



Sri Ramakrishna Mills (Coimbatore) Ltd.,

Regd. Office : 1493, Sathyamangalam Road, P.B. No. 2007, Ganapathy, Coimbatore - 641 006, India.
Phone : 0422-2531022, 2531122, E-mail : srmc@vsnl.com

September 23, 2015

M/s.Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001.

K.Attn: Jeevan Noronha

Dear Sir,

Sub : Proceedings of the AGM held on 16.09.2015

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Please find attached herewith the Proceedings and the Voting Results of the Resolutions passed at the Annual General Meeting of the Company held on 16.09.2015 for your records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Sri Ramakrishna Mills (Coimbatore) Ltd.,

Encl : as above


Managing Director

I.V:BW:SRMC:AGM2015:BALLOT: BSE-RESULTS-COV LTR

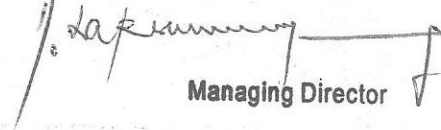


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| | | |
|--------|---|------------------|
| | Minimum Remuneration : Notwithstanding anything hereinabove stated, where in any financial year during the tenure of Smt.L.Nagaswarna, (DIN: 00051610) the company has no profits or the profits are inadequate, the above salary and perquisites not exceeding the ceiling limits prescribed in Section-II of Part-II of Schedule V of the Companies Act, 2013 be paid to her as minimum remuneration. Her period of Office shall be liable to determination by retirement of directors by rotation as hithertofore. RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration subject to the same not exceeding the limits specified under Section 197, read with Schedule-V of the Companies Act 2013 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and to take all such steps as may be required and desirable and comply with all the formalities as may be required so as to give effect to this resolution". | |
| Result | Votes cast in favour of the resolution | 3858316 (99.99%) |
| | Votes cast against the resolution | 0 |
| | Passed as a Special Resolution | |

For Sri Ramakrishna Mills (Coimbatore) Ltd.,


Managing Director



Sri Ramakrishna Mills (Coimbatore) Ltd.,

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Proceedings of the 68th Annual General Meeting of the company held at the Registered Office of the Company on Wednesday, the 16th day of September 2015 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 16.09.2015 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.Lakshminaraswamy was elected as Chairman of the meeting. | | |
| | (iv) | Number of members attended the meeting | Members present in Person | 22 | |
| | | | Members present through Proxy | 8 | |
| Total | | | 30 | | |
| (v) | Confirmation of quorum | As against the requirement of 15 Members, the actual number of members present being more than the minimum required, the 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 e-voting and through a poll conducted at the AGM. | | | |

| | | |
|------------------|---|------------------|
| Business | Ordinary | |
| ITEM NO.1 | | |
| Subject | Adoption of Financial Statements for the year ended 31 st March 2015 | |
| Resolution | "RESOLVED that the audited Balance Sheet as at 31 st March 2015 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 | 4795580 (99.99%) |
| | Votes cast against the resolution | 0 |
| | Passed as an Ordinary Resolution | |



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| | | |
|------------|--|------------------|
| Business | Ordinary | |
| Subject | Ratification of Appointment of Auditors | |
| Resolution | RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by Members at the 67 th Annual General Meeting held on 29 th September 2014, the appointment of M/s.M.S.Jagannathan & Visvanathan (Firm Registration No.001209S) as the Auditors of the Company to hold Office till the conclusion of the 69 th Annual General Meeting to be held during 2015-16 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending March 31, 2016 as may be determined by the Audit Committee. | |
| Result | Votes cast in favour of the resolution | 4795580 (99.99%) |
| | Votes cast against the resolution | 0 |
| | Passed as an Ordinary Resolution | |

