

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.

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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.