



Shri Lakshmi Cotsyn Limited

(An ISO 9001:2008 Accredited Company)

Regd. office : 19/X-1, Krishnapuram, G.T. Road, Kanpur-208 007 U.P. India

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NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Shareholders of Shri Lakshmi Cotsyn Limited will be held on Wednesday, the 31st day of October, 2012 at 11.30 a.m. at the Registered Office of the Company at 19/X-1, Krishnapuram, G.T. Road, Kanpur -208 007, at short notice with the consent of members to transact the following Special Business:-

1. Increase in the Authorised Share Capital

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby increased from Rs. 50,00,00,000/- (Rupees Fifty Crores Only) to Rs. 1100,00,00,000 (Rupees Eleven Hundred Crores Only) comprising of 10,00,00,000 (Ten Crore) no.s of equity shares of Rs. 10 each/- amounting to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) and 10,00,00,000 (Ten Crore) no.s of Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each amounting to Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only

RESOLVED FURTHER THAT Dr. M. P. Agarwal, Chairman & Managing Director and Rakesh Kumar Srivastava, Company Secretary cum Finance Controller of the Company be and are hereby severally authorized to do all the necessary formalities in this regard."

2. Amendment to the Memorandum of Association

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted by the following:

V. The Authorized Share Capital of the Company is Rs.11,00,00,00,000 (Eleven Hundred Crores Only) comprising of 5,00,00,000 (Five Crore) no.s of equity shares of Rs. 10 each/- amounting to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) and 10,00,00,000 (Ten Crore) no.s of Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each, amounting to Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only with power to increase or reduce it, modify, classify, re-classify and sub-divide the share capital of the company".

3. Raising of Long Term Funds by way of Redeemable Preference shares

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012, as in force and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, and enabling provisions of the Memorandum and Articles of Association of the Company; Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("DIPP"), the Foreign Investment Promotion Board ("FIPB"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "Appropriate Authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "Requisite Approvals"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot 10,00,00,000 (Ten Crore) number of Redeemable Preference shares of Rs. 100 (Rupees Hundred) each in tranches for a term of 10 years, in the course of domestic/international offerings to Domestic/Foreign Investors/ Institutional Investors/Foreign Institutional Investors, Companies or Bodies Corporate whether incorporated in India or abroad.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint and enter into and execute all such agreements and arrangements with any Lead Manager(s), Co - Lead Manager(s), Manager(s), Advisor(s), Underwriter(s),

Legal Advisors, Bankers to the Issue as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian Stock Exchanges, in India or abroad.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or the Managing Director and / or any other Director(s) and / or Officer(s) of the Company to give effect to the aforesaid resolution".

4. Raising of Funds through issue of securities

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012, as in force and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("**DIPP**"), the Foreign Investment Promotion Board ("**FIPB**"), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as "**Appropriate Authorities**"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "**Requisite Approvals**"), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorized at its absolute discretion to create, offer, issue and allot Equity shares in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/ Institutional Investors/Foreign Institutional Investors, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through Public Issue, Rights Issue, Private Equity (PE), Private Placement (PP), Foreign Currency Convertible Bond (FCCB), Convertible Warrants, Convertible debentures, fully or partly and/or any other securities, convertible into or exchangeable with equity shares ("**Securities**"), Issue of equity shares to Qualified Institutional Buyers ("**QIBs**") as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012, or a combination of the foregoing (hereinafter collectively referred to as "**Securities**"), etc. secured or unsecured, listed on any stock exchange inside India, through an offer document and/or prospectus and/or offer letter and/or offering circular and / or placement document, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding Rs. 500 crores inclusive of such premium or as the Board may decide, from time to time in one or more tranches.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint and enter into and execute all such agreements and arrangements with any Lead Manager(s), Co – Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Legal Advisors, Bankers to the Issue as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian Stock Exchanges, in India and abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities the price, premium or discount on issue, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters, as the Board in its absolute discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of equity shares or securities or instruments representing the same, as described above, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the entering into arrangements for managing, marketing, listing, trading and to issue any offer document(s) and sign all applications, filings, deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts, that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or the Managing Director and / or any other Director(s) and / or Officer(s) of the Company to give effect to the aforesaid resolution".

5. Raising of additional Funds by way of Share Warrants

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) (hereinafter referred to as "the Act") and subject to the enabling provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the applicable guidelines/ regulations issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI") or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, which may be agreed to by the Board or any Committee thereof (hereinafter referred to as the "Board"), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to offer upto 45,61,943 Warrants with an option to subscribe up to 45,61,943 (Forty-Five Lakhs, Sixty-One Thousands and Nine Hundred Forty Three) Equity Shares of Rs.10/- each of the Company to the strategic investor viz., M/s Ecosmos International Ltd.

