

## SRI RAMAKRISHNA MILLS (COIMBATORE) LTD

Proceedings of the 67<sup>th</sup> Annual General Meeting of the company held at the Registered Office of the Company on Thursday, the 29th day of September 2014 at 9.00 A.M.

1.	(a)	CIN	L17111TZ1946PLC000175	
	(b)	GLN	N.A.	
2.	(a)	Name of the Company	SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED	
	(b)	Registered Office Address	1493, Sathyamangalam Road, Ganapathy, Coimbatore 641 006	
	(c)	Email ID	srmc@vsnl.com	
3.		Details of the Meeting		
	(i)	Day Date Hour of the General Meeting	Monday 29.09.2014 09.00 AM	
	(ii)	Venue of the General Meeting	Registered Office at: 1493, Sathyamangalam Road Ganapathy, Coimbatore – 641 006	
	(iii)	Whether Chairman of the meeting appointed	Sri.D.Lakshminarayanawamy was elected as Chairman of the meeting.	
	(iv)	Number of members attended the meeting	Members present in Person	25
			Members present through Proxy	17
			Total	42
	(v)	Confirmation of quorum	As against the requirement of 15 Members, the actual number of members present were 42. Hence quorum was confirmed.	
	(vi)	Confirmation with respect to compliance of the Act and the Rules, Secretarial Standards made thereunder with respect to calling, convening and conducting the meeting	Confirmed that the Companies Act, 2013, Rules, Secretarial Standards made thereunder, with respect to calling, convening and conducting the meeting were complied with.	
	(vi)	Business Transacted at the meeting and result thereof	The following items of business were transacted through Postal Ballot, e-voting and through a poll conducted at the AGM.	

Business	Ordinary	
Subject	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March 2014	
Resolution	"RESOLVED that the audited Balance Sheet as at 31 <sup>st</sup> March 2014 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."	
Result	Votes cast in favour of the resolution	5108540
	Votes cast against the resolution	6
	Passed as an Ordinary Resolution	

Business	Ordinary	
Subject	Appointment of Auditors	
Resolution	<p>"RESOLVED THAT M/s.M.S.Jaganathan &amp; 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"</p> <p>"RESOLVED FURTHER THAT The Board of Directors be and are hereby authorized to fix their remuneration on the recommendation of the Audit Committee each year"</p>	
Result	Votes cast in favour of the resolution	5108545
	Votes cast against the resolution	1
	Passed as an Ordinary Resolution	

Business	Ordinary	
Subject	Appointment of Sri.N.Jothikumar, who retires by rotation and is eligible for re-appointment	
Resolution	<p>"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Companies Act 2013 and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchange, Sri.N.Jothikumar (DIN 00028025), a Director of the Company whose period of Office is liable to determination by retirement of Directors by rotation and in respect of whom the company has received a Notice in writing from a Member proposing his candidature for the office of the Director be and is hereby appointed as an "Independent Director" of the Company to hold Office for a term of five consecutive years upto 28.09.2019."</p>	
Result	Votes cast in favour of the resolution	5108545
	Votes cast against the resolution	1
	Passed as an Ordinary Resolution	

Business	Ordinary	
Subject	Appointment of Sri.R.Narayanamurthy, who retires by rotation and is eligible for re-appointment	
Resolution	<p>"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Companies Act 2013 and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchange, Sri.R.Narayanamurthy (DIN 00028158) a Director of the Company whose period of Office is liable to determination by retirement of Directors by rotation and in respect of whom the company has received a Notice in writing from a Member proposing his candidature for the office of the Director be and is hereby appointed as an "Independent Director" of the Company to hold Office for a term of five consecutive years upto 28.09.2019."</p>	
Result	Votes cast in favour of the resolution	5108545
	Votes cast against the resolution	1
	Passed as an Ordinary Resolution	

Business	Ordinary	
Subject	Appointment of Sri.R.Radhakrishnan, who retires by rotation and is eligible for re-appointment	
Resolution	"RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule-IV to the Companies Act 2013 and Clause 49 of the Listing Agreement entered into by the Company with Stock Exchange, Sri.R.Radhakrishnan (DIN 00028190) a Director of the Company whose period of Office is liable to determination by retirement of Directors by rotation and in respect of whom the company has received a Notice in writing from a Member proposing his candidature for the office of the Director be and is hereby appointed as an "Independent Director" of the Company to hold Office for a term of five consecutive years upto 28.09.2019."	
Result	Votes cast in favour of the resolution	5108546
	Votes cast against the resolution	0
	Passed as an Ordinary Resolution	

