism Cement Limited</b>		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	HDFC Mutual Fund HDFC Trustee Company Limited A/c---		
	1. HDFC Equity Fund 2. HDFC Prudence Fund		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
5. Details of the acquisition/ <del>disposal</del> as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<u>Before the acquisition under consideration, holding of :</u>			
a) Shares carrying voting rights	2,67,42,422	5.31	N.A.
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others)	0	0.00	N.A.
c) Voting rights (VR) otherwise than by shares	0	0.00	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	0	0.00	N.A.
<b>Total (a+b+c+d)</b>	<b>2,67,42,422</b>	<b>5.31</b>	<b>N.A.</b>
<u>Details of Acquisition/Sale:</u>			
a) Shares carrying voting rights <u>acquired/sold</u>	1,02,54,791	2.037	N.A.
b) VRs acquired /sold otherwise than by shares	0	0.00	N.A.
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) <u>acquired/sold</u>	0	0.00	N.A.
d) Shares encumbered/invoked/released by the acquirer	0	0.00	N.A.
<b>Total (a+b+c+/-d)</b>	<b>1,02,54,791</b>	<b>2.037</b>	<b>N.A.</b>



<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	3,69,97,213	7.35	N.A.
b) Shares encumbered with the acquirer	0	0.00	N.A.
c) VRs otherwise than by shares	0	0.00	N.A.
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	0	0.00	N.A.
<b>Total (a+b+c+d)</b>	<b>3,69,97,213</b>	<b>7.35</b>	<b>N.A.</b>
6. <u>Mode of acquisition/sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).</u>	Open Market		
7. <u>Date of acquisition/sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</u>	December 20, 2016		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	Rs. 503,35,65,800/- comprising 50,33,56,580 shares of Rs. 10/- each.		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	Rs. 503,35,65,800/- comprising 50,33,56,580 shares of Rs. 10/- each.		
10. Total diluted share/voting capital of the TC after the said acquisition/sale.	N.A.		

(\*) ~~Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement~~ Total share capital/ voting capital has been taken as per the latest filing to be done by the company to the Stock Exchange under Regulation 31 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

For **HDFC Asset Management Company Limited**  
(Investment Manager for the Schemes of HDFC Mutual Fund)

*DBaer*

Dhruti Barot  
Joint AVP – Compliance

Place: Mumbai  
Date: December 21, 2016