Whether or not such person, is member of the Company, in such manner and upon such conditions as are hereinafter contained:

- i) The options to the non-promoter, as aforesaid, may be offered by way of Warrant(s) or such other instrument(s) which would be convertible into or exchangeable with Equity Shares of Rs.10/- each of the Company at a price determined in accordance with the regulations issued by SEBI or Rs. 150/- per equity share, whichever is higher. The investor has already paid full consideration of Rs. 150 per share warrant.
- ii) The relevant date for the purpose of pricing of issue of the warrants in accordance with Chapter VII of SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012, be fixed as 01st October 2012 being the 30th day prior to 31st October 2012 (i.e., the 30th day prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956, to consider the proposed issue.
- iii) The holders of each such Warrant /Instrument shall be entitled to apply for and obtain at their sole discretion one Equity Share of Rs.10/- each at a price of Rs. 150/- (Rupees One hundred and fifty only) per share (including premium of Rs.140/-) on the date or date(s) within 18 (eighteen) months from the date of allotment of Warrant(s) / Instrument(s) as may be decided by the board. If such option is not exercised in the manner prescribed within the aforesaid period, the Warrant(s)/Instrument(s) shall lapse to the extent of the shares not so taken and the amount paid on the allotment of such Warrant (s)/Instrument(s) shall be forfeited.
- iv) The option attached to the Warrant (s)/Instrument(s) shall not be transferred or otherwise disposed off to any other person / third party.
- v) The new equity shares arising out of or exchanged with the Warrant (s)/ Instrument (s) shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect with the existing issued and subscribed equity shares of the Company.

RESOLVED FURTHER THAT:

- a) the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the warrants and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.
- b) the Board be and is hereby authorized to accept any amendments, modifications, variations and alterations as the GOI/RBI/SEBI or any other regulatory authority may stipulate in that behalf.
- c) the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of directors of the Company to give effect to the aforesaid resolution.
- d) For the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the warrants and the utilization of the issue proceeds of the warrants, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

Place: Kanpur
Date: 22.10.2012

By Order of the Board
For Shri Lakshmi Cotsyn Limited
sd/-
Rakesh Kumar Srivastava
Co. Secy. cum Finance Controller

Notes:

1. The relative Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business set out in this Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
The instrument appointing proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956:

Item Nos. 1 & 2:

The present Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten) each. In view of requirement of more funds for long term to meet the expansion project cost, the existing Authorized Share Capital of the Company is proposed to be increased to Rs. 11,00,00,00,000 (Rupees Eleven Hundred Crores Only) by creation of further 5,00,00,000 (Five Crore) no.s of equity shares of Rs. 10 each/- amounting to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) and 10,00,00,000 (Ten Crore) no.s of Redeemable Preference Shares of Rs. 100 (Rupees Hundred) each amounting to Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) as mentioned in resolution placed at Item No.1 of the Notice. .

Consequent upon the increase in the Authorized Capital of the Company, its Memorandum of Association will require alteration so as to reflect the increase in Share Capital. As a result of the above, relevant Capital Clause V of the Memorandum of Association of the Company is required to be altered which is sought to be effected by passing of resolutions at Item No. 2 of the Notice.

A Copy of the Memorandum of Association of the Company along with the proposed changes and other documents referred in the accompanying Notice are open for inspection of the Members at the Registered Office of the Company during the business hours on all working days up to the date of the Meeting.

Board of Directors accordingly recommends the resolution set out at Item no. 1 & 2 of the accompanying Notice for the approval of Members.

The Members are requested to pass the above resolution as an Ordinary Resolution .

Item No 3 & 4:

The Company wants to raise funds by way of Redeemable Preference Shares amounting to Rs. 1000 crores and also to raise equity to the tune of Rs. 500 Crores through Public Issue, Rights Issue, Private Equity (PE), Private Placement (PP), etc., to meet out its ongoing expansion projects cost as well as future expansions plans in India and Overseas. In order to enhance its competitiveness through easy access to capital at optimal cost, the company may need to issue securities in domestic and / or international markets as contemplated in the resolution set out in Item No. 3 & 4.

It is proposed to confer authority on the Board to cover all corporate requirements and contingencies to issue securities of appropriate nature at opportune time, as mentioned above including the size, structure, price and timing of the issue(s). The Board will fix the detailed terms of the final size of offering, exact timing, and other related aspects after careful analysis and discussions with lead managers, arrangers at prevailing market conditions and in line with the extant guidelines/notifications/circulars issued by the SEBI, the RBI and any other statutory and/ or regulatory, authorities, either in India or overseas, in this regard including those pertaining to end-uses.

The special resolution seeks to empower the Board to issue Securities in one or more tranches at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may at its absolute discretion deem fit.

The pricing of Redeemable Preference shares is Rs. 100/- per share while the pricing of the equity issue will be as per SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012. As the pricing of the equity offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of equity shares to be issued. For reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the equity issue. The Securities issued pursuant to the equity offering(s) would be listed on the stock exchanges in India or outside India .

The listing agreement with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited provides, inter alia, that a listed company in the first instance should offer all the shares, debentures, securities (convertible or non-convertible) to be further issued for subscription pro rata to the equity shareholders unless the shareholders decide otherwise in a general meeting.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities otherwise than on pro rata basis to the existing shareholders.