| | |
|--------------------|---|
| Business-Item No.3 | Special |
| Subject | Re-appointment of Smt.L.Nagaswarna, who retires by rotation and is eligible for re-appointment and fixing her remuneration. |
| Resolution | <p>"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company Smt.L.Nagaswarna (DIN: 00051610) who was appointed on the recommendation of Nomination & Remuneration Committee of the Company as an Additional Director and subsequently as Woman Director of the Company</p> <p>from 14.08.2014 whose period of Office is liable to determination by retirement of Directors by rotation, be and is hereby reappointed as Whole Time Director of the Company, subject to the approval of members for a period of three years from 14.08.2014.</p> <p>"RESOLVED FURTHER that, pursuant to the provisions of Sections 196, 197 Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) based on the recommendation of Nomination & Remuneration Committee of the Company, Smt.L.Nagaswarna (DIN: 00051610) be and is hereby paid the following remuneration :</p> <p>Salary per month : Rs.1,41,000 - 15000 - 186000</p> <p>She shall be eligible for payment of the following perquisites and benefits Variable Dearness Allowance (VDA) along with other perquisites, benefits and incentives as applicable to the other members of Staff.</p> |



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ANNOUNCEMENT OF VOTING RESULTS ON THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING HELD ON 16TH SEPTEMBER 2015

| S.No. | Subject matter (as set out in the Notice dt.28.05.2015 for the 68 th AGM) | Type of Resolution | Mode | Favour | | Against | | Invalid votes |
|-------|---|--------------------|--------------|---------|-------|---------|---|---------------|
| | | | | Votes | % | Votes | % | |
| 1. | To adopt Financial Statements of the Company including the Reports of the Board of Directors and the Auditors for the year ended 31.03.2015 | Ordinary | E-voting AGM | 0 | 0 | 0 | 0 | 0 |
| | | | | 4795580 | 99.99 | 0 | 0 | 75 |
| | | | Total | 4795580 | 99.99 | 0 | 0 | 75 |
| 2. | To appoint M/s.M.S.Jagannathan & Visvanathan as Statutory Auditors and fixing their remuneration | Ordinary | E-voting AGM | 0 | 0 | 0 | 0 | 0 |
| | | | | 4795580 | 99.99 | 0 | 0 | 75 |
| | | | Total | 4795580 | 99.99 | 0 | 0 | 75 |
| 3. | To consider reappointment of Smt.L.Nagaswarna (DIN:00051610) as a Wholtime Director and fix her remuneration | Special | E-voting AGM | 0 | 0 | 0 | 0 | 0 |
| | | | | 3858316 | 99.99 | 0 | 0 | 75 |
| | | | Total | 3858316 | 99.99 | 0 | 0 | 75 |

The shareholders of the company have, therefore, approved the above Special Resolutions with the requisite majority on 16th September 2015 being the date for the declaration of the results.

The above results were posted on the Company's website.

By Order of the Board,
for SRI RAMAKRISHNA MILLS (COIMBATORE) LTD,


D. LAKSHMINARAYANASWAMY
MANAGING DIRECTOR

Place : Coimbatore
Date : 18.09.2015



To :

The Chairman
68th Annual General Meeting of the Equity Shareholders of
Sri Ramakrishna Mills (Coimbatore) Ltd
held on Wednesday, the 16th September 2015 at 9.00 a.m.
at 1493, Sathyamangalam Road, Ganapathy, Coimbatore-641006

Dear Sir,

I, Sasirekha Vengatesh, Practising Chartered Accountant (M.No.200464) appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process in respect of the resolutions set out in the Notice dt.28.05.2015 to the Shareholders of the Company submit the following :-

1. After the time fixed for closing of the poll by the Chairman in order to ascertain the votes polled through e-voting process, which has been arranged through CDSL, necessary details were downloaded and it was found as follows :

| S.No. | Resolutions | Type of Resolution | Total Valid Votes | Votes In favour | Votes Against | % Favour | % against |
|-------|--|--------------------|-------------------|-----------------|---------------|----------|-----------|
| 1. | To adopt Financial Statements, of the Company including the Reports of the Board of Directors and the Auditors | Ordinary | 0 | 0 | 0 | 0 | 0 |
| 2. | To appoint M/s.M.S.Jaganathan & Visvanathan as Statutory Auditors and fixing their remuneration | Ordinary | 0 | 0 | 0 | 0 | 0 |
| 3. | To reappoint Smt.L.Nagaswama as a Wholetime Director and fix her remuneration | Special | 0 | 0 | 0 | 0 | 0 |



