

# MADRAS CEMENTS LTD.

**MINUTES OF THE 53<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY  
HELD AT 10.15 A.M. ON WEDNESDAY, THE 10<sup>TH</sup> AUGUST, 2011  
AT P.A.C.R.CENTENARY COMMUNITY HALL,  
P.A.C.RAMASAMY RAJA SALAI, RAJAPALAIYAM**

Members attended in person	..	21
Members attended through proxy	..	8
Total	..	29

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, Profit & Loss Account of the Company for the year ended 31<sup>st</sup> March 2011, 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.N.K.Shrikantan Raja, a shareholder and seconded by Shri.P.Ramasamy, a shareholder, the following resolution was passed as an Ordinary Resolution:

CHAIRMAN'S  
INITIAL

1/2

*PS*

*SOHA*

*SOHA  
KSA*

# MADRAS CEMENTS LTD.

- 2 -

"RESOLVED that the Directors' Report, Profit & Loss Account for the year ended 31<sup>st</sup> March 2011, 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 recommended a dividend of Rs.1.25 per share for the year 2010 - 2011.

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

"RESOLVED that a Dividend of Rs.1.25 per Share be and is hereby declared for the year ended 31<sup>st</sup> March 2011."

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

"RESOLVED that Shri.R.S.Agarwal, who retires by rotation be and is hereby elected as Director of the Company."

4. Proposed by Shri.P.J.Alaga Raja, a shareholder and seconded by Shri.K.Ponnambalam, a shareholder, the following resolution was passed 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.6,00,000/- (Rupees Six lacs only) each, exclusive of out-of-pocket expenses."

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

2/2

*x P.R. Ramasubrahmaneya Rajha*

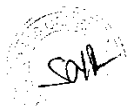
P.R.RAMASUBRAHMANEYA RAJHA  
CHAIRMAN

Rajapalaiyam  
10.08.2011

**CERTIFIED TRUE COPY**

For MADRAS CEMENTS LTD.

*K. Selvanayagam*  
K. SELVANAYAGAM  
Secretary



*S.A.*  
*K.S.N.*