

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty-second Annual General Meeting of the Company will be held on Thursday, July 31, 2014 at 9.30 a.m. at Taj Mahal Hotel, 4-1-999, Abids Road, Hyderabad - 500 001, to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajan B. Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), the retiring Auditors, M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 26th AGM to be held in the year 2018 (subject to ratification of the appointment by the members at every AGM) at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business :

4. **Appointment of Mr. J. A. Brooks as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. J. A. Brooks (DIN : 00142045), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose

Mr. J. A. Brooks as a candidate for the office of director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from July 31, 2014, not liable to retire by rotation."

"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 this resolution."

5. **Appointment of Ms. Ameeta A. Parpia as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms. Ameeta A. Parpia (DIN : 02654277), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Ms. Ameeta A. Parpia as a candidate for the office of director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from July 31, 2014, not liable to retire by rotation."

"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 this resolution."

6. **Appointment of Mr. Shobhan M. Thakore as Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Shobhan M. Thakore (DIN : 00031788), who was appointed as an Additional

Director of the Company by the Board of Directors with effect from June 19, 2014 and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Shobhan M. Thakore as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from July 31, 2014, not liable to retire by rotation."

"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 this resolution."

7. **Appointment of Mr. S. Ramnath as Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT Mr. S. Ramnath (DIN : 00067019), who was appointed as Additional Director of the Company with effect from August 25, 2013 and who holds office upto the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

8. **Appointment of Mr. V. M. Panicker as Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED THAT Mr. V. M. Panicker (DIN : 02975912), who was appointed as Additional Director of the Company with effect from August 25, 2013 and who holds office upto the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

9. **Appointment of Mr. S. Ramnath as Executive Director (Cement) of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

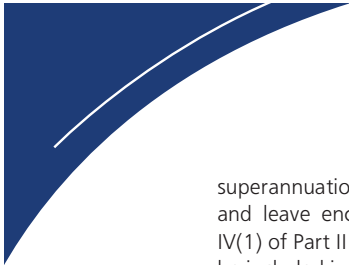
"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. S. Ramnath (DIN : 00067019) as Executive Director (Cement) of the Company, 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 Nomination & 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. Ramnath.

1. **Period :**

Three years with effect from August 25, 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 the net profits for one such managerial person and if there is more than one such managerial person, ten per cent of the net profit for all of them together, as may be decided from time to time by the Board.
- (ii) Provided that the remuneration payable by way of salary, dearness allowance, perquisites and other allowances and benefits does not exceed the limits laid down in Section 197 and Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof.
- (iii) Notwithstanding anything herein, where in any financial year during the tenure of Mr. Ramnath, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of the requisite approvals including approval of Central Government, if any, pay to Mr. Ramnath the above remuneration as the minimum remuneration by way of salary, dearness allowance, perquisites and other allowances as specified above and the perquisites pertaining to contribution to provident fund,



superannuation fund or annuity fund, gratuity and leave encashment as specified at Section IV(1) of Part II of Schedule V to the Act shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V to the Act.”

“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 in its absolute discretion, deem necessary, proper or desirable 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 and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

10. Appointment of Mr. V. M. Panicker as Executive Director (RMC) of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. V. M. Panicker (DIN : 02975912) as Executive Director (RMC) of the Company, 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 Nomination & 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. Panicker.

1. Period :

Three years with effect from August 25, 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 the net profits for one such managerial person and if there is more than one such managerial person, ten per cent of the net profits for all of them together, as may be decided from time to time by the Board.

(ii) Provided that the remuneration payable by way of salary, dearness allowance, perquisites and other allowances and benefits does not exceed the limits laid down in Section 197 and Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof.

(iii) Notwithstanding anything herein, where in any financial year during the tenure of Mr. Panicker, the Company has no profits or its profits are inadequate, the Company may, subject to receipt of the requisite approvals including approval of Central Government, if any, pay to Mr. Panicker the above remuneration as the minimum remuneration by way of salary, dearness allowance, perquisites and other allowances as specified above and the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment as specified at Section IV(1) of Part II of Schedule V to the Act shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of Part II of Schedule V to the Act.”

