



CTL/SE/02/2012-13

22nd February, 2013

The Manager,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Department of Corporate Services - CRD
BSE Limited,
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai - 400 001

Scrip code: CHESLINTEX

Scrip Code: 521056

Dear Sir,

Sub: proceeding of the Annual General Meeting

As per Clause 31 of Listing Agreement, we are sending herewith a copy of the proceedings of the Annual General Meeting of the Company held on 21.01.2013 for your kind reference and records.

Thanking you,

Yours faithfully,
For CHESLIND TEXTILES LIMITED

Pratibha Sanghi
Pratibha Sanghi
Company Secretary

Encl: As above

Cheslind Textiles Limited
(A Subsidiary of RSWM Ltd.)

Bangalore Office :
10.147, 12th Main, 3rd Block,
Joramangala, Bangalore - 560 034, India
Tel. : +91-80-25538622, Fax : +91-80-25538559
E-mail : cheslind@vsnl.com
Website : www.cheslind.co.in

Regd. Office & Factory :
B. Muduganapalli, Bagalur - 635 103
Hosur Taluk, Krishnagiri Distt., Tamil Nadu, India
Tel. : +91-4344-254184, 254187
Fax : +91-4344-254276
E-mail : cheslind@cheslind.com

Corporate Office : (LNJ Bhilwara Group)
Bhilwara Towers, A-12, Sector-1
Noida - 201 301 (NCR-Delhi), India
Tel. : +91-120-4380300, 2541810 (EPABX)
Fax : +91-120-2531648, 2531745
Website : www.rswm.in

MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, 21ST JANUARY 2013 AT 3.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT B. MUDUGANAPALLI, BAGALUR, HOSUR TALUK, KRISHNAGIRI DISTRICT, TAMILNADU

PRESENT:

MR. PRAKASH MAHESHWARI	DIRECTOR
MR. S C PARASRAMPURIA	DIRECTOR & CHAIRMAN-AUDIT COMMITTEE
MR. T. K. ARUN	DIRECTOR (TIDCO NOMINEE)
MR. VINOD MEHTA	PRESIDENT (MANAGER UNDER COMPANIES ACT 1956)
MR. P. V. S. MURTHY	GENERAL MANAGER (FINANCE)
MS. PRATIBHA SANGHI	COMPANY SECRETARY

Mr. M G Vinaya Simha of M/s. K. P. Rao & Co., Chartered Accountants and Mr. V K Muralidhar of M/s B. Bhaskara Rao & Co., Chartered Accountants Statutory Auditors of the Company were present at the meeting by invitation.

19 shareholders (including proxies) attended the meeting

Mr. T K Arun proposed to elect Mr. Prakash Maheshwari as Chairman of the meeting in the absence of Mr. Ravi Jhunjunwala, Chairman. Shareholders voted Mr. Prakash Maheshwari as Chairman of the meeting, pursuant to Article 63 of Articles of Association of the Company.

After ensuring that the requisite quorum was present Chairman called the meeting to order.

Mr. Prakash Maheshwari then introduced the Directors and Statutory Auditors present to the shareholders. Thereafter he read out the Chairman's speech circulated amongst the shareholders.

Notice of Annual General Meeting, Accounts for the year 2011 – 12 and the Directors Report were taken as read with the permission of the shareholders and the Chairman called upon Mr. P. V. S. Murthy, GM (Finance) to read out the Auditors Report. Mr. P. V. S. Murthy read out the Auditors Report.

Thereafter the Chairman invited queries from the shareholders present regarding the Annual Accounts of the company for the period ended 30th September 2012 (18 months).

1) Adoption of Balance Sheet as at 30th September 2012 and the Statement of Profit and Loss for the period (18 months) ended on that date together with the reports of Directors and the Auditors thereon:

The Chairman requested the shareholders to approve and adopt the Balance Sheet as at 30th September 2012, the Statement of Profit and Loss for the period (18 months) ended on that date and Cash Flow Statement together with the Reports of Directors and the Auditors thereon.

Proposed by Mr. M Rajaram and seconded by Mrs. R Rupakala, the following ordinary resolution was passed by show of hands.

"RESOLVED THAT the Audited Balance Sheet as at 30th September 2012, the Statement of Profit and Loss for the period (18 months) ended on that date and Cash Flow Statement together with the Reports of Directors and the Auditors thereon be and are hereby adopted"

2) Re-appointment of Mr. Prakash Maheshwari

Proposed by Mr. L S Kumar and seconded by Mr. M T Nagasankaraiah, the following ordinary resolution was passed by show of hands.

"RESOLVED THAT Mr. Prakash Maheshwari be and is hereby re-appointed as Director of the Company"

3) Re-appointment of Mr. S C Parasrampuriah

Proposed by Mrs. R Rupakala and seconded by Mr. S Siva Kumar, the following ordinary resolution was passed by show of hands.

"RESOLVED THAT Mr. S C Parasrampuriah be and is hereby re-appointed as Director of the Company"

4) Re-appointment of M/s. K.P. Rao & Co. and M/s. M. Bhaskara Rao & Co as Statutory Auditors

Proposed by Mr. Ashok Kumar Ranka and seconded by Mr. V Karuppan, the following ordinary resolution was passed by show of hands.

"RESOLVED THAT M/s. K.P. Rao & Co. firm registration No. 003135S and M/s. Bhaskara Rao & Co firm registration No. 000459S, Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the company to hold office till the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company."

The Chairman thanked the shareholders for having attended the 23rd Annual General Meeting and declared the meeting as closed at 4.00 p.m.

Place : Bangalore
Date : 18th Feb 2013

Sd/-
PRAKASH MAHESHWARI
CHAIRMAN