PRISM CEMENT LIMITED

Regd. Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016.
Corp. Office : Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054.

NOTICE UNDER SECTION 225 OF THE COMPANIES ACT, 1956

To the members of Prism Cement Limited,

Notice is hereby given that at the Annual General Meeting of the Company to be held at Taj Mahal Hotel, 4-1-999, Abids Road, Hyderabad - 500 001 on Tuesday, June 25, 2013 at 11.30 a.m. the following resolution will be considered, in addition to the business to be considered pursuant to the Notice to the shareholders dated May 9, 2013 :

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

"RESOLVED THAT pursuant to the provisions of Sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s. G. M. Kapadia & Co., Chartered Accountants (Registration No. 104767W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. N. M. Raiji & Co., Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, in addition to reimbursement of out-of-pocket expenses, in connection with the audit of the Company."

This Notice is being circulated pursuant to Section 225 of the Companies Act, 1956 following receipt of special notice from members in this regard in accordance with Section 190 of the Companies Act.

By Order of the Board of Directors,

ANEETA S. KULKARNI
COMPANY SECRETARY

Date : June 10, 2013
Place : Mumbai