“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 in its absolute discretion, deem necessary, proper or desirable 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 and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

11. 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 thereof, for the time being in force), M/s. N. I. Mehta & Co., the Cost Auditors 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, 2015, be paid a remuneration of ₹ 8,25,000/-, in addition to service tax 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 this resolution.”

12. To approve keeping and maintaining of registers/ records/documents at any other place in India other than the registered office

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** :

“RESOLVED THAT subject to the provisions of the Companies Act, 2013 and the Rules thereunder as may be applicable, the following registers/records/documents be kept and maintained at any other place in India other than the Registered Office of the Company at Hyderabad as detailed hereunder :

Particulars of Registers	To be maintained at
Register and Index of Members - separately for each class of equity and preference shares, Register and Index of Debentureholders, Register and Index of any other securities, Register of Renewed and Duplicate Share/ Debentures/ Securities Certificates and copies of certificates and documents required to be annexed thereto and other related books.	Office of the R & T Agent : Karvy Computershare Private Limited, Unit : Prism Cement Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081
Annual Return, Minutes of proceedings of general meeting, meetings of Board of Directors and its Committees and other meetings and resolutions passed by postal ballot and copies of certificates and documents required to be annexed thereto and other related books.	Corporate office of the Company at 2 nd Floor, Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054

“RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorised to take all necessary

actions and do all acts/deeds and sign all documents, papers or cause to do all acts/deeds and authorise officers of the Company to do all acts/deeds and sign all documents, papers as may be required from time to time in this connection.”

13. Payment of Commission to Non-executive Directors of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meetings of the Board or Committee(s) thereof, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and Executive Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors (which term shall be deemed to include Nomination & Remuneration Committee of the Board) and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, commencing April 1, 2014.”

“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 this resolution.”

14. Acceptance of deposits by the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 73 and Section 76 and other applicable provisions, if any, of Companies Act, 2013 and the provisions of Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent be and is hereby accorded to the Board of Directors of the Company, including any Committee thereof (hereinafter referred to as the “Board”), to invite/accept/renew money by way of unsecured/secured deposits from the members of the Company and from public, in any form or manner, through circular, advertisement or any other permissible mode upto the permissible limits prescribed under the

applicable provisions and on such terms and conditions as the Board in its absolute discretion may deem fit and necessary.”

“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 in its absolute discretion, deem necessary, proper or desirable 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 and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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 14 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority under its seal, as applicable. 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 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.
3. Members/proxies are requested to bring duly filled attendance slips and Ballot Form sent herewith to attend the Meeting.
4. The Register of Members and Transfer Books of the Company will remain closed from Thursday, July 24, 2014 to Thursday, July 31, 2014 (both days inclusive).
5. 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).
6. 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.
7. 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.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rules made thereunder, copies of the Annual Report 2014, Notice of the 22nd AGM and instructions for e-voting alongwith the Attendance Slip 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 copies of the Annual Report 2014, etc., are being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to einward.ris@karvy.com quoting the Folio Number and Name of the Company.
9. The Company is required to transfer unpaid/unclaimed dividends to the Investor Education & Protection Fund (IE&PF) pursuant to Section 125 of the Companies Act, 2013 (Section 205C of the Companies Act, 1956). The details of unpaid/unclaimed dividends as on June 25, 2013 (i.e. the date of the last Annual General Meeting) 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 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 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 Transfer Agent.

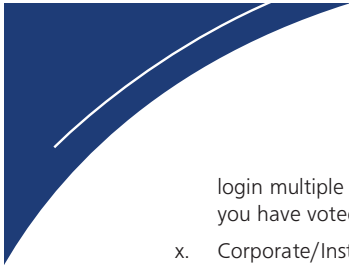
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Transfer Agent.
11. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report/Explanatory Statement to this Notice.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
13. 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.
14. 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.
15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy), on all resolutions set forth in this Notice. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, July 23, 2014, i.e. the date prior to the commencement of book closure 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.

