



MADRAS CEMENTS LTD.

Corporate Office : "Auras Corporate Centre"
V Floor, 98-A, Dr. Radhakrishnan Road,
Mylapore, Chennai - 600 004.
Phone : 044 - 28478666, 28478656
Fax : 044 - 28478676 Grams : RAM CEMENTS

Ref: *604*
5 October 2012

The Secretary - Investor Services / Listing
Madras Stock Exchange Ltd.
"Exchange Building"
11, Second Line Beach, Chennai - 600 001.

Bombay Stock Exchange Ltd.
Floor 25, "P.J.Towers",
Dalal Street
Mumbai - 400 001.

National Stock Exchange Of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051.

Dear Sirs,

Sub: Convening of an Extraordinary General Meeting of the Company

The Board of Directors of the Company have convened an Extraordinary General Meeting (EGM) of the Members of the Company on Thursday, the 18th October 2012 at 11.00 A.M. at No:47, P.S.K.Nagar, Rajapalayam - 626 108 to get the Shareholders' approval for increasing the limit of Corporate Social Responsibility expenditure of the Company, under Section 293(1)(e) of the Companies Act, 1956..

The Notice for the said EGM had been sent to all the Members of the Company and 6 copies of the same are enclosed for your records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For **MADRAS CEMENTS LTD.,**

Kenselvan

K.SELVANAYAGAM
SECRETARY

Encl: as above

SJA

Registered Office : 'Ramamandiram', Rajapalayam - 626 117. Tamil Nadu.

Factories : Kumarasamy Raja Nagar (Post) - 521 457, Jaggayapet, Krishna Dist., Andhra Pradesh. Ph : 08654 - 224400. Fax : 08654 - 222532
Ramasamy Raja Nagar (Post) - 626 204. Virudhunagar Dist., Tamil Nadu. Ph : 04562 - 256201, 256202, 256203, 256214, 256241. Fax : 04562 - 256268
Alathiyur Works - Cement Nagar (Post) - 621 730. Perambalur Dist., Tamil Nadu. Ph : 04329 - 248305, 248306, 248322 to 248324. Fax : 04329 - 248303
Mathodu Works (Post) - 577 533. Hosadurga Taluk, Chitradurga District. Karnataka State, Ph : 08199 - 240039, 240108, 240111. Fax : 08199 - 240314
Govindapuram Works, Sendurai Road, Ariyalur Taluk - 621 713, Ariyalur District, Tamil Nadu. Ph : 04329 - 226001, 226002, 226003, 226004. Fax : 04329 - 226005



MADRAS CEMENTS LTD.

Regd. Office: "Ramamandiram", Rajapalayam - 626 117.

Corporate Office: 98-A, Dr.Radhakrishnan Salai, Chennai - 600 004.

NOTICE TO THE MEMBERS

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at 11.00 A.M. on Thursday, the 18th October 2012 at 47, P.S.K. Nagar, Rajapalayam - 626 108, Tamil Nadu to transact the following Business:

1. To consider and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED that the Board of Directors of the Company, be and are hereby authorised pursuant to Section 293(1)(e) of the Companies Act, 1956, to contribute from time to time, in any financial year to any body, institute, society, person, trust or fund for any charitable or other purposes not directly related to the business of the Company or to the welfare of its employees, upto a total amount of Rupees Fifty Crores or Five percent of the average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956, during the three financial years immediately preceding, whichever is greater."

By Order of the Board,
For MADRAS CEMENTS LTD.,

CHENNAI
11.09.2012

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN & MANAGING DIRECTOR

NOTES:

- i) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto;
- ii) A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company;
- iii) Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956**

Section 293(1)(e) of the Companies Act, 1956, inter alia, provides that any amount contributed to any charitable or other funds not directly relating to the business of the Company or the welfare of the employees, the aggregate of which exceeds the greater of Rs.50,000 or Five percent of the Company's average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956 during the 3 financial years immediately preceding the year in which the contribution has been made, needs the approval of the members of the Company.

The Board of Directors consider that keeping in view the Company's increased activities and its obligations to the society at large, the annual limit provided under Section 293(1)(e) of the Companies Act, 1956, requires to be increased to Rs.50 crores or 5% of the Company's average net profits as determined in accordance with the provisions of Sections 349 and 350 during the three financial years immediately preceding, whichever is greater. The resolution set out in the Notice seeks your approval for the increased limit.

The Directors recommend the resolution.

None of the Directors is deemed to be interested in the Resolution.

By Order of the Board,
For MADRAS CEMENTS LTD.,

CHENNAI
11.09.2012

P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN & MANAGING DIRECTOR



MADRAS CEMENTS LTD.

Regd. Office: "Ramamandiram", Rajapalayam - 626 117.

Corporate Office: 98-A, Dr. Radhakrishnan Salai, Chennai - 600 004.

PROXY FORM

I/We _____ Son of / Wife of / Daughter of
_____ residing at _____

being a member/ members of MADRAS CEMENTS LTD., do hereby appoint

Sri/Smt/Miss _____ Son of / Wife of / Daughter of
_____ residing at _____

_____ or failing him

Sri/Smt/Miss _____ Son of / Wife of / Daughter of
_____ residing at _____

_____ as my / our proxy to vote for

me/us on my/our behalf at the Extraordinary General Meeting of the Company

to be held on Thursday, the 18th October 2012 at 11.00 A.M. and at any

adjournment thereof.

Signed this _____ day of _____ 2012.

Affix 30 P
Revenue
stamp and
sign over it.

Folio No. / DP ID / CL ID	No. of Shares

N.B.: Any member entitled to attend and vote at the meeting is entitled to attend and either vote in person or by Proxy and that the Proxy need not be a member of the Company. This form thus completed should be deposited at the Registered Office of the Company at Rajapalayam before 11.00 A.M. on Tuesday, the 16th October 2012.