

MINUTES OF THE PROCEEDINGS OF THE 19TH ANNUAL GENERAL MEETING OF LAMBODHARA TEXTILES LIMITED HELD ON MONDAY THE 26TH DAY OF AUGUST 2013 AT 12 NOON AT THE COIMBATORE COSMOPOLITAN CLUB, 200, RACE COURSE, COIMBATORE – 641 018

Members present	As per attendance	
	in person	20
	by proxy	1

Proposed by Mr.Alagappan.S.M. and Seconded by Mr.J.Thulasidharan.

Sri.R.Santossh, Managing Director was unanimously voted to the Chair.

The Chairman called the meeting to order and welcomed the members to the 19th Annual General Meeting of the Company.

The Chairman announced that 20 members were present in person and a member was present by Proxy.

The Chairman placed before the meeting the Compliance Certificate obtained from Sri.M.D.Selvaraj, Company Secretary in whole-time practice pursuant to Section 383A of the Companies Act, 1956 regarding compliance by the Company of the provisions of the said Act.

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 the members.

With the permission of the members present, the notice convening the meeting, the Directors Report and Accounts were taken as read.

The Auditor of the Company read the Auditors Report.

The Chairman invited queries from the members regarding the accounts and since there were no comments / clarifications the following resolutions were passed unanimously.

SUBJECT: 1

Adoption of Accounts.

RESOLUTION

The following resolution was proposed by Mr.Sampath Kumar and seconded by Mr.P.Karuppusamy.

Resolved that the audited Balance Sheet as at 31st March 2013 and the Statement of Profit and Loss for the year ended on 31st March 2013 together with the Directors Report and the Auditors Report thereon be and the same are hereby received and approved.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

SUBJECT: 2

To appoint a Director in the place of Ms.Vimala Radhakrishnan who retires by rotation.

RESOLUTION

The following resolution was proposed by Mr.A.S.Senthilkumar and seconded by Mr.R.Chenthamarakshan.

Resolved that Ms.Vimala Radhakrishnan who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company.

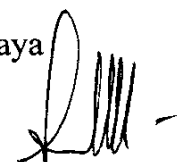
The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

SUBJECT: 3

To appoint a Director in the place of Mr.Girish G Radia who retires by rotation.

RESOLUTION

The following resolution was proposed by Ms.K.Vijaya Kanakarajan and seconded by Mr.Sampath Kumar.



Resolved that Mr.Girish G Radia who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

SUBJECT: 4

To appoint Auditors and fix their remuneration.

RESOLUTION

The following resolution was proposed by Mr.C.Sanathaan Pillai and seconded by Mr.Dhasaradharaja.D.

RESOLVED that the retiring auditor, M/s.Mohan & Venkataraman, Chartered Accountants, Coimbatore, having Firm Registration No.007321S be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration as shall be fixed by the Board of Directors.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

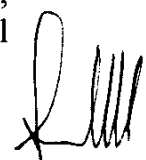
SUBJECT: 5

To declare dividend on Equity Shares.

RESOLUTION

The following resolution was proposed by Ms.K.Vijaya Kanakarajan and seconded by Mr.P. Karuppusamy.

Resolved that a dividend of Re.1/- per equity share of Rs.10/- each on 43,79,800 equity shares be and is hereby declared out of the profits of the Company, absorbing an amount of Rs.43,79,800/- and that the dividend be paid to those shareholders, whose names appears in the Company's Register of Members as on 21st August, 2013 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on



20th August, 2013 as per the details furnished by the Depositories for this purpose.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as an Ordinary Resolution.

SUBJECT: 6

To revise the remuneration of the Whole Time Director.

RESOLUTION

The following resolution was proposed by Ms.Kavitha Devi.A. and seconded by Ms.Rajeswari.B.

Resolved That in partial modification of the resolution passed at the Annual General Meeting held on 30th August 2012 and pursuant to the provisions of Section 198, 269, 309 and 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended and pursuant to the provisions of Articles of Association, the consent of the Company be and is hereby accorded for payment of the following revised remuneration to Ms.Giulia Bosco, Whole-time Director of the Company with effect from 1st January 2013 for the remainder of the tenure of her office as detailed below.

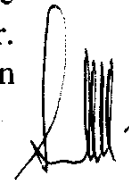
I. SALARY

Salary of Rs.70,000/- per month including dearness and all other allowances.

II. PERQUISITES:

Rent free fully furnished residential accommodation. The expenditure on gas, electricity and water will be met by the Company.

Provision of a Company car with driver for use on Company's business and telephone facility at her residence will not be considered as perquisites. Personal long distance calls on telephone and use of the car for private purpose shall be billed by the Company to the Whole Time Director. The total expenses incurred by the Company on provision of perquisites shall not exceed Rs.6 lakhs per annum.



Where in any financial year, during the currency of tenure of Ms.Giulia Bosco as Whole Time Director, the Company has no profits or its profits are inadequate, the above remuneration and perquisites shall be treated / payable as minimum remuneration as specified in Schedule XIII of the Companies Act, 1956, as amended.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as a Special Resolution.

SUBJECT: 7

To re-appoint Ms.Bosco Giulia as Whole Time Director.

RESOLUTION

The following resolution was proposed by Ms.Meenakshi.A.L. and seconded by Mr.A.S.Senthilkumar.

Resolved That pursuant to the provisions of Sections 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, the consent of the Company be and is hereby accorded for re-appointment of Ms.Giulia Bosco as Whole Time Director of the Company for a further period of Five years with effect from 1st October 2013 on the terms and conditions mentioned below.

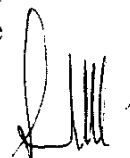
I. SALARY

Salary of Rs.70,000/- per month including dearness and all other allowances.

II. PERQUISITES:

Rent free fully furnished residential accommodation. The expenditure on gas, electricity and water will be met by the Company.

Provision of a Company car with driver for use on Company's business and telephone facility at her residence will not be considered as perquisites. Personal long distance



calls on telephone and use of the car for private purpose shall be billed by the Company to the Whole Time Director.

The total expenses incurred by the Company on provision of perquisites shall not exceed Rs.6 lakhs per annum.

Where in any financial year, during the currency of tenure of Mrs. Giulia Bosco as Whole Time Director, the Company has no profits or its profits are inadequate, the above remuneration and perquisites shall treated / payable as minimum remuneration as specified in Schedule XIII of the Companies Act, 1956, as amended.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as a Special Resolution.

SUBJECT: 8

To commence new business as enumerated in sub clause 7, 11 and 18 of Object clause III (C) of the Memorandum of Association.

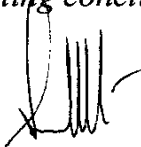
RESOLUTION

The following resolution was proposed by Mr.Dharmalingam and seconded by Mr.M.A.Selvamuthukumar.

Resolved that pursuant to Section 149 (2A) and other applicable provisions of the Companies Act, 1956, the Company do hereby approves the commencement of new business as enumerated in sub clause 7, 11 and 18 of Object clause III (C) of the Memorandum of Association of the Company.

The resolution was put to vote by the Chairman and declared carried unanimously by show of hands as a Special Resolution.

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



CHAIRMAN
26th August 2013