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 will 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser through email 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 : **July 25, 2014 (9.30 a.m.) till July 27, 2014 (5.30 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. 1-800-34-54-001 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), 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 may fill in the 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, Company Secretaries, C/o. Karvy Computershare Pvt. Ltd., Unit : Prism Cement Limited, Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, so as to reach by 5.30 p.m. on July 27, 2014. 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 9.30 a.m.

on July 25, 2014 and ends on 5.30 p.m. on July 27, 2014. During this period, the members of the Company, holding shares either in physical form or in demat form, as on July 23, 2014 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. The Company has appointed Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Hyderabad as the Scrutiniser to scrutinise the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process), in a fair and transparent manner.
- v. The Scrutiniser shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinisers Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutiniser not later than July 27, 2014 (5.30 p.m. IST). 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.
- vii. The results declared along with the Scrutinisers Report shall be placed on the Company's website www.prismcement.com and on the website of Karvy - www.evoting.karvy.com, within two days of the passing of the resolutions at the 22nd Annual General Meeting of the Company 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 : June 19, 2014

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 14 mentioned in the accompanying Notice dated June 19, 2014.

Item No. 4

Mr. J. A. Brooks (DIN : 00142045) is a Non-executive Independent Director of the Company and has varied experience in the field of finance, general management and strategy in the ready-mixed concrete industry. Mr. Brooks has had a long and distinguished career with the RMC Group Plc. He was actively involved in RMC Group Plc.'s worldwide expansion and was personally involved in setting up a Joint Venture for the RMC Group Plc. in India. He was Managing Director of RMC International Cement and Director - Asia Pacific and Head of Group Strategy of the RMC Group Plc. He was also Non-executive Director of Readymix Plc., Ireland and Adelaide Brighton, Australia. He retired from the RMC Group Plc., in 2005.

Mr. Brooks is a member of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Brooks retires by rotation at the ensuing Annual General Meeting under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Brooks being eligible and seeking re-appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years effective from the date of this AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Brooks for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Brooks (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (ii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Brooks fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for the appointment of Mr. Brooks as an Independent Director setting out the terms and conditions is available for inspection

without any fee by the members at the Company's registered office between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Brooks as an Independent Director.

No director, key managerial personnel or their relatives, except Mr. Brooks, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4. Mr. Brooks does not hold any shares of the Company.

Item No. 5

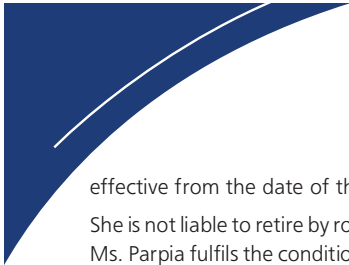
Ms. Ameeta A. Parpia (DIN : 02654277) is a Non-executive Independent Director of the Company. Ms. Parpia is the Chairperson of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Ms. Parpia, Advocate & Solicitor, partner of M/s. A. H. Parpia & Company, has been in practice since last 25 years. She is on the Board of Raheja QBE General Insurance Company Limited and Supreme Petrochem Limited. She is the Chairperson of the Audit Committee of Raheja QBE General Insurance Company Limited and is a Member of the Audit Committee, Remuneration Committee and Investors Grievance Committee of Supreme Petrochem Limited.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Ms. Parpia for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Parpia (i) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (ii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

Ms. Parpia is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Ms. Parpia being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a term of five consecutive years



effective from the date of this AGM.

She is not liable to retire by rotation. In the opinion of the Board, Ms. Parpia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Ms. Parpia as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Parpia as an Independent Director.

No director, key managerial personnel or their relatives, except Ms. Parpia, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5. Ms. Parpia holds 76,000 equity shares in the Company.

Item No. 6

Mr. Shobhan M. Thakore (DIN : 00031788) was appointed as an Additional Director by the Board with effect from June 19, 2014, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Mr. Thakore holds office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Thakore for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Thakore, 66 years, has completed his B.A. (Politics) and Bachelor of Law from Bombay University. He is a Solicitor of High Court, Bombay and Supreme Court of England and Wales.

