

MINUTES OF THE MEETING OF
SHARE HOLDERS

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF SHRI LAKSHMI COTSYN LIMITED HELD ON WEDNESDAY, THE 5TH DAY OF FEBRUARY, 2014 AT 11.30 A.M. AT REGISTERED OFFICE OF THE COMPANY AT 19/X-1, KRISHNAPURAM, G.T. ROAD, KANPUR-208007

PRESENT:

Dr. M. P. Agarwal	Chairman cum Managing Director
Shri Pawan Kumar Agarwal	Jt. Managing Director
Shri Devesh Narain Gupta	Deputy Managing Director
Smt. Sharda Agarwal	Director
Shri Rakesh Kumar Srivastava	Company Secretary cum Finance Controller

32 Members were present in person.

CHAIRMAN:

Dr. M.P. Agarwal was elected to the chair unanimously. The requisite quorum having been found present, the Chairman called the meeting to order.

NOTICE :

The Company Secretary while reading out the notice convening the meeting informed about the receipt of the consent for shorter notice from the shareholders as per the requirement of the provisions of Companies Act, 1956..

CHAIRMAN'S SPEECH:

Chairman addressed the Shareholders and informed about the necessity of calling the Extra Ordinary General Meeting.

Thereafter the Chairman took up the Agenda Item.

ITEM NO. 1 - CONSIDERATION FOR ALLOTMENT OF 68,42,914 SHARE WARRANTS TO M/S ECOSMOS INTERNATIONAL LTD.

The Chairman informed the members that the Company was required to raise the equity by way of issue of share warrants on preferential basis in order to meet out the part capex of the Company and for that purpose, the Company had received Rs. 68.43crores i.e., the full consideration of the warrants from M/s Ecosmos International Ltd., a foreign investor but could not allot the warrants in the absence of its permanent account number (PAN) as per the pre-condition mentioned in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for obtaining in-principal approval from stock exchanges for allotment of share warrants. Since the said investor has now obtained its PAN and requested to allot the warrants @ Rs. 100 per share warrant, hence it is approved to offer 68,42,914 numbers of share Warrants to M/s Ecosmos International Ltd., with an option to subscribe 68,42,914 numbers of Equity Shares of Rs.10/- each at a premium of Rs. 90/- per share against the said warrants. The Shareholders have unanimously consented for the same by passing the following resolution:

PROPOSED BY:- SHRI NEELESH GUPTA

SECONDED BY:- SHRI S.P. AGARWAL

*RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and of the Companies Act, 2013, (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"), 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 68,42,914 share warrants with an option to subscribe up to 68,42,914 (Sixty Eight Lacs, Forty-Two Thousands, Nine Hundred and Fourteen) Equity Shares of Rs.10/- each of the Company to the strategic investor M/s Ecosmos International Ltd.

Whether or not such person (s) as above mentioned is Member of the Company, in such manner and upon such conditions as are hereinafter contained:

1. The options to the above mentioned 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 to be determined in accordance with the regulations issued by SEBI or Rs. 100/- per Equity share, whichever is higher. The investor has already paid full consideration of Rs. 100 per share warrant.
2. 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, falls on 6th January 2014 being the 30th day prior to 5th February 2014 (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).
3. The holder of such Warrant /Instrument shall be entitled to apply for and obtain at its sole discretion one Equity Share of Rs.10/- each at a price of Rs. 100/- (Rupees One hundred only) per share (including premium of Rs. 90/-) 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.
4. The option attached to the Warrant (s)/Instrument(s) shall not be transferred or otherwise disposed off to any other person / third party.
5. 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



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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."

The resolution was then put to vote and was carried unanimously.

ITEM NO. 2 - CONSIDERATION FOR ALLOTMENT OF 87,90,000 SHARE WARRANTS TO PROMOTERS GROUP, BUSINESS ASSOCIATES, NON PROMOTERS/ STRATEGIC INVESTORS IN TERMS OF CDR PACKAGE.

Chairman informed the members that in compliance of the CDR approval; promoters and their associates have brought Rs 93.90 crores towards their contribution with the condition of allotment of share warrants against their investment.

