

**PRISM CEMENT LIMITED**

"Rahejas", Main Avenue, V.P. Road,
Santacruz (W), Mumbai - 400 054.

Tel.: +91-22-6675 4142 / 43 Fax : 2600 1304 **CIN : L26942AP1992PLC014033**

ISO 9001:2008 (E+H) Design
ISO 14001:2004
OHSAS 18001:2007
BUREAU VERITAS
Certification



Ref : ASK/UD/848/2014/512

May 21, 2014

Fax No. 265 982 37 / 38

To,
The National Stock Exchange Limited,
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

Code : PRISMCEM

Re : Postal Ballot Notice

Dear Sir,

Sending herewith three copies of Postal Ballot Notice and Postal Ballot Form,
along with newspaper advertisement in connection with Postal Ballot.

Thanking you,

Yours faithfully,
for **PRISM CEMENT LIMITED**

A S Kulkarni

ANEETA S. KULKARNI
COMPANY SECRETARY

Encl.: Three copies of Postal Ballot Notice and Postal Ballot Form

PRISM CEMENT LIMITED

CIN : L25942AP1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Amecpet, Hyderabad - 500 916.
Corporate Office : "Rahejas", Main Avenue, V. F. Road, Santacruz (West), Mumbai - 400 054.

To,
The Members,

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Prism Cement Limited (the "Company") is seeking the consent of its members through Postal Ballot for the following Special Business :

- (i) to borrow in excess of the paid-up share capital and free reserves upto ₹ 2,500 crores pursuant to Section 180(1)(c) and 180(2) of the Companies Act, 2013,
- (ii) to create security for such borrowing pursuant to Section 180 (1)(a) of the Companies Act, 2013,
- (iii) to issue Non-convertible Debentures on a private placement basis upto an aggregate amount of ₹ 1,250 crores pursuant to Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014,
- (iv) to give/make inter-corporate loans and investments and to provide security pursuant to Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

The proposed Special Business, along with Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and a Postal Ballot Form is enclosed for your consideration. The Company has appointed Ms. Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Hyderabad as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed, prepaid postage envelope, so as to reach the Scrutinizer not later than 5:30 p.m. on Tuesday, June 17, 2014. The Ballot Forms received after the said date will be treated as not received.

SPECIAL BUSINESS :

Authority to Board of Directors to borrow

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

"RESOLVED THAT in supersession of resolution passed by Postal Ballot on November 18, 2009 under Section 293(1)(d) of the Companies Act, 1956 and subject to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments/enactments/re-enactments thereof, consent of the Company be hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" and which term shall be deemed to include any duly authorised committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers/Lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Authority to Board of Directors for creation of charges/mortgages in respect of borrowings

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

"RESOLVED THAT in supersession of resolution passed under Section 293(1)(a) of the Companies Act, 1956 by Shareholders through Postal Ballot on November 18, 2009, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) thereof) under Section 180(1)(a) and other applicable provisions and Rules, if any, of the Companies Act, 2013, (including any amendment thereto or enactment/re-enactment thereof), to sell, lease or otherwise dispose of whole or substantially the whole of undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings or create such charges, mortgages, hypothecations and pledges in addition to the existing charges, mortgages, hypothecations and pledges created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events, in favour of the Banks/Financial Institutions/NBFCs/Lenders, other investing agencies and trustees for the holders of debentures/bonds and/or other securities/instruments to secure rupee/foreign currency loans and/or the issue of any securities/debentures whether partly/fully convertible or non-convertible and/or securities linked to ordinary shares and/or rupee/foreign currency convertible bonds/securities and/or bonds/securities with detachable share warrants and any other form of loan/borrowing of whatever nature or by whatever name (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of ₹ 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Issue of Non-convertible Debentures through Private Placement

