

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty-third Annual General Meeting of the Company will be 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, to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh G. Kapadia (DIN : 00003272), who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of the Appointment of Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W), as the Auditors of the Company to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of the 26th Annual General Meeting, be and is hereby ratified.”

Special Business :

4. To adopt new Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 and the Rules thereunder, (including any statutory modification(s)/re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, 2,00,00,000 (Two Crores) unissued Preference Shares of ₹ 10/- (Rupees Ten only) each, aggregating ₹ 20,00,00,000/- (Rupees Twenty Crores only) forming part of the Authorised Share Capital of the Company, be and are hereby cancelled and reclassified by concurrently creating 2,00,00,000 (Two Crores) Equity shares of ₹ 10/- (Rupees Ten only) each, aggregating to ₹ 20,00,00,000/- (Rupees Twenty Crores only), with total Authorised Share Capital of the Company remaining unchanged at ₹ 525,00,00,000/- (Rupees Five Hundred Twenty Five Crores only).

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company in respect of Authorised Share Capital be and is hereby substituted in its place and stead as under :

V. *The Authorised Share Capital of the Company is ₹ 525 Crores (Rupees Five Hundred Twenty-five Crores only) divided into 52,50,00,000 Equity shares of ₹ 10/- (Rupees Ten only) each, with such rights, privileges and conditions attached thereto as may be determined by the General Meeting at the time of issue. The Company has and shall always have the power to divide the share capital from time to time and to vary, modify and abrogate any rights, privileges or conditions attached to its shares in such a manner as may, for the time being, be provided in the regulations of the Company.”*

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of

the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

6. To ratify remuneration of the Cost Auditors of the Company

To consider and, if thought fit, to ratify, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. N. I. Mehta & Co., the Cost Auditors re-appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid a remuneration of ₹ 8,25,000/-, in addition to applicable taxes and reimbursement of out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

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

To consider and, if thought fit, to pass the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars issued by SEBI, the Reserve Bank of India, Foreign Exchange Management Act, 1999, the Government of India, Ministry of Corporate Affairs, Registrar of Companies, the Stock Exchanges, Articles of Association of the Company and subject to receipt of necessary approvals as may be applicable and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals which may be agreed to by the Board of Directors of the Company ("the Board", which term shall be deemed to include any Committee thereof which

the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution), the approval of the Company, be and is hereby accorded to the Board for making offer(s) or invitation(s) to subscribe to secured/unsecured Non-convertible Debentures (NCDs) including but not limited to Bonds, and/or other Debt Securities, on Private Placement basis, in one or more tranches, to such person(s)/Financial Institution(s)/Bank(s)/ Mutual Fund(s)/Body Corporate(s)/Company(ies)/any other entities on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this resolution upto an aggregate amount of ₹ 1250,00,00,000 (Rupees Twelve Hundred Fifty Crores only) within the overall borrowing limits of the Company, as approved by the members, from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle or vary/modify the terms and conditions on which all such monies are to be borrowed from time to time, as to interest, premium, repayment, pre-payment, security or otherwise, as it may deem expedient, and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deems fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all documents or writing as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or any regulatory bodies and to delegate all or any of the powers conferred herein to any Committee of Directors, or any other officer(s)/Authorised Representative(s) of the Company and/or in such manner as it may deem fit."

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned under Item Nos. 4 to 7 above, is annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the 'AGM/Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the**

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Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/proxies are requested to bring duly filled attendance slip(s) sent herewith to attend the Meeting.
6. The Register of Members and Transfer Books of the Company will remain closed from Tuesday, September 1, 2015 to Tuesday, September 8, 2015 (both days inclusive).
7. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - Karvy Computershare Private Limited, Unit : Prism Cement Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 ('Karvy'). Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from Karvy.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rules made thereunder, copies of the Annual Report 2015, Notice of the 23rd AGM and instructions for e-voting alongwith the Attendance Slip, Ballot Form and Proxy Form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copy of the Annual Report is being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to inward.ris@karvy.com quoting the Folio Number and Name of the Company. The Notice of the 23rd AGM and the Annual Report for the year 2014-15 will also be available on the Company's website www.prismcement.com for members to download. Even after registering for e-communication, members are entitled to receive such communication in printed form, upon making a request in writing for the same.
11. The Company has transferred unpaid/unclaimed dividends declared upto the financial year 2007-08 from time to time to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed dividends lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on July 31, 2014 (date of last Annual General Meeting) on the website of the Company www.prismcement.com, as also on the website of the Ministry of Corporate Affairs.

Given below is the table of dates by which shareholders can claim the respective unclaimed dividend and the date by which such unclaimed amount will be transferred to the IEPF.

