

# PRISM CEMENT LIMITED

CIN : L26942TG1992PLC014033

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

## POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To the members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), that the resolution set out below is proposed to be passed as a Special Resolution by way of Postal Ballot/Electronic Voting ("e-Voting").

The proposed Special Resolution and the Explanatory Statement pertaining to the said Resolution as per Section 102 of the Act setting out all material facts concerning the Resolution and the reasons thereof are annexed hereto for your consideration.

The Postal Ballot Form is also enclosed to enable you to vote on the proposed Special Resolution.

### SPECIAL BUSINESS :

#### Item No. 1

#### Change in name of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to provisions of Sections 4, 13, 14 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government/Stock Exchanges/appropriate Regulatory and Statutory Authorities as may be necessary, consent of the members be and is hereby accorded for change of the name of the Company from "PRISM CEMENT LIMITED" to "PRISM JOHNSON LIMITED".

"RESOLVED FURTHER THAT on receipt of fresh certificate of incorporation upon change of name, the name "Prism Cement Limited" wherever it appears in the Memorandum of Association and Articles of Association and other documents and papers of the Company, be substituted with "Prism Johnson Limited".

"RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company, be and is hereby severally authorised to make, sign and execute and file necessary applications, forms, papers, documents and information as may be considered necessary or expedient including appointing attorney(s) or authorised representatives under appropriate Letter(s) of Authority, to appear before the office of the Ministry of Corporate Affairs/Registrar of Companies, Stock Exchanges where securities of the Company are listed and other Regulatory or Statutory Authority(ies), as may be required from time to time and to do all such acts, deeds and things including settling and finalising all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit."

### NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business mentioned above, is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent in electronic form to the members who have registered their e-mail addresses with the Company/Registrars and Transfer Agent of the Company (in case of physical shareholding)/with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.

3. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on **Friday, January 12, 2018 "cut-off date"**.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the web-link : [www.evoting.karvy.com](http://www.evoting.karvy.com) or from the "Investor" section on the Company's website: [www.prismcement.com](http://www.prismcement.com) where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutiniser on or before 5:00 p.m. (IST) on Wednesday, February 14, 2018.
5. Pursuant to the provisions of Section 108 and all other applicable provisions of the Act read with the Rules thereunder and the Listing Regulations, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically and has engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice.
6. During the voting period, members can login to Karvy's e-voting platform any number of times till they have voted on the resolution. Once the vote on the resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting, that is, either by physical Postal Ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot will be treated as "INVALID".
8. The e-voting period commences on **Tuesday, January 16, 2018 at 9:00 a.m. (IST)** and ends at **5:00 p.m. (IST) on Wednesday, February 14, 2018**. The e-voting module shall be disabled by Karvy thereafter. During this period, members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, that is, Friday, January 12, 2018, may cast their vote electronically.
9. In case of any query/grievance with respect to voting by means of Postal Ballot including e-voting, please visit the "Help and FAQ's" section available on Karvy's website : <https://evoting.karvy.com> or send e-mail to [evoting@karvy.com](mailto:evoting@karvy.com) or call Karvy on toll free number 1800 345 4001 (from 9:00 a.m. to 6:00 p.m.) for any further clarifications.
10. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent/Depository Participant(s) for sending future communication(s) in electronic form.
11. A member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
12. The Company has appointed Ms. Savita Jyoti, M/s. Savita Jyoti Associates, Practising Company Secretary, as Scrutiniser for conducting the Postal Ballot including e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.
13. Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed postage pre-paid Business Reply Envelope so as to reach the Scrutiniser not later than the close of working hours, that is, 5:00 p.m. on Wednesday, February 14, 2018. Postal Ballot Forms received after 5:00 p.m. on Wednesday, February 14, 2018 will be treated as 'INVALID'.

14. The Scrutiniser will submit her report to the Chairman/Managing Director/Company Secretary of the Company after the completion of scrutiny of the Postal Ballot (Physical and e-voting). The results of voting by means of Postal Ballot (including voting through electronic means) will be announced on or before Friday, February 16, 2018, 5.00 p.m. (IST) at the Registered Office and Corporate Office of the Company and also by placing the same on the Company's website : [www.primcement.com](http://www.primcement.com) and on the website of Karvy : <https://evoting.karvy.com>. The results will simultaneously be communicated to the Stock Exchanges. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
15. The Special Resolution, if passed by requisite majority, shall be deemed to have been passed on February 14, 2018.

The instructions for voting are as under :

**A. In case a Member receives an e-mail :**

- 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 shall 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 at [sj.pcltd@gmail.com](mailto: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."

**B. In case a Member receives the physical copy of the Postal Ballot :**

- i. Password is provided in the enclosed Attendance Slip : EVEN (e-voting Event Number) of Prism Cement Limited, User ID and password.
- ii. Please follow steps from Sl. No. (i) to (x) under heading 'A' above to vote through e-voting platform.