3. 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 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as may be amended/enacted/re-enacted from time to time, and any other applicable laws including SEBI regulations and guidelines, the provisions of the Articles of Association of the Company and subject to the 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, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the "Board") or any duly constituted Committee of the Board or such other authority as may be approved by the Board, the approval of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to secured/unsecured Non-convertible Debentures ("NCDs") on private

placement basis, in one or more tranches to financial institution(s)/bank(s)/mutual fund(s)/body corporate(s)/company(ies)/any other entities and 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 ₹ 1,250 crores, within the overall borrowing limits of the Company, as approved by the Members, from time to time."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Authority to the Board of Directors to make/give/provide investments/loans/guarantees/security to subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s)

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

"RESOLVED THAT subject to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/enactments /re-enactments thereof as are applicable, and in addition to the amounts already invested/loans made or guarantees/security provided by the Company, consent be and is hereby accorded for the Company to do the following transactions :

- i. to acquire by way of subscription, purchase or otherwise in the securities of any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/or
- ii. to give loans to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s), and/or
- iii. to give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s),

upto a limit of ₹ 250 crores for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the Company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules thereunder."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors,

Place : Mumbai
Date : May 10, 2014

Aneeta S. Kulkarni
Company Secretary

Registered Office :

305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91 40 23400218 ; Fax : +91 40 23402249
e-mail : investor@prismcement.com
website: www.prismcement.com

Notes :

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") setting out material facts is annexed hereto.
2. The Notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on May 10, 2014.
3. The Company has appointed Ms. Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Hyderabad as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by registered post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.prismcement.com or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Unit : Prism Cement Limited, Plot No. 17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081, fill in the details and send the same to the Scrutinizer.
5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Karvy Computershare Private Limited for facilitating e-Voting facility to enable the Shareholders to cast their votes electronically instead of despatching Postal Ballot Form. e-Voting is optional. The Shareholders who wish to vote by Postal Ballot Form (instead of e-Voting) can download Postal Ballot Form from www.prismcement.com or <https://evoting.karvy.com>.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed Business Reply envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:30 p.m. on Tuesday, June 17, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

(a) The procedure and instructions for e-Voting are as follows :

- 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 & password) mentioned on the Postal Ballot Form. Your Folio No./DP ID Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form : a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form : • Event No. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via e-mail forwarded through the electronic notice.
Captcha	Enter the verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact toll free No. **1-800-34-54-001** for any further clarifications.
 - iv) Members can cast their vote online from May 19, 2014, 9.30 a.m. to June 17, 2014, 5.30 p.m.
 - v) After entering these details appropriately, click on "LOGIN".
 - vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through **M/s. Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, e-mail ID, etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii) You need to login again with the new credentials.
 - viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
 - ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login ID and password are to be used.
 - x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'.
 - xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - xiii) Corporate/Institutional Members (Corporate/FIs/FNs/Trust/Mutual Funds/Banks, etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to sg.pcltd@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_Event No."
- (b) In case of Shareholders' receiving Postal Ballot Form by Post :
- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.
- | EVEN (e-Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |
- (ii) Please follow all steps from Sl. No. (ii) to (xii) of (a) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at the Toll Free No.: **1-800-34-54-001**.
 - (d) If you are already registered with M/s. Karvy Computershare Private Limited for e-Voting then you can use your existing user ID and password for casting your vote.
 - (e) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
 8. The voting period ends on the close of working hours (i.e. 5.30 p.m.) on June 17, 2014. The e-Voting module shall also be disabled by M/s. Karvy Computershare Private Limited for voting thereafter.
 9. The result of the Postal Ballot shall be declared by any Director or the Company Secretary on Friday, June 20, 2014 at 11.30 a.m. at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result by any Director or the Company Secretary, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.primocurrent.com and also on the website of M/s. Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. The result of the Postal Ballot will also be published in the newspapers.
 10. The Board of Directors has appointed the Chief Financial Officer and the Company Secretary as the persons responsible for the entire Postal Ballot Process.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item Nos. 1 & 2

The Shareholders of the Company had, vide Postal Ballot dated November 18, 2009, authorised the Board by way of Ordinary Resolutions under the provisions of Section 293(1)(a) and (d) of the Companies Act, 1956, the following :

- (i) borrowing monies on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 2,500 crores at any point of time; and
- (ii) creation of a mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the Company's assets in favour of Company's Bankers/Financial Institutions/other investing agencies and trustees for the amounts borrowed i.e. upto ₹ 2,500 crores, including interest, charges, etc., payable thereon, as the documents for the said purpose could contain the power to take over the management of the Company, in certain events.