SASIREKHA VENGATESH

For Sri Ramakrishna Mills (Coimbatore) Ltd.,


Managing Director



(Pursuant to rule 109 of the Companies Act , 2013 and rule 21 (2) of the Companies
Act (Management and Administration)Rules ,2014

To
The Chairman
68th Annual General meeting of the Equity Shareholders of Sri Ramakrishna Mills(Coimbatore) Ltd
Held on 16th September 2015 at 1493,Sathyamangalam Road,Ganapathy,Coimbatore-641006

Dear sir

I, Sasirekha Vengatesh, practising Chartered Accountant M.No 200464 , appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 68th Annual General Meeting of the Equity Shareholders of Sri Ramakrishna Mills(Coimbatore) Ltd. held on 16th September , 2015 at 1493,Sathyamangalam Road,Ganapathy,Coimbatore-641006 Submit our report as under.

- 1 After the time fixed for closing of the poll by the Chairman , a ballot box kept for polling were locked in my presence.with due identification marks placed by me
- 2 The locked ballot box was subsequently opened in my presence and in the presence of two were witnesses,and poll papers diligently scrutinised.The poll papers were reconciled with the records maintained by the company/Register and Transfer Agents of the Company and the authorisations/proxies lodged with the company
- 3 The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept seperately. The same were not considered in calculaton.
- 4 The result of the Poll is as under :


SASIREKHA VENGATESH, B.Com.,FCA.,DISA.
CHARTERED ACCOUNTANT
No. 30-3, Senguptha Street
Ramnagar
Coimbatore - 641 009
M.No. 200464



Item To adoption of Financial Statements of the Company including the Report of The
No:1 : Board Of Directors and the Auditors.

(i) Voted in favour of the resolution

| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 30 | 4795580 | 99.99% |

(ii) Voted against the resolution:

| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid Votes :

| Number of members present and voting(in person or by proxy)Whose votes were declared Invalid | Number of votes cast by them |
|--|------------------------------|
| 2 | 75 |

(b) Resolution 2:

Item No:2: To appoint Ms.Jagannathan & Visvanathan as Statutory Auditors.

(i) Voted in favour of the resolution


| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 30 | 4795580 | 99.99% |

(ii) Voted against the resolution:

| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid Votes :

| Number of members present and voting(in person or by proxy)Whose votes were declared Invalid | Number of votes cast by them |
|--|------------------------------|
| 2 | 75 |


SASIREKHA VENGATESH, B.Com., F.C.A., DISA.
CHARTERED ACCOUNTANT
No. 30-3, Senguptha Street
Ramnagar

Coimbatore - 641 009

M.No. 200464



(c) Resolution:3

Item

No:3 To Re-appointment of Smt.L.Nagaswarna as Whole time Director and fix her Remuneration

(i) Voted in favour of the resolution

| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 29 | 3858316 | 99.99% |

(ii) Voted against the resolution:

| Number of members present and voting(in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(iii) Invalid Votes :

| Number of members present and voting(in person or by proxy)Whose votes were declared Invalid | Number of votes cast by them |
|--|------------------------------|
| 2 | 75 |

5 A compact Disc containing list of equity shareholders who voted "FOR", "AGAINST"and those votes were declared invalid for each resolution is enclosed.

6 The poll papers and al lother relevant records were sealed and handed over to the Company secretary authorized by the Board for Safekeeping.

Thanking You

Yours Faithfully
SASIREKHA VENGATESH, B.Com.,FCA.,DISA.
CHARTERED ACCOUNTANT
No. 30-3, Senguptha Street
Ramnagar
Coimbatore - 641 009
M.No. 200464

Place : Coimbatore

Date : 16 th September, 2015

For Sri Ramakrishna Mills (Coimbatore) Ltd.,

Managing Director