



NOTICE TO THE MEMBERS

Notice is hereby given that the 55th Annual General Meeting of the Company will be held at 11.00 AM on Monday, the 29th July 2013 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam - 626 108, Tamil Nadu to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended 31st March 2013 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend for the year 2012-13.
3. To appoint a Director in the place of Dr.A.Ramakrishna who retires by rotation and is eligible for reappointment.
4. To appoint Auditors and, if thought fit, to pass with or without modification the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED that M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants and M/s.CNGSN & Associates, Chartered Accountants be and are hereby jointly appointed as Auditors of the Company to hold Office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting on a remuneration of Rs.7,50,000/- (Rupees Seven lakhs fifty thousand only) each, exclusive of out-of-pocket expenses.”

SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as a SPECIAL RESOLUTION:

“RESOLVED that the name of the Company be changed from MADRAS CEMENTS LIMITED to “THE RAMCO CEMENTS LIMITED”, subject to such approvals as may be necessary in accordance with Section 21 of the Companies Act, 1956 and to carry out the consequential changes in the Memorandum and Articles of Association of the Company”.

Chennai
30-05-2013

By Order of the Board,
For MADRAS CEMENTS LTD.,
P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

NOTES:

- (i) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of Item No:5 of the Notice 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;
- (iv) The Register of Members and the Share Transfer Books of the Company will remain closed from 23-07-2013 to 29-07-2013 (both days inclusive);
- (v) The dividend, on declaration, will be paid in respect of shares held in physical form to the shareholders whose names appear in the Register of Members as on 29-07-2013 and in respect of shares held in electronic form to the beneficial owners whose names appear in the list furnished by the Depositories for this purpose as on 22-07-2013;

MADRAS CEMENTS LTD.

- (vi) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend. Accordingly, dividend will be credited through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company is in compliance with SEBI's directive in this regard;
- (vii) Under the provisions of Section 205 C of the Companies Act, 1956, dividends remaining unpaid for a period of over 7 years will be transferred to the Investor Education & Protection Fund of the Central Government. Thereafter no claim shall lie against the Fund or the Company and no payment will be made in respect of any such claims. Hence, the members who have not claimed their dividend relating to the earlier years may write to the Company for claiming the amount before it is so transferred to the Fund. The details of due dates for transfer of such unclaimed dividend to the said Fund are:

Financial Year Ended	Date of Declaration of Dividend	Last Date for Claiming Unpaid Dividend	Due Date for Transfer to IEP Fund
31-03-2006 Final Dividend	27-07-2006	26-07-2013	25-08-2013
31-03-2007 1 st Interim Dividend 2 nd Interim Dividend Final Dividend	30-10-2006 30-01-2007 27-07-2007	29-10-2013 29-01-2014 26-07-2014	28-11-2013 28-02-2014 25-08-2014
31-03-2008 1 st Interim Dividend 2 nd Interim Dividend Final Dividend	23-10-2007 31-01-2008 11-08-2008	22-10-2014 30-01-2015 10-08-2015	21-11-2014 01-03-2015 09-09-2015
31-03-2009 Interim Dividend Final Dividend	29-01-2009 05-08-2009	28-01-2016 04-08-2016	27-02-2016 03-09-2016
31-03-2010 Interim Dividend Final Dividend	27-10-2009 02-08-2010	26-10-2016 01-08-2017	25-11-2016 31-08-2017
31-03-2011 Dividend	10-08-2011	09-08-2018	08-09-2018
31-03-2012 Interim Dividend Final Dividend	21-03-2012 02-08-2012	20-03-2019 01-08-2019	19-04-2019 31-08-2019

Chennai
30-05-2013

By Order of the Board,
For MADRAS CEMENTS LTD.,
P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director



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

Item No.5

It is proposed to change the name of the Company from MADRAS CEMENTS LIMITED to "THE RAMCO CEMENTS LIMITED". RAMCO is the brand name under which the Company's products are sold. The name – "The Ramco Cements Limited" will make it easy to identify the name of the company with the brand under which the Company's cement is sold.

The identification of the Company's name with the brand name will be advantageous in the long run in Brand building. Your Directors recommend the resolution for your approval.

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

Chennai
30-05-2013

By Order of the Board,
For MADRAS CEMENTS LTD.,
P.R.RAMASUBRAHMANEYA RAJHA
Chairman & Managing Director

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

DR.A.RAMAKRISHNA

Dr.A.Ramakrishna, aged 73, is a professional in Civil and Structural Engineering. He started his career in 1962 with Engineering Construction Corporation (ECC) Limited, a subsidiary of L & T. After serving in various capacities, he was inducted into the Board of Directors of L&T in 1992 and retired as President and Deputy Managing Director.

He has been on the Board of Madras Cements Ltd. since 2005.

He is also a Director in the following Companies:-

1. Ramco Industries Limited
2. The KCP Limited
3. The Andhra Sugars Limited
4. The Andhra Petrochemicals Limited
5. TAJ GVK Hotels and Resorts Limited
6. GVK Energy Limited
7. GVK Power & Infrastructure Limited
8. GVK Gautami Power Limited
9. Brigade Enterprises Limited
10. Bangalore International Airport Limited

MADRAS CEMENTS LTD.

11. International Infrastructure Consultancy Private Limited
12. Mumbai International Airport Private Ltd
13. GVK Jaipur Expressway Private Limited
14. Christiani & Nielsen (Thai) Public Company Limited, Thailand
15. GVK Industries Limited

He is also a Member in the following Committees:

Name of the Company	Name of the Committee	Position Held
Madras Cements Limited	Audit Committee	Member
	Remuneration Committee	Member
	Project Management Committee	Member
Ramco Industries Limited	Audit Committee	Member
Christiani & Nielsen (Thai) Public Co. Limited, Thailand	Audit Committee	Member
GVK Gautami Power Limited	Audit Committee	Member
GVK Jaipur Expressway Private Limited	Audit Committee	Chairman
TAJGVK Hotels & Resorts Limited	Audit Committee	Chairman
GVK Power & Infrastructure Limited	Audit Committee	Member
	Remuneration Committee	Chairman
Mumbai International Airport Private Limited	Audit Committee	Member
The KCP Limited	Audit Committee	Member
Brigade Enterprises Limited	Audit Committee	Member
GVK Energy Limited	Audit Committee	Member
Bangalore International Airport Limited	Audit Committee	Member
The Andhra Petrochemicals Limited	Audit Committee	Member

None of the Directors, except Dr.A.Ramakrishna is deemed to be interested in this Resolution.