He has been an advisor to several leading Indian Companies on corporate law matters and securities related legislations. He has also acted on behalf of leading investment banks and issuers for Indian IPO offerings and several international equity and equity linked debt issuances by Indian corporates. He has also advised in the establishment and operations of various India dedicated equity funds and domestic mutual funds. Being a solicitor for over 40 years, he has instructed leading Indian Counsel before various courts and forums including High Courts around India as well as the Supreme Court of India in various matters involving indirect tax, commercial and corporate law. He was a partner of M/s. Bhaishanker Kanga & Girdharlal, Advocates & Solicitors for more than 30

years, until March 31, 2004. Thereafter, he was a partner of M/s. AZB & Partners, Advocates & Solicitors until December 31, 2006. From January 1, 2007, Mr. Thakore along with Mr. Suresh Talwar (ex-partner of M/s. Crawford Bayley & Company) founded M/s. Talwar Thakore & Associates, one of the leading corporate law firms in Mumbai and is currently a Senior Consultant with M/s. Talwar Thakore and Associates.

Mr. Thakore is member on the Board of Directors of Alkyl Amines Chemicals Limited, Bharat Forge Limited, Carborundum Universal Limited, Morarjee Textiles Limited, Uni-Detirend Limited, Uni-Klinger Limited and Sharda Cropchem Limited. He is a member of the Audit Committees of Alkyl Amines Chemicals Limited, Bharat Forge Limited and Morarjee Textiles Limited, member of the Nomination & Remuneration Committee of Bharat Forge Limited and the Chairman of the Share Transfer and Investor Grievance Committee of Alkyl Amines Chemicals Limited.

The Company has received from Mr. Thakore (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Thakore as an Independent Director of the Company for a term of five consecutive years effective from the date of this AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Thakore, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Thakore as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Thakore, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of the members. Mr. Thakore does not hold any shares of the Company.

Item Nos. 7 - 10

The Board of Directors of the Company at its meeting held on July 25, 2013 appointed Mr. S. Ramnath (DIN : 00067019) as Additional Director and Executive Director (Cement) and Mr. V. M. Panicker (DIN : 02975912) as Additional Director and Executive Director (RMC) of the Company for a period of three years with effect from August 25, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Ramnath and Mr. Panicker hold office as Additional Directors up to the date of the ensuing Annual General Meeting and are eligible for appointment as Directors of the Company. The Company has received notice from shareholders under Section 160 of the Companies Act, 2013, proposing their names for appointment as Directors of the Company.

Statement as per proviso (iv) of Part (B) of Part II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION					
1.	Nature of Industry	Manufacture of Cement, Tiles, Bath and Kitchens and Ready-mixed Concrete.			
2.	Date or expected date of commencement of commercial production	The Company was incorporated on March 26, 1992.			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.			
4.	Financial performance based on given indicators	₹ Crores			
		Particulars	2013-14	2012-13	2011-12
		Total Revenue	5,105.30	4,774.00	4,509.70
		Total Expense	5,242.50	4,858.61	4,552.89
		Exceptional items	9.37	1.62	(2.80)
		Profit/(Loss) Before Tax	(127.83)	(82.99)	(45.99)
		Profit/(Loss) After Tax	(81.65)	(59.48)	(30.01)
	Dividend Rate	—	—	5%	
5.	Foreign investments or collaborators, if any	There are no foreign collaborators. The Company is listed on the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited and the foreign holding in the Company as on March 31, 2014 is 3.05%.			
II. INFORMATION ABOUT THE APPOINTEES					
A Mr. S. Ramnath					
1.	Background details	Mr. S. Ramnath, 58 years, has a good and varied experience of over 33 years in diverse industries. He joined the Company in 1998 and held a series of assignments in systems, accounts and audit, HRD, commercial and general management before holding position of Sr. President - Corporate Affairs since 2006. Mr. Ramnath is a Chartered Accountant and a Cost Accountant and holds a Diploma in Human Resource Management. Prior to joining the Company, Mr. Ramnath held senior positions at Larsen & Toubro Limited, where he worked for 17 years at different locations.			
2.	Past Remuneration	The remuneration paid to Mr. Ramnath as Executive Director (Cement) with effect from August 25, 2013 is ₹ 0.88 crores.			
3.	Recognition and awards	The Company has been accredited with ISO 9001:2008, ISO 14001:2004, ISO 50001:2011, ISO/IEC 27001:2005, OHSAS 18001:2007 and SA 8000:2008. The Company has won various awards in the field of energy efficiency, safety, etc.			