The Board of Directors believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution set out at Item No. 3 & 4 of the accompanying Notice for the approval of the Members.

None of the Director of the Company is in any way concerned or interested in the passing of the Resolution except to the extent of share which may be issued to him or to his associates etc.

Item No 5:

The Company has raised equity by way of issue of warrants on preferential basis to the tune of Rs. 68.43 crores approximately towards meeting out the part capex of the Company.

The shares to be allotted on conversion of warrants shall be subject to the provisions of the Memorandum and Articles of Association of the company and the terms of the issue. The equity shares allotted after conversion shall rank pari-passu in all respect and carry the same right including the dividend as of existing equity shares.

The Board in its meeting held on 22nd October 2012, subject to approval by the Company in its General Meeting and the requisite statutory approvals and subject to negotiation and execution of appropriate legal documentation and fulfillment of the condition mentioned therein, has proposed to offer 45,61,943 Warrants to M/s Ecosmos International Ltd., with an option to subscribe upto 45,61,943 Equity Shares of Rs.10/- each of the Company at a premium of Rs. 140/- per share against the said warrants as set out in the resolution, aggregating to Rs. 68.43 Crores, approximately..

The present warrants issue proceeds will be utilized towards meeting out the part capex of the Company as mentioned above.

The shares to be allotted on conversion of warrants shall be subject to the provisions of the Memorandum and Articles of Association of the company and the terms of the issue. The equity shares allotted after conversion shall rank pari-passu in all respect and carry the same right including the dividend as of existing equity shares.

Information as required under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012, for Preferential Issues:

1. Object of the Issue :

The object of the issue is to mobilize funds for meeting out the part capex of the company as stated in the explanatory statement.

2. Intention of Non-promoters to Subscribe to the Offer:

M/s Ecosmos International Ltd. intends to invest in the equity shares of the company by subscribing 45,61,943 Warrants convertible into / exchanged with equal number of Equity Shares of Rs.10/- each of the Company at a premium of Rs. 140/- per share within such date/dates as may be fixed by the Board of Directors within 18 months from the allotment of the warrants.

The proposed allotment of Equity Share on conversion of Warrants to the allottees mentioned in the resolution shall be subject to such lock-in period as may be prescribed by Chapter VII of SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012 relating to the Preferential Issues.

3. Shareholding Pattern:

Class of Shareholders	Pre-Issue holding		Post-Issue Holding	
	Number of shares	Percentage	Number of shares	Percentage
Category of Shareholder				
Shareholding of Promoter and Promoter Group				
Indian				
Individuals/ Hindu Undivided Family	2088700	7.34	2088700	6.32
Bodies Corporate	11369131	39.93	11369131	34.42
Sub Total(A)(1)	13457831	47.27	13457831	40.74

Public Shareholding				
Institutions				
Mutual Funds/ UTI	00	0.00	00	0.00
Central Government/ State Government(s)	10	0.00	10	0.00
Foreign Institutional Investors	3875099	13.62	3875099	11.74
Financial Institutions/Banks	150000	0.53	150000	0.45
Sub-Total (B)(1)	4025109	14.14	4025109	12.19
Non-institutions				
Bodies Corporate	7182642	23.70	11744585	35.55
Individuals				
Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	835002	4.11	835002	2.53
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2648632	8.83	2648632	8.02
Non Resident Indians (NRI's)	150935	0.52	150935	0.46
Clearing Members	20237	0.05	20237	0.06
HUF	149667	0.48	149667	0.45
Trust	500	0.00	500	00
Sub-Total (B)(2)	10987705	37.68	15549648	47.07
Total Public Shareholding(B)= (B)(1)+(B)(2)	15012814	51.82	19574757	59.26
TOTAL (A)+(B)	28470645	100.00	33032588	100.00

The above share holding pattern may change from time to time depending upon the transfer of shares by the existing shareholders and fresh issue of capital as may be made by the company.

4. Proposed time within which the allotment shall be completed:

The allotment of warrants on preferential basis shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment by any Regulatory Authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.

5. The identity of the proposed allottees and the percentage of post preferential issued capital that may be held by them:

Sr. No	Name of Allottees	Pre-Allotment holding		Post-allotment holding	
		No. of shares	%	No. of shares	%
1	M/s Ecosmos International Ltd.	Nil	Nil	45,61,943	13.81

It is assumed that the rights attached to the share warrants will be fully exercised.

The Auditor's Certificate to the effect that the present preferential allotment of Equity shares/ Warrants is being made in accordance with the Guidelines for Preferential Issues under the Chapter VII of SEBI (Issue of Capital and Disclosure Requirements (Amendment) Regulations, 2012 shall be placed at the Meeting.

The proposed Special resolution is intended to obtain the Members' approval for the issue. The Board recommends the above Special Resolution for your approval. None of the Directors of the Company may be deemed to be concerned or interested in the Resolution.

Place : Kanpur
Date : 22.10.2012

For Shri Lakshmi Cotsyn Limited
sd/-
(Rakesh Kumar Srivastava)
Company Secretary cum Finance Controller