Business	Ordinary	
Subject	Appointment of Smt.L.Nagaswama, who retires by rotation and is eligible for re-appointment	
Resolution	"RESOLVED THAT pursuant to the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) and the regulations of SEBI, Smt.L.Nagaswama (holding DIN 00051610) in respect of whom the company has received a Notice in writing from a Member proposing her candidature for the Office of Director be and is hereby appointed as a Director of the Company whose period of Office is liable to determination by retirement of Directors by rotation."	
Result	Votes cast in favour of the resolution	5108546
	Votes cast against the resolution	0
	Passed as an Ordinary Resolution	

Business	Special	
Subject	Alteration of Articles of Association	
Resolution	"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013 read with companies (incorporation) Rules 2014 (including any Statutory modifications or re-enactment thereof for the time being in force) the draft regulations contained in the Articles of Association submitted to the meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association"  "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."	
Result	Votes cast in favour of the resolution	5108037
	Votes cast against the resolution	509
	Passed as an Special Resolution	

Business	Special
Subject	Re-appointment of Managing Director
Resolution	<p>"RESOLVED THAT pursuant to the provisions of Sections 196 &amp; 197 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company by a Special Resolution be and is hereby accorded for the reappointment of Sri.D.Lakshminaryanaswamy, the present Managing Director of the Company for a further tenure of 3 years commencing from 01.04.2014 and that an aggregate remuneration of not exceeding 5% of the net profits of the company as laid down in sub section (1) of section 197 of the Companies Act 2013 and the overall limit of 11% of net profits as laid down in subsection (1) of section 198 of the Companies Act 2013 and that taking into account other details and profile of the incumbent and circumstances including the working results of the company and the remuneration drawn earlier, the present package of remuneration offered by industries in general, an aggregate remuneration of not exceeding 5% of net profits of the company and such remuneration which may be by way of Salary, Variable Dearness Allowance, Accommodation, Commission, Medical reimbursement towards expenses incurred by the Managing Director, Club Fees, Personal Accident and Medical insurance premia, car with driver, phone and such other allowances as the Board may think fit, be paid to him.</p> <p>The Managing Director shall also be eligible for the following perquisites which shall not be included in the computation of ceiling on remuneration specified above :</p> <ul style="list-style-type: none"> <li>a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income tax Act 1961.</li> <li>b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</li> <li>c) encashment of leave at the end of the tenure." <p>"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the company has no profits or the profits are inadequate, the following salary and perquisites not exceeding the ceiling limits prescribed in Section II of Part II of Schedule V of Companies Act 2013 be paid to him as minimum remuneration:-  <b>Salary : Rs 2,50,000/- per month</b></p> <p>He shall also be eligible for the payment of the following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:</p> <ul style="list-style-type: none"> <li>a) contribution to provident fund, superannuation fund or annuity fund to the extent that these either singly or put together are not taxable under the Income Tax Act 1961.</li> <li>b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</li> </ul> </li></ul>

	c) encashment of leave at the end of the tenure".	
	"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Sri.N.Jothikumar, Director of the Company and Sri.S.A.Subramanian, Company Secretary be and are hereby severally authorized on behalf of the Board to file the various applications, forms and returns required to be filed under the provisions of the Companies Act, 2013 and do all such things, acts and deeds as are considered necessary, expedient and/or proper. "	
Result	Votes cast in favour of the resolution	5108302
	Votes cast against the resolution	244
	Passed as an Special Resolution	

(vii)	Particulars with respect to any adjournment, postponement of meeting, change in venue and	NIL
(viii)	Any other points relevant for inclusion in the report	NIL

**|| CERTIFIED TRUE COPY ||**

For Sri Ramakrishna Mills (Coimbatore) Ltd.,

*D. Lakshminarayanaswamy*  
**D. Lakshminarayanaswamy**  
 Managing Director