4.	Job profile and his suitability	Mr. Ramnath, as the Executive Director (Cement) of the Company, functions with special focus on the Cement Division under the overall superintendence and guidance of the Board of Directors and the Managing Director of the Company.
5.	Remuneration proposed	To be decided by the Board of Directors from time to time within the overall limits specified under the provisions of the Companies Act, 2013 and Rules thereunder read with Schedule V to the Act.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the general industry and the specific company profile, the remuneration decided by the Nomination & Remuneration Committee/ Board of Directors for Mr. Ramnath is in line with industry trends and is fair and reasonable.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for the remuneration payable to him, Mr. Ramnath has no direct or indirect pecuniary relationship with the Company. He does not have any pecuniary relationship, direct or indirect, with any of the managerial personnel of the Company.
B.	Mr. V. M. Panicker	
1.	Background details	Mr. V. M. Panicker, 49 years, has more than 27 years experience in the field of accounts and finance, taxation, secretarial, human resources, legal, corporate planning and general management. He was the Chief Financial Officer and Company Secretary of the erstwhile RMC Readymix (India) Private Limited (RMC) since 1996 before it was merged with the Company. Post the merger, he has held the position of Chief Financial Officer (RMC Readymix (India) Division). Mr. Panicker is a Chartered Accountant and Company Secretary and a Member of the Institute of Company Secretaries & Administrators, UK (AICSA-UK). Prior to his joining RMC, Mr. Panicker has worked with large Indian Corporate groups like the Walchandnagar, Tatas and Williamson Magor.
2.	Past Remuneration	The remuneration paid to Mr. Panicker as Executive Director (RMC) with effect from August 25, 2013 is ₹ 0.61 crores.
3.	Recognition and awards	The Company has been accredited with ISO 9001:2008, ISO 14001:2004, ISO 50001:2011, ISO/IEC 27001:2005, OHSAS 18001:2007 and SA 8000:2008. The Company has won various awards in the field of energy efficiency, safety, etc.
4.	Job profile and his suitability	Mr. Panicker, as the Executive Director (RMC) of the Company, functions with special focus on the RMC Readymix (India) Division of the Company under the overall superintendence and guidance of the Board of Directors and the Managing Director of the Company.
5.	Remuneration proposed	To be decided by the Board of Directors from time to time within the overall limits specified under the provisions of the Companies Act, 2013 and Rules thereunder read with Schedule V to the Act.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the general industry and the specific company profile, the remuneration decided by the Nomination & Remuneration Committee/ Board of Directors for Mr. Panicker is in line with industry trends and is fair and reasonable.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Except for the remuneration payable to him, Mr. Panicker has no direct or indirect pecuniary relationship with the Company. He does not have any pecuniary relationship, direct or indirect, with any of the managerial personnel of the Company.

III. OTHER INFORMATION		
1. Reasons of loss or inadequate profits	The Company has been consistently earning profits and paying dividends. However, since last three years, the Company has made net losses of ₹ 30.01 crores, ₹ 59.48 crores and ₹ 81.65 crores, respectively, primarily due to sluggish demand, weak markets and increased input costs which adversely impacted the margins.	
2. Steps taken or proposed to be taken for improvement of performance of the Company	<p>The Company is taking all efforts to improve its performance which, inter alia include :</p> <ul style="list-style-type: none"> ● De-bottlenecking the manufacturing facilities and enhancing utilisation. ● Re-building the blending Silo at Satna. ● Introduced the usage of pet coke for cement operations. ● Installation of coal gasifiers at Plants in Andhra Pradesh for tiles. ● Commencement of the coal block operations for captive consumption of the cement plant at Satna. ● Cost management and greater utilisation of assets and adding new ready-mixed concrete plants in existing markets where demand is robust. ● Launching new brands 	
3. Expected increase in productivity and profits in measurable terms	All efforts are being undertaken to ensure an improved performance and increase the profitability of the Company.	
IV. DISCLOSURES	<ul style="list-style-type: none"> ● The Company does not pay any bonus, severance fee and no stock option is granted to the Executive Directors. ● The appointment may be terminated at any time by either party giving to the other party six months notice of such termination. 	

