

MADRAS CEMENTS LTD.

**MINUTES OF THE 55TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD AT 11.00 A.M. ON MONDAY, THE 29TH JULY 2013
AT P.A.C.R.CENTENARY COMMUNITY HALL,
P.A.C.RAMASAMY RAJA SALAI, RAJAPALAIYAM**

Members attended in person	..	22
Members attended through proxy	..	5

Total	..	27

The following Directors were present at the Meeting:

1. Shri.P.R.Ramasubrahmaneya Rajha, Chairman
2. Shri.P.R.Venketrama Raja
3. Dr.A.Ramakrishna
4. Shri.R.S.Agarwal
5. Shri.M.B.N.Rao

Shri.P.R.Ramasubrahmaneya Rajha, Chairman and Managing Director of the Company presided.

The Chairman welcomed the Members to take part in the proceedings of the Meeting.

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.

With the consent of the Members, the Notice of the Meeting, Directors' Report, Statement of Profit & Loss of the Company for the year ended 31st March 2013, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date having been already circulated to the Members were taken as read.

The Auditors' Report to the Shareholders was read by the Secretary.

The Chairman delivered a brief speech on the performance of the Company. He then invited queries from Members on the accounts and the Company's business generally and replied them suitably.

ORDINARY BUSINESS

1. Proposed by Shri.S.S.Ramachandra Raja, a shareholder and seconded by Shri.P.J.Alaga Raja, a shareholder, the following resolution was passed by show of hands as an Ordinary Resolution:

CHAIRMAN'S
INITIAL



MADRAS CEMENTS LTD.

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"RESOLVED that the Directors' Report, Statement of Profit & Loss for the year ended 31st March 2013, Balance Sheet as at that date and Cash Flow Statement for the year ended on that date and the Auditors' Report thereon be and are hereby received, considered and adopted."

2. The Chairman informed the Members that the Board of Directors had declared 1st and 2nd Interim Dividends of Rs.1/- each per share for the year 2012-2013 and had recommended a final dividend of Rs.1/- per share.

Proposed by Shri.S.N.Radhakrishna Raja, a shareholder and seconded by Shri.V.A.Ramachandra Raja, a shareholder, the following resolution was passed by show of hands as an Ordinary Resolution:

"RESOLVED that the 1st Interim Dividend of Rs.1/- per Share and 2nd Interim Dividend of Rs.1/- per Share declared by the Board of Directors and paid during the year 2012-13 be and is hereby confirmed.

RESOLVED further that a Final Dividend of Rs.1/- per Share be and is hereby declared which together with the 1st and 2nd Interim Dividends of Rs.1/- each per share as aforesaid would give a total Dividend of Rs.3/- per Share for the year ended 31st March 2013."

3. Proposed by Shri.P.A.Damodara Raja, a shareholder and seconded by Shri.P.Murugesan, a shareholder, the following resolution was passed by show of hands as an Ordinary Resolution:

"RESOLVED that Dr.A.Ramakrishna, who retires by rotation be and is hereby elected as Director of the Company."

4. Proposed by Shri.S.Theetharappan, a shareholder and seconded by Shri.B.Radhakrishnan, a shareholder, the following resolution was passed by show of hands 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."

CHAIRMAN'S
INITIAL



MADRAS CEMENTS LTD.

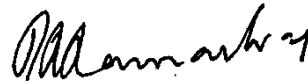
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SPECIAL BUSINESS

5. Proposed by Shri.N.K.Shrikantan Raja, a shareholder and seconded by Shri.P.Ramasamy, a shareholder, the following resolution was passed by show of hands 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".

The meeting ended with a vote of thanks to the Chair.

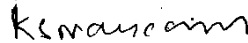


P.R.RAMASUBRAHMANEYA RAJHA
CHAIRMAN

Rajapalaiyam
29.07.2013

CERTIFIED TRUE COPY

For MADRAS CEMENTS LTD.



K. SELVANAYAGAM
SECRETARY

CHAIRMAN'S
INITIAL