

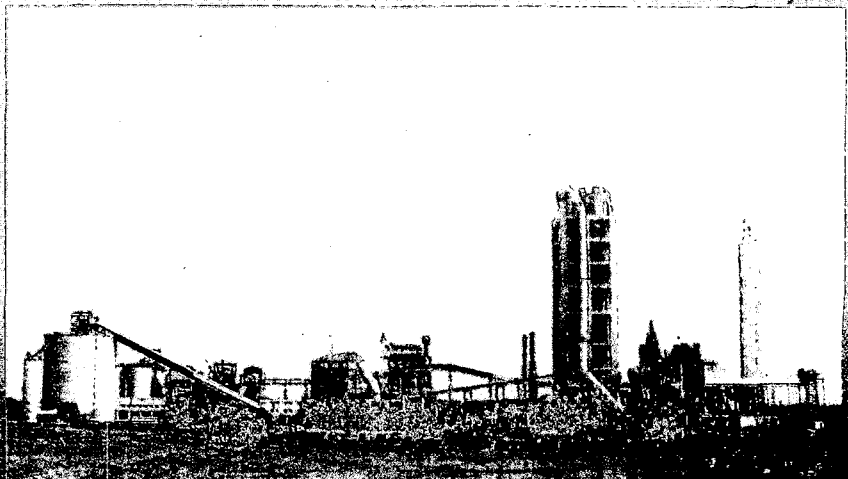


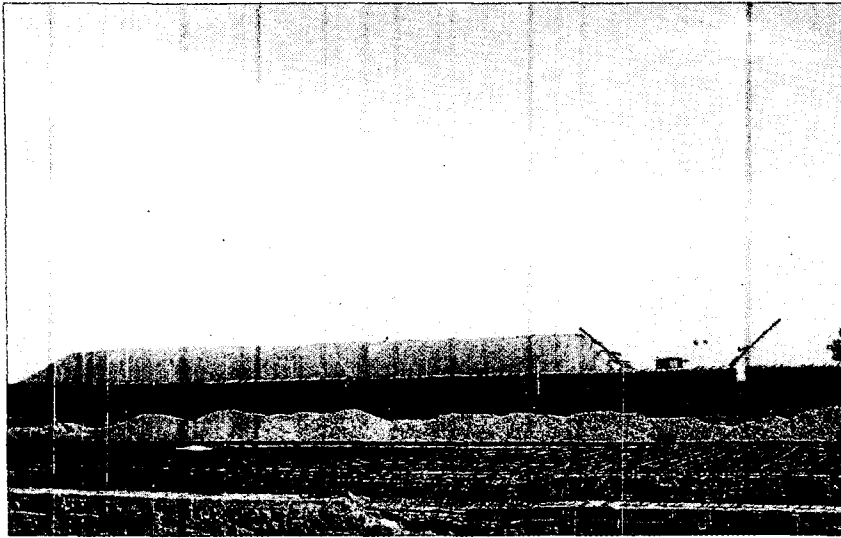
PRISM CEMENT LIMITED

MD	✓		BKC	✓
CS	✓		DPY	NA
RO	✓		DIV	NA
TRA	✓		AC	✓
AGM	✓	✓	SHI	✓
YE	✓	✓		✓

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Fifth Annual Report
1996 - 97

