



Ambika Cotton Mills Limited

30/09/2016

Ref.No.ACM/853/2016-17

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir,

REF: NSE - AMBIKCO , BSE - Scrip Code: 531978

Sub: Filing of Proceedings of 28th AGM

Please find enclosed herein the Proceedings of 28th AGM held on 23.09.2016 for your records.

We request you to take this on Record

Thanking you,

For Ambika Cotton Mills Limited

R. Anguswamy
Compliance officer

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269



Ambika Cotton Mills Limited

PROCEEDINGS OF THE TWENTY EIGHTH AGM OF THE COMPANY HELD ON 23RD SEPTEMBER 2016 AT THE RESIDENCY, COIMBATORE.

Directors Present

Sri. P.V. Chandran
Sri.K.N.Sreedharan
Dr.K.Venkatachalam
Sri. R.Soundararaja Perumal
Mrs.Vidya Jyothish
Mrs.Bhavya Chandran

The Quorum being present the meeting commenced.

SRI. P.V.CHANDRAN, Chairman and Managing Director presided the meeting.

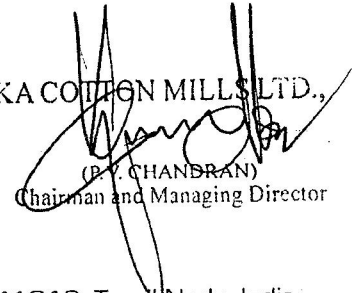
The Chairman made a Statement as under

Dear Shareholders,

I am happy to welcome you all to the Twenty Eighth AGM of the Company.

1. The Directors' Report and accounts are with you for quite some time and I am happy to draw your attention that the company had made further progress in fiscal 2016. The total income amounted to Rs.494.08 Crores as against previous year total income of Rs.495.83 Crores representing a marginal decline of 0.35% as against 3.93% growth in the previous year. The gross profit amounted to Rs.88.88 Crores as compared to Rs.93.10 Crores of the previous fiscal. The decline is 4.53% as against 1.99% growth in the previous year.
2. The direct export turnover in fiscal 2016 amounted to Rs.259.61 Crores as against Rs. 285.22 Crores of fiscal 2015, representing a decline of 9.01% (Previous Year 3.55%). The export turnover constituted 53.71% of the net sales as against 58.98% of the previous fiscal.
3. In the first quarter ended 30th June 2016 of the current year, the company had made a total sales turnover of Rs.123.57 Crores comprising of an export turnover of Rs.54.82 Crores. The net profit for the period stood at Rs.12.52 Crores and Cash Profit at Rs.19.74 Crores. The Company up to 22nd September 2016 had made a turnover of Rs.235.71 Crores of which Exports amounted to Rs.99.09 Crores.
4. I am glad to inform you that the company has totally retired its term loan liability as on 31.03.2016. The performance for the year was primarily affected on account of cost escalation of power due to lack of evacuation of wind power generated and low wind and consequent to the same compulsion of use of outsourced power at a higher cost .