The draft Agreement(s) to be entered into with the Executive Directors is available for inspection at the Company's Registered Office at Hyderabad and at the Corporate Office at Mumbai, on all working days between 11.00 a.m. to 1.00 p.m., except Saturdays, up to the date of the Annual General Meeting.

The Directors are of the view that the Company would be immensely benefited by the experience and guidance of Mr. Ramnath and Mr. Panicker and therefore recommend adoption of the Resolutions at Item Nos. 7 to 10.

Except for Mr. Ramnath and Mr. Panicker who may be deemed to be interested in their respective appointments, none of the other Directors/Key Managerial Personnel of the Company/their relatives are deemed to be concerned or interested in any way in the Resolutions. Mr. Ramnath and Mr. Panicker do not hold any shares of the Company

Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration 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, 2015 at a remuneration

of ₹ 8,25,000/-, in addition to service tax 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. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders

Item No. 12

The Companies Act, 2013 and Rules thereunder require the Company to maintain and preserve certain registers, documents and records at the registered office of the Company unless a special resolution is passed in a general meeting



authorising the keeping of such registers at any other place in India. Karvy Computershare Private Limited are the Registrar & Transfer Agents of the Company providing related services for the Company's securities. It is proposed to maintain the registers/records/documents of the Company related to the Company's securities at the office of the Registrar & Transfer Agents registered with the Securities Exchange Board of India (SEBI) at Hyderabad. It is also proposed to maintain registers/records/documents of the Company related to Annual Return, Minutes of proceedings of general meeting, meetings of Board of Directors and its Committees and other meetings and resolutions passed by postal ballot and copies of certificates and documents required to be annexed thereto and other related books at the Corporate Office of the Company at Mumbai.

The Companies Act, 2013 and Rules thereunder has further mandated that the records of the Company be kept in electronic mode and shall be made available for inspection as per the provisions of the Act.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

Item No. 13

At the Annual General Meeting of the Company held on June 25, 2013, the Members had approved of the payment of commission to Non-executive Directors of the Company not exceeding one percent per annum of the net profits of the Company for a period of five years commencing from April 1, 2013. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate to pay commission to Non-executive Directors of the Company. Accordingly, it is proposed that in terms of Section 197 of the Companies Act, 2013 the Directors (apart from the Managing Director and Executive Directors) be paid, for each of the five consecutive financial years commencing April 1, 2014, remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. This remuneration will be distributed amongst all or some of the Non-executive Directors in accordance with the directions given by the Board.

All the Directors of the Company except the Managing Director and Executive Directors are concerned or interested in the Resolution at Item No. 13 of the Notice to the extent of the remuneration that may be received by each of them.

The Board recommends the Special Resolution set out at Item No. 13 of the Notice for approval by the shareholders.

Item No. 14

The Company has been accepting unsecured deposits from the public as permissible under the provisions of the Companies Act, 1956 read with the corresponding Companies (Acceptance of Deposit) Rules, 1975, earlier in force.

However, with the commencement of the Companies Act, 2013 ("Act"), deposits are now governed by the new provisions and approval of shareholders is required by way of Special Resolution for inviting/accepting/renewing deposits from the public.

Members may kindly note that under the provisions of the Act, the Company is required to obtain credit rating from a recognised rating agency and deposit insurance towards deposits as may be accepted by it. The Company shall comply with the provisions of the Act and Rules thereunder and shall take the deposit insurance as and when available towards deposits as may be accepted by it.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the Special Resolution set out at Item No. 14 of the Notice.

The Board recommends the Special Resolution set out at Item No. 14 of the Notice for approval by the shareholders..

By Order of the Board of Directors,

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : June 19, 2014
CIN : L26942AP1992PLC014033

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