Under Section 180 of the Companies Act, 2013, ("the Act") the above powers of the Board are required to be exercised only with the consent of the members by a Special Resolution.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolutions passed under Sections 293(1)(a) and 293(1)(d) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act until September 11, 2014.

The approval of the Members for the said borrowings and creation of mortgage or charge for the said borrowing is therefore now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively.

The Directors commend the Resolutions at Item Nos. 1 & 2 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions at Item Nos. 1 & 2.

Item No. 3

As per Section 42 of the Companies Act, 2013 ("the Act") read with 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 the Shareholders by way of a Special Resolution. Such an approval by way of special resolution can be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company by way of NCDs as on date aggregate approximately ₹ 210 crores.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 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, whether secured or unsecured, during the period of one year from the date of passing of the Resolution, up to an aggregate amount of ₹ 1,250 crores, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors commend the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution at Item No. 3.

Item No. 4

The Company operates some of its businesses through subsidiaries, joint ventures and associate companies. The funding obligations of such subsidiaries, joint ventures and associate companies are funded primarily out of the Company's cashflows. Any such infusion of funds by the Company into its subsidiary(ies)/joint venture(s)/associate company(ies) or corporate guarantee given by the Company to secure the borrowings made by the subsidiary(ies)/joint venture(s)/associate company(ies), are done by means of a resolution passed by the Board of Directors or the Investment Committee of the Board which does not require shareholder approval as per the provisions of the Section 186 of the Companies Act, 2013.

Section 186 (3) provides that where the giving of any loan or guarantee or providing any security or the acquisition under sub-section (2) exceeds the limits specified therein, prior approval of the shareholders by means of passing a Special Resolution shall be necessary.

The Company has in the past, provided such collateral/support and it is a part of the objects of the Company and the Board has previously approved such transactions. To take advantage of growth prospects that may arise in the future and as a measure of prudence, the Company proposes to have the approval of shareholders so that it would be in a position to encash the market opportunities and ensure that its funding obligations to its subsidiary(ies)/joint venture(s)/associate company(ies)/body corporate(s) are met on time.

The Directors commend the Resolution at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

As on date of this notice, Mr. Rajesh Kapadia (Chairman), Mr. Vijay Aggarwal (Managing Director), Mr. Akshay Raheja (Director), Ms. Ameeta Parpia (Director) and Mr. V. M. Panicker (Executive Director - RMC) may be concerned or interested in the resolution to the extent of their directorship in one of the subsidiaries/joint ventures. Ms. Ameeta S. Kulkarni, Company Secretary (considered as a Key Managerial Personnel) may also be interested to the extent of her directorship in one of the subsidiaries.

None of the other Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is concerned or interested in the Resolution at Item No. 4.

By order of the Board of Directors,

Place : Mumbai
Date : May 10, 2014

Ameeta S. Kulkarni
Company Secretary

Registered Office :

305, Laxmi Niwas Apartments,
Amecorp, Hyderabad - 500 016
Phone : +91 40 23400218 ; Fax : +91 40 23402249
e-mail : investor@prismcement.com
website : www.prismcement.com

PRISM CEMENT LIMITED

CIN : L26942AP1992PLC014033

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

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

POSTAL BALLOT FORM

Serial No. :

1. Name and Registered Address of the sole / first
named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Registered Folio No. / DP ID No. / Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution enumerated below by recording my/our assent or dissent to the said Resolutions in the following manner :

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Authority to Board of Directors to borrow under Section 180(1)(c), as detailed in Notice dated May 10, 2014.			
2.	Special Resolution for Authority to Board of Directors for creation of charges/mortgages in respect of borrowings under Section 180(1)(a), as detailed in Notice dated May 10, 2014.			
3.	Special Resolution for issue of Non-convertible Debentures through Private Placement under Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as detailed in Notice dated May 10, 2014.			
4.	Special Resolution for Authority to the Board of Directors to make/give/provide investments/loans/guarantees/security to subsidiary(ies)/joint venture(s)/ associate company(ies)/body corporate(s) under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as detailed in Notice dated May 10, 2014.			

