

PRISM CEMENT LIMITED

CIN : L26942AP1992PLC014033

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

Phone : +91 40 23400218 ; Fax : +91 40 23402249

e-mail : investor@prismcement.com ; website : www.prismcement.com

Corporate Office : Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054.

NOTICE OF 23rd ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE NOTICE IS HEREBY GIVEN THAT :

1. The 23rd Annual General Meeting ('AGM') of **PRISM CEMENT LIMITED** ('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 Ordinary and Special Business, as set out in the Notice of the AGM.
2. The Notice of the AGM, Annual Report along with Attendance Slip and Ballot Form have been sent in electronic mode to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s). The same is also available on the Company's website www.prismcement.com. Physical copy of the Notice of the AGM, Annual Report along with Attendance Slip and Ballot Form have been sent to all other members at their registered address in the permitted mode. The despatch of the Annual Report together with the Notice of the AGM either by e-mail or physical copy has been completed on August 14, 2015.
3. Members holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. August 31, 2015, may cast their vote electronically on the Ordinary and Special Business as set out in the Notice of the AGM through electronic voting system of Karvy Computershare Private Limited (Karvy) from a place other than venue of the AGM ("remote e-voting"). All the members are informed that :
 - i. The Ordinary and the Special Business as set out in the Notice of the AGM may be transacted through voting by electronic means;
 - ii. The remote e-voting shall commence on September 4, 2015 at 9.00 a.m.;
 - iii. The remote e-voting shall end on September 7, 2015 at 5.00 p.m. and the facility shall be forthwith blocked;

- iv. The cut-off date for determining the eligibility to vote is August 31, 2015;
- v. Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the Notice of the AGM and holding shares as of the cut-off date i.e. August 31, 2015, may obtain the login ID and password by sending a request at <https://evoting.karvy.com> or call Karvy on 1800 345 4001 (toll free number). However, if a person is already registered with Karvy for e-voting then existing user ID and password can be used for casting the votes;
- vi. Members may note that : (a) the remote e-voting module shall be disabled by Karvy after the aforesaid date and time for e-voting (b) once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently (c) the facility for e-voting (Insta Poll) shall be made available at the AGM (d) members who have cast their vote by remote e-voting or through Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; and (e) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting/ballot form as well as voting at the AGM through Insta Poll. Any person who is not a member as on cut-off date should treat this Notice for information purpose only;
- vii. The notice of the AGM is available on the Company's website www.prismcement.com & also on Karvy's website <https://www.evoting.karvy.com>;
- viii. The procedure of e-voting is available in the Notice of the AGM, in the e-mail sent to the members by Karvy, as well as on the website of Karvy <https://evoting.karvy.com>. In case of queries, members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the Downloads Section of <https://www.evoting.karvy.com> or contact Karvy on Toll Free No. 1800 345 4001 for any further clarifications or contact Mr. Mohsin Uddin, Manager, Karvy Computershare Private Limited, Karvy

Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 at the designated e-mail ID einward.ris@karvy.com who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at investor@prismcement.com or the Registered Office address;

- ix. The entry to the meeting venue will be regulated by Attendance Slips, which have been sent along with the Annual Report to the Members. Members who have received Attendance Slip by electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM. Please note that duplicate Attendance Slip will not be issued. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself. The proxy need not be a Member of the Company;
 - x. 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.
4. Members who wish to vote using Ballot Form (in lieu of e-voting) may fill in the Ballot Form enclosed with the Notice and submit the same in a sealed envelope to the Scrutiniser, Ms. Savita Jyoti, Savita Jyoti Associates, 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.
 5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 1, 2015 to Tuesday, September 8, 2015 (both days inclusive).

By order of the Board of Directors,
For **PRISM CEMENT LIMITED**
ANEETA S. KULKARNI
COMPANY SECRETARY

Date : August 14, 2015

Place : Mumbai