Equity dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed transfer of unclaimed dividend to IEPF between
2008-2009	October 7, 2008	October 6, 2015	October 7, 2015 to November 6, 2015
2008-2009	May 12, 2009	May 11, 2016	May 12, 2016 to June 11, 2016
2009-2010	July 7, 2009	July 6, 2016	July 7, 2016 to August 6, 2016
2009-2010	March 10, 2010	March 9, 2017	March 10, 2017 to April 9, 2017
2010-2011	October 27, 2010	October 26, 2017	October 27, 2017 to November 26, 2017
2011-2012	June 26, 2012	June 25, 2019	June 26, 2019 to July 25, 2019

Shareholders who have not encashed their equity dividend warrants so far are requested to make their claim to Karvy.

12. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to Karvy.
13. A statement giving details of the Director seeking re-appointment under Item No. 2 of the Notice as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is annexed herewith.
14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on any working day, except Saturdays, up to the date of the Meeting.

15. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
16. Members desiring any information relating to the accounts are requested to write to the Company, well in advance, so as to enable the management to keep the information ready.
17. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ('remote e-voting').

The facility for e-voting shall also be made available at the AGM and members attending the Meeting who have not already cast their vote by remote e-voting or through Ballot Form shall be able to exercise their right at the Meeting through 'Insta Poll'.

Members who have cast their vote by remote e-voting or through Ballot Form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Monday, August 31, 2015, ('**cut-off date**') are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means or can vote through Ballot Form to be downloaded from the Company's website www.prismcement.com.

The Company has appointed Ms. Savita Jyoti, Savita Jyoti Associates, Practicing Company Secretaries, Hyderabad as the Scrutiniser to scrutinise the e-voting process (including Insta Poll and the Ballot Forms received from the Members who do not have access to the e-voting process), in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.

The Company has entered into an arrangement with Karvy for facilitating e-voting for AGM.

The instructions for e-voting are as under :

A. In case a Member receives Notice of AGM through email (for Members whose addresses are registered with the Company/Depositories) :

- i. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'.

- ii. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the details appropriately, click on "LOGIN".
- iv. You will reach the 'Password Change' menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.,). The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT (e-voting Event Number) i.e., **Prism Cement Limited**.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your vote by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you shall not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly

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authorised signatory(ies) who are authorised to vote, to the Scrutiniser through email at **sj.pcltd@gmail.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No."

- xi. The Portal will remain open for voting from September 4, 2015 (9.00 a.m.) till September 7, 2015 (5.00 p.m.)
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the "Download" section of <https://evoting.karvy.com> or contact Karvy on Toll Free No. 1800 345 4001 for any further clarifications.

B. In case a Member receives the physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depositories) :

- i. Initial password is provided in the enclosed Ballot Form : EVEN (e-voting Event Number) of Prism Cement Limited, User ID and password.
- ii. Please follow steps from Sl. No. (i) to (xii) under heading "**A**" above to vote through e-voting platform.

C. For Members who wish to vote using Ballot Form :

Pursuant to Clause 35B of the Listing Agreement with the Stock Exchanges, Members who do not have access to e-voting facility may send duly completed Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutiniser, Ms. Savita Jyoti, Savita Jyoti Associates, Practicing Company Secretaries, C/o. Karvy Computershare Private Limited, Unit : Prism Cement Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, so as to reach by 5.00 p.m. on September 7, 2015. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutiniser on the validity of the forms will be final.

D. GENERAL INSTRUCTIONS :

- i. The e-voting period commences from 9.00 a.m. on September 4, 2015 and ends at 5.00 p.m. on September 7, 2015. During this period, the

members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.

- ii. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii. In the event a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
- iv. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to einward.ris@karvy.com by mentioning their Folio / DP ID and Client ID No.
- v. The Scrutiniser shall immediately after the conclusion of voting at the Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than forty-eight hours of conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, forthwith to the Chairman or any other Director, who shall counter sign the same. The results shall be declared by the Chairman/any other Director/Company Secretary forthwith.
- vi. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed as passed on the date of the Meeting. The Resolutions proposed to be considered through voting by electronic means shall not be withdrawn.
- vii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.prismcement.com and on Karvy's website www.evoting.karvy.com and shall also be communicated to the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

By Order of the Board of Directors,
Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : August 5, 2015

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to Item Nos. 4 to 7 mentioned in the accompanying Notice dated August 5, 2015.

Item No. 4

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956. The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection by members at the Registered Office of the Company at Hyderabad and Corporate Office of the Company at Mumbai between 10.00 a.m. and 1.00 p.m. on any working day, except Saturday, up to the date of the Meeting and during the Meeting. The proposed draft Articles of Association is available on the Company's website at www.prismcement.com for perusal by the members.