He further informed that as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the share warrants can be allotted to those investors who have not sold/transferred their shares during the past six months. However on scrutiny of shareholding pattern, it was found that M/s Mac Glasses (P) Ltd. (Promoter Group Company) and M/s Nav Nirman Mercantiles Ltd. (Business Associate) have disposed of their partial shares during past six months. Accordingly the Board of Directors at their meeting held on 11 January 2014 have approved to allot 87,90,000 share warrants to all the investors except Mac Glasses (P) Ltd. and Nav Nirman Mercantiles Ltd. whose investment was Rs. 6 crores in aggregate.

The shareholders unanimously considered and approved the matter in view of SEBI (ICDR) Regulations, 2009 by passing the following resolution:

PROPOSED BY: - SHRI JAYANT GUPTA
SECONDED BY: - SHRI SURESH MISHRA

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and of the Companies Act, 2013, (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 87,90,000 share warrants with an option to subscribe up to 87,90,000 (Eighty-Seven Lacs and Ninety Thousands) Equity Shares of Rs.10/- each of the Company to the promoters group, business associates, non-promoters group/ strategic investors :

LIST OF PROPOSED ALLOTTEES :



Sr. No	Name of the Allottees (Promoters/ Business Associates/ Non-Promoters/ Strategic Investors):	No. of Warrants
1	Sarvamangla Industrial Enterprises Pvt. Ltd.	7,00,000
2	Scorpio Bio Technology Pvt. Ltd.	5,00,000
3	Gautam Budh Impex Pvt. Ltd.	4,00,000
4	Lalitamba Textiles Pvt. Ltd.	2,50,000
5	Lalitamba Garments Manufacturers Pvt. Ltd.	2,50,000
6	Asian Pacific Continental Pvt. Ltd.	6,00,000
7	Jayant Textiles Pvt. Ltd.	7,50,000
8	Nutech Steels Ltd.	2,00,000
9	Nav Chetna Mercantiles Ltd.	6,00,000
10	Cerastium Propmart Pvt. Ltd.	2,50,000
11	HRV International Pvt. Ltd.	2,50,000
12	Synergy Infotrades Pvt. Ltd.	2,00,000
13	Devbhumi Tradecom Pvt. Ltd.	2,50,000
14	Shri Ganpati Multi-Fab Pvt. Ltd.	6,25,000
15	Ampee Laboratories India Ltd.	2,00,000
16	Manjusha Glass Works Pvt. Ltd.	2,00,000
17	KDK Food Grains Pvt. Ltd.	4,00,000
18	Mr. Vijay Kumar Chauhan Proprietor of M/s Poonam Textiles	3,00,000
19	Mr. Manoj Giri Proprietor of M/s Shri Ganga Enterprises	3,25,000
20	Mr. Sanjay Agarwal Proprietor of M/s Milan Textiles	7,40,000
21	Mr. Alok Agarwal Proprietor of M/s Jai Bharat Textiles	2,00,000
22	Mr. Mukesh Singhal Proprietor of M/s Mukesh Textiles	3,00,000
23	Mr. Vikas Singhal Proprietor of M/s Maa Bhimeshwari Trading Co.	3,00,000
	TOTAL	87,90,000

Whether or not such person (s) in the above mentioned list of promoters and non-promoters, is Member of the Company, in such manner and upon such conditions as are hereinafter contained:

1. The options to the promoters and non-promoters, 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 to be determined in accordance with the regulations issued by SEBI or Rs. 100/- per Equity share, whichever is higher. The investor has already paid full consideration of Rs. 100 per share warrant.
2. 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, falls on 6th January 2014 being the 30th day prior to 5th February 2014 (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).
3. 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. 100/- (Rupees One hundred only) per share (including premium of Rs.90/-) 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.


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4. The option attached to the Warrant (s)/Instrument(s) shall not be transferred or otherwise disposed off to any other person / third party.
5. 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."

The resolution was then put to vote and was carried unanimously.

VOTE OF THANKS:

There being no other business to transact, the meeting ended with a vote of thanks to the chair.

Place : Kanpur
Date : 10.02.2014


CHAIRMAN

