

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty-first Annual General Meeting of the Company will be held on Tuesday, June 25, 2013 at 11.30 a.m. at Taj Mahal Hotel, 4-1-999, Abids Road, Hyderabad - 500 001, to transact the following business :

Ordinary Business :

1. To receive and adopt the audited Profit and Loss Statement for the year ended March 31, 2013 and the Balance Sheet as at that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajesh G. Kapadia, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Akshay R. Raheja, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Ameeta A. Parpia, who retires by rotation and being eligible, offers herself for re-appointment.
5. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT the retiring Auditors, M/s. N. M. Raiji & Co., (Registration No. 108296W) who being eligible, have offered themselves for re-appointment, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, in addition to reimbursement of out-of-pocket expenses, in connection with the audit of the Company.”

Special Business :

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution :

“RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) or any modifications/re-enactments thereof, read with Schedule XIII to the Act, the Articles of Association of the Company, and subject to such other approvals/consents/sanctions/permissions as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Aggarwal as Managing Director, for the period, terms as to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, submitted to this Meeting and initialled by the Chairman for

the purpose of identification, which Agreement is hereby specifically approved with full liberty to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/change the terms and conditions of the Agreement from time to time as may be agreed to by the Board and Mr. Aggarwal.

1. Period :

Three years with effect from March 3, 2013.

2. Remuneration :

(i) Remuneration, by way of salary, dearness allowance, perquisites and other allowances payable monthly, and commission, which together shall not, in any financial year, exceed five per cent of its net profits for one such managerial person and if there is more than one such managerial person, ten per cent for all of them together, as may be decided from time to time by the Board.

(ii) Company’s contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity and encashment of leave at the end of the tenure payable as per the rules of the Company shall not be included in the computation of limits for the remuneration and perquisites aforesaid.

(iii) The aggregate of the remuneration and perquisites as stated above in any financial year shall not exceed the limits prescribed from time to time under Sections 198, 309, 311 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Act or any statutory modifications or re-enactment thereof.

(iv) Where in any financial year during the tenure of Mr. Aggarwal, the Company has no profits or it has inadequate profits, the Company shall pay to Mr. Aggarwal the remuneration by way of salary, perquisites and other allowances as specified above and as approved by the Board from time to time as minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and

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things as may be considered necessary to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution :

“RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) or any modifications/re-enactments thereof, read with Schedule XIII to the Act, the Articles of Association of the Company, and subject to such other approvals/consents/sanctions/permissions as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Ganesh Kaskar as Executive Director, for the period, terms as to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, submitted to this Meeting and initialled by the Chairman for the purpose of identification, which Agreement is hereby specifically approved with full liberty to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/change the terms and conditions of the Agreement from time to time as may be agreed to by the Board and Mr. Kaskar.

1. **Period :**

Three years with effect from March 3, 2013.

2. **Remuneration :**

- (i) Remuneration, by way of salary, dearness allowance, perquisites and other allowances payable monthly, and commission, which together shall not, in any financial year, exceed five per cent of its net profits for one such managerial person and if there is more than one such managerial person, ten per cent for all of them together, as may be decided from time to time by the Board.
- (ii) Company’s contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity and encashment of leave at the end of the tenure payable as per the rules of the Company shall not be included in the computation of limits for the remuneration and perquisites aforesaid.
- (iii) The aggregate of the remuneration and perquisites as stated above in any financial

year shall not exceed the limits prescribed from time to time under Sections 198, 309, 311 and all other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Act or any statutory modifications or re-enactment thereof.

- (iv) Where in any financial year during the tenure of Mr. Kaskar, the Company has no profits or it has inadequate profits, the Company shall pay to Mr. Kaskar the remuneration by way of salary, perquisites and other allowances as specified above and as approved by the Board from time to time as minimum remuneration, subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution.”

8. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution :

“RESOLVED THAT in supersession of Resolution No. 11 passed at the 20th Annual General Meeting of the Company held on June 26, 2012 and pursuant to the provisions of Section 309(4) and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”) or any modifications/re-enactments thereof, the Articles of Association of the Company and subject to such other approvals/permissions as may be necessary, consent of the Company be and is hereby accorded to the payment of remuneration by way of commission to the Directors who are neither in the whole-time employment of the Company nor the Managing Director, Executive Director, Non-independent Directors and such of the remainder as may be decided by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include Remuneration Committee of the Board), for a period of five years with effect from April 1, 2013, upto one per cent of the net profits of the Company, computed in the manner referred to in Section 198, 309 and all other applicable provisions of the Companies Act, 1956 and such commission to be distributed and paid amongst the aforesaid Directors or some or any of them in such proportions, subject to such ceiling(s) and in such manner as the Board may determine, in addition to the sitting fees for attending the meetings of the Board or Committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as desirable to give effect to this resolution.”

NOTES :

- The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business mentioned under Item Nos. 6 to 8 above, is annexed hereto.
- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- The Register of Members and Transfer Books of the Company will remain closed from Tuesday, June 18, 2013 to Tuesday, June 25, 2013 (both days inclusive).
- Members are requested to send all communication relating to shares to the Company's Registrar and Transfer Agent - Karvy Computershare Private Limited, Unit : Prism Cement Limited, Plot No. 17 - 24, Vittalrao Nagar, Near Image Hospital, Madhapur, Hyderabad - 500 081. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
- Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from the Company's Registrar and Transfer Agent.
- Members who would like to receive notices, letters, annual reports and such other correspondence by electronic mode are requested to register their e-mail addresses and changes therein, from time to time, with the Company's Registrar and Transfer Agent in respect of shares held in physical form and with the respective Depository Participants (DP) where the shares are held in demat form. Shareholders holding shares in physical form can send their e-mail address for registration to einward.ris@karvy.com quoting the Folio Number and Name of the Company.
- The Company's equity shares are listed on The Bombay Stock Exchange Limited and on The National Stock Exchange of India Limited. The listing fees for the year 2013-14 have been paid to the aforesaid Stock Exchanges.
- The Company is required to transfer unpaid/unclaimed dividends to the Investor Education & Protection Fund (IE&PF) pursuant to Section 205C of the Companies Act, 1956. The details of unpaid/unclaimed equity dividends are available on the Company's website www.prismcement.com. Given below is the table of dates by which shareholders can claim the respective unclaimed equity dividend and the date by which such unclaimed amount will be transferred to the IE&PF.

Equity dividend for FY	Date of declaration of dividend	Date by which unclaimed dividend can be claimed	Proposed transfer of unclaimed equity dividend to IE&PF between
2006-2007	August 7, 2007	August 6, 2014	August 7, 2014 to September 6, 2014
2007-2008	January 8, 2008	January 7, 2015	January 8, 2015 to February 7, 2015
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 the Company's Registrar and Share Transfer Agent.

- The Company has transferred all unclaimed/postal returned equity shares to the 'Unclaimed Suspense Account' of the Company. Shareholders who have not received their shares so far are requested to make their claim to the Company's Registrar and Share Transfer Agent. Details of the account is as under :

		No. of shareholders	No. of shares
(i)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year.	151	40,800
(ii)	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year.	Nil	Nil
(iii)	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year.	Nil	Nil
(iv)	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year.	151	40,800

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

Place : Mumbai
 Date : May 9, 2013