The Board recommends passing of the Resolution at Item No. 4 of the Notice, as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 5

The Authorised Share Capital of the Company at present is ₹ 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crores only) divided into 50,50,00,000 (Fifty Crores Fifty Lakhs) Equity shares of ₹ 10/- (Rupees Ten) each aggregating to ₹ 505,00,00,000/- (Rupees Five Hundred Five Crores only) and 2,00,00,000 (Two Crores) Preference Shares of ₹ 10/- (Rupees Ten) each, aggregating to ₹ 20,00,00,000/- (Rupees Twenty Crores only). The Company does not propose to issue any preference shares in the future. It is, therefore, proposed to reclassify the existing unissued Preference Shares into Equity shares of the Company i.e. 2,00,00,000 (Two Crores) Preference Shares of ₹ 10/- (Rupees Ten) into 2,00,00,000 (Two Crores) Equity shares of ₹ 10/- (Rupees Ten) each, aggregating to ₹ 20,00,00,000/- (Rupees Twenty Crores only).

The total Authorised Share Capital post reclassification shall remain unchanged.

The alterations proposed in the Capital Clause of the Memorandum of Association of the Company are only consequential to reflect the reclassification of the Authorised Share Capital of the Company.

A copy of the Memorandum of Association of the Company together with proposed alterations is available for inspection by members at the Registered Office of the Company at Hyderabad and Corporate Office of the Company at Mumbai between 10.00 a.m. and 1.00 p.m. on any working day, except Saturday, up to the date of the Meeting and during the Meeting. The proposed draft Memorandum of Association is available on the Company's website at www.prismcement.com for perusal by the members.

The Board recommends passing of the Resolution at Item No. 5 of the Notice, as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. N. I. Mehta & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 at a remuneration of ₹ 8,25,000/-, in addition to applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends passing of the Resolution at Item No. 6 of the Notice, as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 7

As per Section 42 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-convertible Debentures ("NCDs") on a private placement basis, is required to obtain the prior approval of members by way of a special resolution. Such an approval by way of special resolution may be obtained once a year for all the offers and invitations made for such NCDs during the year.

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NCDs issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company as on the date of notice consists of secured NCDs and Fund & Non-fund based Credit Facilities from Banks by way of Cash Credit/Overdraft/Short Term Loan/WCDL/LC/BG, etc. The Company has borrowed ₹ 800 crores by way of NCDs at competitive costs due to which the average cost of borrowing has reduced. The Company seeks to pass an enabling resolution to borrow funds in addition to the existing borrowing to meet its requirement of funds for repayment/reduction of high cost borrowings, working capital requirements and general corporate purposes.

The members had, through Postal Ballot on June 20, 2014 approved a similar resolution which was valid for a year. Therefore, the approval of the members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 7, within the overall borrowing limits of the Company, as approved by the members from time to time.

The Board recommends passing of the Resolution at Item No. 7 of the Notice, as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

CIN : L26942AP1992PLC014033

Registered Office :

305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91 40 2340 0218 ; Fax : +91 40 2340 2249
email : investor@prismcement.com
website: www.prismcement.com