**C. Information and instructions relating to voting through physical Postal Ballot Form :**

- i. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the Assent ("FOR") or Dissent

("AGAINST"), in the enclosed self-addressed postage pre-paid Business Reply Envelope.

- ii. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- iii. The members are requested to note the following contact details for addressing e-voting grievances : Mr. Mohsin Uddin, Senior Manager, Karvy Computershare Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Toll-free No. : 1800 345 4001, E-mail : [evoting@karvy.com](mailto:evoting@karvy.com)

By Order of the Board of Directors,

Place : Mumbai

Date : January 8, 2018

**Aneeta S. Kulkarni**

*Company Secretary*

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out the material facts relating to Special Business mentioned at Item No. 1 in the accompanying Postal Ballot Notice dated January 8, 2018.

**Item No. 1**

The Company has primarily three business activities - Cement, Tiles, Bath fittings & Kitchens and Readymix concrete. The present name of the Company however, does not convey the magnitude of operations of the Company and expresses only part of its activities.

In view of the above, the Board of Directors of the Company, at its meetings held on May 29, 2017 and January 8, 2018, decided to change the name of the Company from "PRISM CEMENT LIMITED" to "PRISM JOHNSON LIMITED" and consequential alteration of Memorandum of Association and Articles of Association and other documents and papers of the Company, subject to requisite approvals. The Directors believe that the change in the name of the Company is being undertaken as part of corporate rebranding.

The members may also note that the Ministry of Corporate Affairs has vide approval letter dated December 28, 2017 provided its no-objection for availability and use of the proposed name "PRISM JOHNSON LIMITED".

Pursuant to the SEBI Regulations, the Company has obtained/is in the process of obtaining in-principle approval from the BSE Limited and the National Stock Exchange of India Limited, where the Company's securities are listed, to change the name of the Company to 'PRISM JOHNSON LIMITED'.

The proposed change of name would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any of the rights of the Company or of the members/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 read with the Rules made thereunder, approval of the members is required to be accorded for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association of the Company by way of passing a Special Resolution.

The Directors recommend passing of the Resolution at Item No. 1 as a Special Resolution.

All documents referred to in the Postal Ballot Notice and Statement annexed thereto would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days, excluding Saturdays upto February 14, 2018.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

By Order of the Board of Directors,

Place : Mumbai

Date : January 8, 2018

**Aneeta S. Kulkarni**

*Company Secretary*

# PRISM CEMENT LIMITED

CIN : L26942TG1992PLC014033

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

## 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 dematerialised form)

4. Number of Equity Shares held :

I/We hereby exercise my/our vote(s) in respect of the following Special Resolution to be passed by means of Postal Ballot for the business stated in the Postal Ballot Notice dated January 8, 2018, issued by the Company, by conveying my/our assent or dissent to the said resolution by placing a tick mark (✓) in the appropriate box below.

Sr. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Change of name of the Company from "Prism Cement Limited" to "Prism Johnson Limited"			

Place :

Date :

\_\_\_\_\_  
Signature of the Shareholder

### Electronic Voting Particulars

Members opting to vote through e-voting, instead of voting through the physical Postal Ballot, may access the e-voting facility through the web link : <https://evoting.karvy.com>. Particulars for e-voting are as under :

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

Note : Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote(s) by means of Postal Ballot, including voting through e-voting will be available during the following period :

Commencement of voting	End of voting
From 9:00 a.m. (IST) on Tuesday, January 16, 2018	Up to 5:00 p.m. (IST) on Wednesday, February 14, 2018

The voting will not be allowed beyond 5:00 p.m.(IST) on Wednesday, February 14, 2018 and the e-voting shall be disabled by Karvy upon expiry of the aforesaid date and time.

## 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. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
3. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
4. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
5. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member.
6. Corporate/Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser along with the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate box.
8. The vote(s) of a member will be considered invalid, *inter alia*, on any of the following grounds :
  - a. A form other than one issued by the Company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the Member;
  - g. The envelope containing the Postal Ballot Form is received after the last date prescribed;
  - h. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is received from a Member who is in arrears of payment of calls;
  - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
9. Duly completed Postal Ballot Forms should reach the Scrutiniser on or before 5:00 p.m.(IST) on Wednesday, February 14, 2018. If any Postal Ballot Form is received after this date and time, it will be strictly treated as Invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on Friday, January 12, 2018.
11. A member may request for a duplicate Postal Ballot Form, if so required, from Karvy Computershare Private Limited having its address at: Unit : Prism Cement Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 (Tel: +91 40 6716 1700, E-mail: einward.ris@karvy.com).
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid Business Reply Envelopes. Any extraneous paper found in such envelopes would be destroyed by the Scrutiniser and the Company would not act on the same.