

SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Proceedings of the 66th Annual General Meeting of the company held at the Registered Office of the Company on Wednesday, the 24th day of July 2013 at 9.30 A.M.

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| Total number of share holders on record date | : | 2091 |
| No. of shareholders present in the meeting in person or through proxy | : | 27 |
| a) Promoter – Promoter Group | : | 13 |
| b) Public | : | 14 |

CHAIRMAN

Sri.D.Lakshminarayanawamy was elected as Chairman of the meeting.

Chairman welcomed Members.

The Chairman declared that the requisite quorum was present and called the meeting to order.

The Register of Directors' shareholding was placed at the meeting and was available for inspection.

With the consent of the Members present the Notice convening the Annual General Meeting of the company was taken as read. The Chairman requested the Statutory Auditor to read the Auditors' Report.

After the Auditor's Report had been read, the Chairman delivered his speech.

The Business of the Meeting as per Notice thereof was thereafter taken up item-wise

1. ADOPTION OF ACCOUNTS:

The Chairman requested the members that one of them to propose and another to second the resolution. Accordingly Sri.C.Balasubramaniam proposed and Sri.C.Sakthivel seconded the resolution. Before it was put to the vote, the Chairman invited the Members (other than those present by proxy) to make observations and comments, if any, on the Report and Accounts as well as on the other Resolutions set out in the Notice. There were a few queries raised by the Members and the Chairman answered them.

"RESOLVED that the audited Balance Sheet as at 31st March 2013 and the Statement of Profit & Loss for the Financial Year ended on that date together with Schedules and Notes attached thereto along with the Reports thereon of the Directors and Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted."

The Chairman, then, put the Resolution for adoption of the Accounts and the Reports thereon to the vote as an Ordinary Resolution.

On a show of hands, the Chairman declared the abovesaid Ordinary Resolution carried unanimously.

2. **APPOINTMENT OF DIRECTOR:**

Proposed by : Sri Kantilal G.Vora
Seconded by : Sri.Bharat Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution.

"RESOLVED that pursuant to Section 256 of the Companies Act, 1956, Sri.R.Radhakrishnan who retires by rotation and being eligible for re-appointment offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of Office be liable to determination by retirement of Directors by rotation.

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution was carried unanimously.

3. **APPOINTMENT OF AUDITORS:**

Proposed by : Sri.K.R.Nanjundan
Seconded by : Sri.C. Balasubramaniam

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution.

"RESOLVED THAT M/s.M.S.Jaganathan & Visvanathan, Chartered Accountants, Coimbatore be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on the same remuneration as hitherto plus applicable Service Tax and other out of pocket expenses incurred for the purpose of the audit."

On a show of hands, the Chairman declared the aforesaid Ordinary Resolution was carried unanimously.

SPECIAL BUSINESS:

4. ALTERATION OF ARTICLES OF ASSOCIATION:

Proposed by : Sri.Ponnuswamy
Seconded by : Sri.K.R. Nanjundan

The following Resolution having been proposed and seconded by the
aforementioned two members was put to the vote as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 31 and all 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 subject to
such approvals, consents, sanctions and permissions of appropriate authorities as
may be necessary the Articles of Association of the Company be and is hereby
altered as under :-

i) "Article 2A be deleted entirely".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is
hereby authorized to do all such acts, deeds, matters and things necessary or
expedient to give effect to this resolution."

On a show of hands, the Chairman declared the aforesaid Special Resolution was
carried unanimously.

5. ALTERATION OF ARTICLES OF ASSOCIATION:

Proposed by : Sri.K.C. Natarajan
Seconded by : Sri.C. Sakthivel

The following Resolution having been proposed and seconded by the
aforementioned two members, was put to the vote as a Special Resolution "

"RESOLVED THAT pursuant to the provisions of Section 31 and all 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 subject to such approvals, consents,
sanctions and permissions of appropriate authorities as may be necessary, the Articles of
Association of the company be and is hereby altered by deleting the existing Article 3 and
substituting it with the following new Article 3 :

"3. Every Director other than the Managing Director or any other Director who is in the
whole time employment of the Company shall be entitled to receive from the Company as
Sitting Fees for every meeting of the Board or of a Committee thereof attended by him an
amount not exceeding the limit as prescribed by the Government of India, Ministry of
Corporate Affairs from time to time which amount shall be determined by Board of
Directors periodically, in addition to the travelling and out of pocket expenses incurred by
him, in attending and returning from such meetings."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby
authorized to do all such acts, deeds, matters and things necessary or expedient to give
effect to this resolution".

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On a show of hands, the Chairman declared the aforesaid Special Resolution was carried unanimously.

Being interested in the following subject brought before the meeting, Sri.D.Lakshminarayananaswamy, Chairman of the Meeting requested the Members to elect another person as Chairman to conduct the proceedings.

Sri.R. Narayanamurthy, a Director of the Company was elected as Chairman and he took the chair.

6. **APPOINTMENT OF CHAIRMAN:**

Proposed by : Sri.N. Sundaram
Seconded by : Sri.R. Subramaniam

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as a Special Resolution :-

"RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities as may be necessary, Sri.R.Doraiswami, a Director of the Company be and is hereby reappointed as a Non-Executive Chairman of the Company for a period of 5 years from 30th July 2013.

RESOLVED FURTHER that in his capacity as a Non-Executive Chairman, he may not draw any remuneration excepting Sitting Fees as applicable to other Non-Executive Directors for his services in attending the meeting of the Board or a meeting of any Committee thereof.

RESOLVED FURTHER THAT Sri.R.Doraiswami shall not be subject to retirement of a Director by rotation during his tenure as a Non-Executive Chairman.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things necessary or expedient to give effect to this resolution."

On a show of hands, the Chairman declared the aforesaid Special Resolution was carried unanimously.

TERMINATION OF THE MEETING:

The Meeting terminated with a vote of thanks to the Chair.

Date : 26/07/2013

Sd/ CHAIRMAN OF THE MEETING

|| CERTIFIED TRUE COPY ||

For Sri Ramakrishna Mills (Coimbatore) Ltd.

S.A. Subramaniam

(S.A. SUBRAMANIAM)
Company Secretary