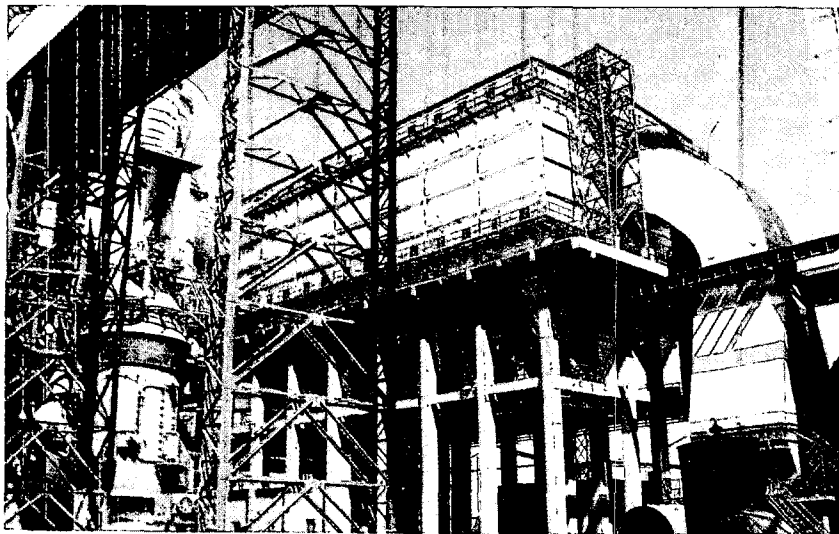




LIMESTONE STORAGE



CENTRAL CONTROL ROOM



POLLUTION CONTROL EQUIPMENT



PRISM CEMENT LIMITED

BOARD OF DIRECTORS

Mr. Rajan B. Raheja
Chairman

Mr. Sharad N. Shah
Director-Finance

Mr. Aziz H. Parpia

Mr. Rajesh G. Kapadia

Mr. Satish B. Raheja

Mr. M. Shankar Narayanan

Mr. Palle O. Joergensen

Mr. Martin Kristensen

Mr. Ananda Mukerji
Nominee of ICICI

Mr. Peter G. Christiansen

Mr. Vijay Aggarwal
Alternate to Mr. Satish B. Raheja

COMPANY SECRETARY

Mrs. Aneeta S. Kulkarni

BANKERS

State Bank of India
Vijaya Bank
Bank of Baroda
HDFC Bank Ltd.
Syndicate Bank

AUDITORS

N.M. Rajji & Co.
Mumbai.

SOLICITORS

A. H. Parpia & Co., Mumbai.
Wadia Ghandy & Co., Mumbai.

CORPORATE OFFICE

Vikas Centre, 106, S.V. Road,
Santacruz (W), Mumbai - 400 054.

REGISTERED OFFICE

305, Laxmi Nivas Apartments,
Ameerpet, Hyderabad - 500 016.

PLANT SITE

Village Mankahari/Bamhori,
Sana - 485 111,
Madhya Pradesh.

REGISTRARS & TRANSFER AGENTS

Karvy Consultants Ltd.
"Karvy House"
46, Road No. 4, Street No. 1
Banjara Hills,
Hyderabad - 500 034.

Contents	Page No.
Notice	2
Directors' Report	5
Auditors' Report	7
Balance Sheet	8
Schedules	9
Cash Flow Statement	16
Shareholders' Profile	16



PRISM CEMENT LIMITED

NOTICE

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at The Hyder Mahal, Grand Kakatiya Hotel & Towers, Begumpet, Hyderabad - 500 034, on Thursday, 11th September, 1997, at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 1997 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pallo O. Joergensen who retires by rotation and is eligible for re-appointment
3. To appoint a Director in place of Mr. Martin Kristensen who retires by rotation and is eligible for re-appointment
4. To appoint a Director in place of Mr. Peter G. Christiansen who retires by rotation and is eligible for re-appointment.
5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT the retiring Auditors, Messrs. N. M. Rajji & Co. who being eligible, have offered themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors of the Company and the Auditors, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the Company."

SPECIAL BUSINESS :

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

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), the consent of the Company be and is hereby accorded to the re-appointment of Mr. S. N. Shah as a Whole-time Director, for a further period of five years with effect from 1st June, 1998, upon terms and conditions as set out in the Agreement to be entered into by the Company, and as submitted to this meeting and for identification purpose, initialled by the Chairman thereof, which agreement is hereby specifically approved with the liberty to the Board of Directors of the Company ("the Board") to alter and vary the terms and conditions of the said Agreement from time to time and in such manner as may be mutually agreed to by the Board and Mr. Shah, but so as not to exceed the limits specified in the Act or any amendment thereto or enactments thereof, with effect from such dates as may be decided by it."

"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."

By Order of the Board of Directors

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : August 14, 1997

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

5th Annual Report 1996-97

NOTES

- (a) The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the Special Business mentioned under Item 6 above, is annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- (c) The Register of Members and Transfer Books of the Company will remain closed from Tuesday, 2nd September, 1997, to Thursday, 11th September, 1997 (both days inclusive).
- (d) Members are requested to send all communications relating to Shares and Debentures to the Company's Transfer Agents at the following address:

Karvy Consultants Ltd.,
Unit : Prism Cement Limited
"Karvy House"
46, Road No. 4, Street No. 1,
Banjara Hills,
Hyderabad - 500 034.

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