

Ramco Industries Limited

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF RAMCO INDUSTRIES LIMITED HELD ON MONDAY THE 19TH MARCH, 2012 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY VIZ. 47, P.S.K.NAGAR, RAJAPALAYAM 626108

Shri P.R.Ramasubrahmaneya Rajha, Chairman took the Chair.

The Chairman declared that the Quorum for the Meeting was present and called the Meeting to order.

The Chairman informed the Members that the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 was kept open and available for inspection by Members.

The Notice of the Extraordinary General Meeting (EGM) dated 03.02.2012 already sent to the Members was read along with the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956. The Members were also informed that the Draft Sole-Selling Agency Agreement too was available for inspection by Members.

The Chairman then invited Shri N.K. Shrikantan Raja to Chair the EGM and to transact the following business :

SUBJECT : RE-APPOINTMENT OF M/s. RAJA CHARITY TRUST AS THE SOLE-SELLING AGENT OF THE COMPANY FOR A PERIOD OF 5 YEARS WITH EFFECT FROM 03.05.2012

SPECIAL RESOLUTION :

The Resolution as set out in the EGM Notice dated 03.02.2012 and reproduced here below was proposed by Shri S.N. Ramaraju, a Shareholder and seconded by Shri P.A. Damodara Raja, another Shareholder and passed unanimously.

"RESOLVED that, subject to the approval of the Central Government, consent of the Members be and is hereby accorded under Sec. 294 AA of the Companies Act, 1956, for the re-appointment of **M/s. Raja Charity Trust** as the Sole Selling Agent of the Company for a period of 5 years from 3rd May, 2012 on the following main terms and conditions :

- (a) The re-appointment will be for a period of 5 years from 03.05.2012.
- (b) M/s. Raja Charity Trust will be the Sole Selling Agent for the Products of the Company in India viz., all kinds of Roofing Sheets, Accessories, Flat/Corrugated Sheets/Boards and Pressure Pipes and Pipe fittings of every description made of, wholly or partly, with Asbestos Fibre or with the use of natural, synthetic, organic, inorganic Fibre and Cement, Calcium Silicate or such other material/s and also made of Steel/Plastics/ Polymers etc. and also Plastic Storage Tanks/Containers of any kind and any similar or related products (hereinafter referred to as "Products").

CHAIRMAN'S
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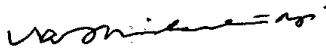
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(c) M/s. Raja Charity Trust will promote and canvass orders for the Products of the Company at the prices and delivery terms stipulated by the Company from time to time; they will also take all necessary steps on behalf of the Company to effectively deal with all contracts of sale of the Company's products; they will also assist the Company in collection of payments and render such other services incidental thereto.

(d) They will be entitled to a commission of 0.75% exclusive of taxes or duties thereon, on the ex-factory value of the products sold within India to Government and Public, exclusive of Excise duty, Sales tax, Octroi or other statutory levies.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorized to enter into Sole Selling Agency Agreement/ Arrangements and accept such modifications/amendments in the Sole Selling Agency Agreement/arrangements as may be stipulated by the Central Government and to take all necessary steps to implement the same".

As there was no other subject to be transacted, the Meeting thereafter ended with a vote of thanks.



(N.K. SHRIKANTAN RAJA)
DIRECTOR/CHAIRMAN OF THE MEETING



CHAIRMAN'S
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