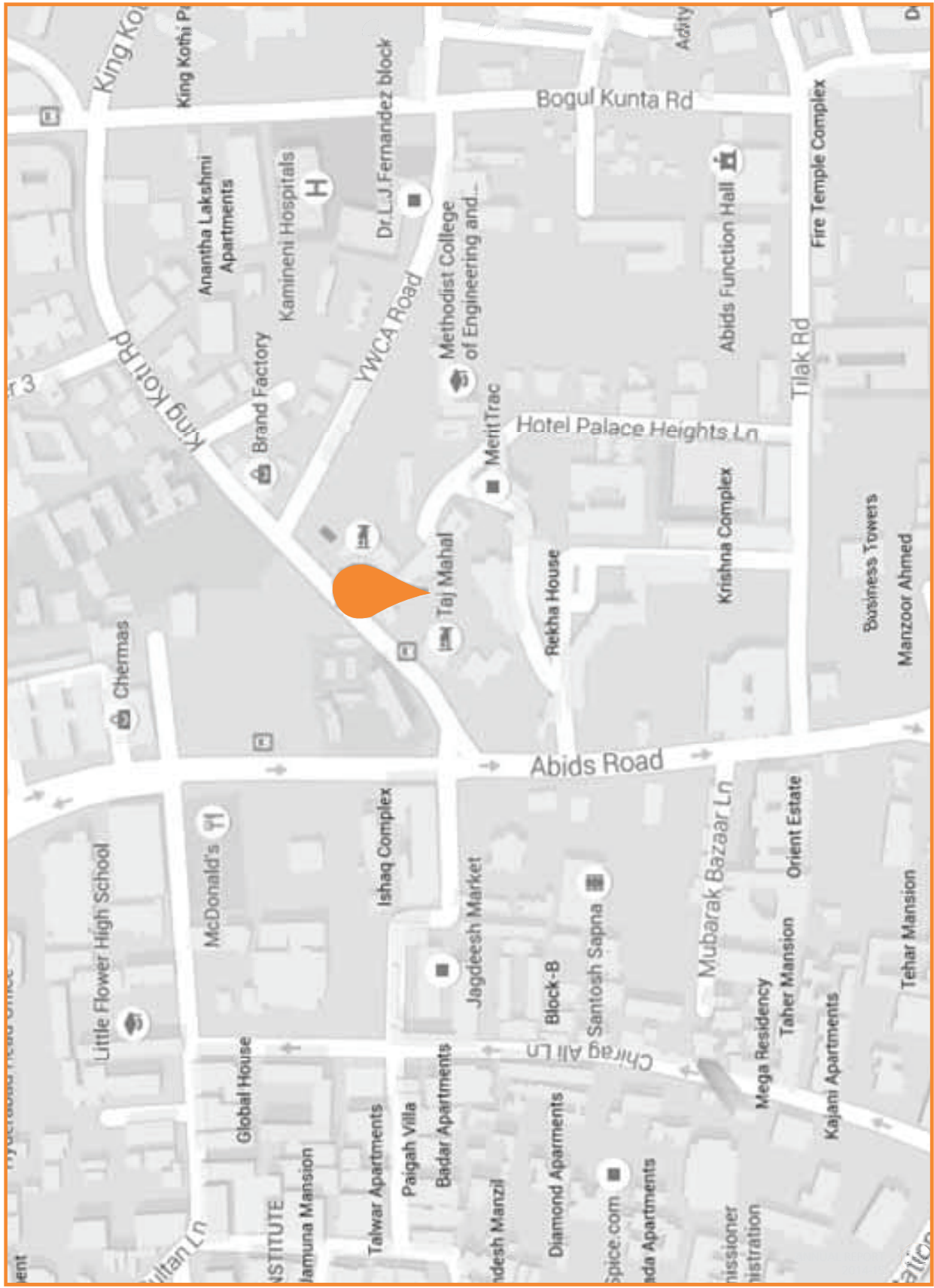
Details of Director seeking re-appointment as required under Clause 49 of the Listing Agreement with the stock exchanges :

Name of Director	Mr. Rajesh G. Kapadia
DIN	00003272
Date of Birth	02.11.1956
Expertise in specific functional areas	Consultant
Qualification	B. Com., FCA
No. of Equity shares held	–
List of outside Company Directorships held	<ol style="list-style-type: none">1. Exide Industries Limited2. EIH Associated Hotels Limited3. Goldiam International Limited4. Goldiam Jewellery Limited5. Exide Life Insurance Company Limited
Chairman/Member of the Committees of Directors of other Companies in which he is a Director	
Audit Committee	<ol style="list-style-type: none">1. Exide Industries Limited - Chairman2. EIH Associated Hotels Limited - Member3. Goldiam International Limited - Chairman4. Goldiam Jewellery Limited - Chairman5. Exide Life Insurance Company Limited - Chairman

By Order of the Board of Directors,

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : August 5, 2015



PRISM CEMENT LIMITED

CIN : L26942AP1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016

Phone : +91 40 23400218 ; Fax : +91 40 23402249 ; email : investor@prismcement.com ; website : www.prismcement.com

ATTENDANCE SLIP

(To be presented at the entrance)

23RD ANNUAL GENERAL MEETING ON TUESDAY, SEPTEMBER 8, 2015 AT 9.30 A.M.

at Taj Mahal Hotel, 4-1-999, King Koti Road, Abids, Hyderabad - 500 001

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

PRISM CEMENT LIMITED

CIN : L26942AP1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016

Phone : +91 40 23400218 ; Fax : +91 40 23402249 ; email : investor@prismcement.com ; website : www.prismcement.com

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID : DP ID

I/We, being the member(s) holding Shares of **Prism Cement Limited**, hereby appoint

1. Name : E-mail ID :

Address :

Signature :

or failing him

2. Name : E-mail ID :

Address :

Signature :

or failing him

3. Name : E-mail ID :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on September 8, 2015 at 9.30 a.m. at Taj Mahal Hotel, 4-1-999, King Koti Road, Abids, Hyderabad - 500 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. Adoption of Audited Financial Statements for the year ended March 31, 2015.

2. Re-appointment of Director retiring by rotation.

3. Ratification of Appointment of Auditors.

Special Business

4. To adopt new Articles of Association of the Company.

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

6. To ratify remuneration of the Cost Auditors of the Company.

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

Signed this day of 2015

Signature of shareholder.....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp

- Notes** : 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) in above box before submission.