Place :

Date :

Signature of the Shareholder

Electronic Voting Particulars

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions and return the Postal Ballot Form duly completed in the self-addressed Business Reply envelope.
2. Unsigned Postal Ballot Form will be rejected.
3. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon.
4. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 5.30 p.m.) on Tuesday, June 17, 2014 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall be disabled for voting thereafter.
5. In compliance with the provisions of Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of despatching Postal Ballot Form. e-Voting is optional. The instructions for e-Voting are detailed in the notice.
6. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by registered post along with Ballot Form. Members have option to vote either through e-Voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.prismcement.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Registrar & Share Transfer Agent, Unit : Prism Cement Limited, Plot No.17-24, Vithalrao Nagar, Madhapur, Hyderabad – 500 081, fill in the details and send the same to the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
8. The result of the Postal Ballot shall be declared by any Director or Company Secretary on Friday, June 20, 2014 at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result by any Director or Company Secretary, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions. The result of the Postal Ballot shall also be hosted on the Company's website www.prismcement.com.

PRISM CEMENT LIMITED

CIN : L26042AP1992PLC014033

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

Phone : +91 40 23400218 : Fax : +91 40 23400249

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

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

POSTAL BALLOT NOTICE

Notice is hereby given under Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 to the members of **PRISM CEMENT LIMITED** (the "Company") that the Company is seeking approval/consent of its members by Postal Ballot (which includes electronic voting) by way of Special Resolution for matters as set out in the Notice dated May 10, 2014:

- The Company has completed the despatch of Notice of Postal Ballot along with explanatory statement and other annexures as on May 19, 2014;
- Voting will commence at 9.30 a.m. on May 19, 2014;
- E-Voting will end at 5.30 p.m. on June 17, 2014 and e-Voting will not be allowed beyond the said date and time;
- Postal Ballot Forms should reach the scrutinizer by no later than 5.30 p.m. on June 17, 2014 and any Postal Ballot received from the members beyond the said date and time will not be valid and voting by post shall not be allowed beyond the said date and time;
- Members, who have not received the said Postal Ballot Notice and Postal Ballot Form may also send request for a duplicate Postal Ballot Form;
- The Company is also providing facility for voting through electronic mode (e-Voting) through M/s. Karvy Computershare Private Limited e-Voting platform. The procedure of e-Voting is given in the notes to the Notice of Postal Ballot as also in the Postal Ballot Form. In case of any queries regarding e-Voting you may also refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "Downloads" section of <https://evoting.karvy.com> or contact by e-mail at evoting@karvy.com or call on toll free No. 1-800-34-54-001.
- In case of any grievances connected with the voting by Postal Ballot including voting by electronic means can be addressed to the Company Secretary at the registered office of the Company or through e-mail sent at investor@prismcement.com

The Notice of the Postal Ballot along with the explanatory statement and other annexures is also displayed on the website of the Company at www.prismcement.com on the website of M/s. Karvy Computershare Private Limited <https://evoting.karvy.com>

The Board of Directors of the Company has appointed Ms. Savita Jyoti, Savita Jyoti Associates, Company Secretaries, Hyderabad as Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

The Company has sent the Notices of Postal Ballot to all the members whose names appear in the Register of Members of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on May 10, 2014. Such members may exercise their voting electronically as per the procedure given in the notes to the Notice as also in the Postal Ballot Form. In case a Member does not wish to avail the e-Voting facility organised through M/s. Karvy Computershare Private Limited, such Members may send a request for obtaining the said Notices and physical Postal Ballot Form from Company by sending a request to the Company at the registered office address or through e-mail sent at investor@prismcement.com. On receipt of such request, the Registrar and Share Transfer Agent/the Company will despatch the physical Postal Ballot Form to the Member.

By order of the Board of Directors,
For **PRISM CEMENT LIMITED**

Aneeta S. Kulkarni
Company Secretary

Date : May 20, 2014
Place : Mumbai