For AMBIKA COTTON MILLS LTD.,


(P.V. CHANDRAN)
Chairman and Managing Director

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269



Ambika Cotton Mills Limited

-2-

5. I would like to add that the Company is continuously improvising the product process and investing towards the same. The Company has invested Rs.18.44 Crores towards up gradation of Technology of its manufacturing operations and further has invested Rs.8.55 Crores in Plant & Machinery. The Company is implementing its first phase of knitting facility at a cost of Rs.8.35 Crores. This facility is expected to be operational from October 2016 onwards. All the capital expenditures are met out of internal accruals.
6. I hope that the members would appreciate the consistent performance of the Company and the overall growth achieved and I assure you that the company would continue to perform well in the coming periods as before.
7. The attention of the members was drawn to the resolutions contained in the Notice convening the 28th Annual General Meeting dt :06.08.2016 and the availability of the facility of voting by use of Ballot in respect of the resolutions at the venue of the AGM for those members who have not exercised e-voting.
8. Thereafter, there was an open discussion.
9. The members who have participated in the discussion appreciated on various matters such as (i)the overall financial performance and prudent management of the Company, (ii) retirement of long term debt in entirety,(iii) voluntary annulment of CMD's remuneration,(iv) Animal protection & Construction of restrooms for Women in villages carried out by the company in its CSR activity.
10. While some members suggested to consider issue of Bonus shares, splitting of shares and buyback of shares in lieu of dividend payments and some of them are not in agreement.
11. The Chairman explained in detail the operations of the Company. He said that the quality of the products manufactured by the Company are one of the best in the world. As a proof it carries minimum finished goods stock. He further clarified that the Company is getting firm enquires to tie up for the Knitting products from the Foreign Countries, with reference to the Knitting facility which is being implemented. The Company always keeps foremost the interest of shareholders. The expansion of Spinning project will be initiated as and when the land clearance is obtained
12. Dr.K.Venkatachalam, Director of the Company in detail, explained the power scenario and the policy of State Government with specific reference to evacuation of wind power and consequent to the same its impact on the operations of the Company.
13. The members exercised their vote at the venue of the Annual General Meeting on the Ballot Form provided at the meeting.

For AMBIKA COTTON MILLS LTD.,

(P.V. CHANDRAN)
Chairman and Managing Director

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269



Ambika Cotton Mills Limited

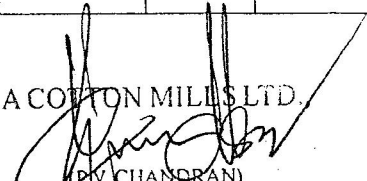
-3-

14. After exercise of vote by members, the meeting was closed.

15. The scrutinizer Mr.B.Krishnamoorthi, Chartered Accountant have collated the votes received through e-voting and physical Ballot forms voted at venue in respect of the resolutions contained in the Annual General Meeting dt :06.08.2016 and forwarded his report dated :23.09.2016 which are detailed below:

Sl. No	Resolutions Passed	Type of Resolution	% of Votes		Status of the resolution
			For	Against	
1	RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March 2016 including the Audited Balance Sheet as at March 31, 2016, Statement of Profit and Loss for the year ended on that date and Reports of Directors and Auditors thereon received , considered be and are hereby adopted.	Ordinary Resolution	100.000	-	Passed with requisite majority
2	"RESOLVED that the Interim Dividend of Rs.15/- Per Equity Share declared on 58,75,000 Equity Shares of face value of 10/- each already paid for the Financial Year ended March 31, 2016. be and is hereby confirmed	Ordinary Resolution	100.000	-	Passed with requisite majority
3	RESOLVED THAT Mrs. Vidya Jyothish Pillai (DIN:05215930) a Director retiring by rotation be and is hereby re-appointed as a Director of the Company in the same place vacated by her.	Ordinary Resolution	99.998	0.002	Passed with requisite majority
4	RESOLVED THAT the retiring Auditors M/s. L.Venkatasubbu & Co., Chartered Accountants, Coimbatore be and are hereby re-appointed to hold the office of the Auditors until the conclusion of the next AGM and their remuneration be fixed by the Board in consultation with them.	Ordinary Resolution	100.000	-	Passed with requisite majority

For AMBIKA COTTON MILLS LTD.


P.V. CHANDRAN
Chairman and Managing Director

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269

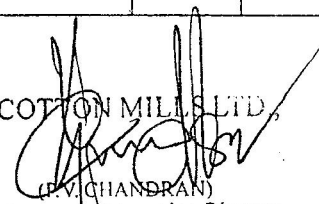


Ambika Cotton Mills Limited

-4-

5	<p>Resolved that Sri.P.V.Chandran (DIN 00628479) be and is hereby reappointed as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 01.04.2017 to 31.03.2022.</p> <p>Further Resolved that pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, read with Schedule V of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for payment of remuneration to Sri.P.V.Chandran, (DIN 00628479) of Rs.2,00,000/- per month .</p> <p>Further Resolved that Sri.P.V.Chandran be entitled to sitting fees for the meetings of the Board of Directors or the Committee thereof attended by him.</p>	Ordinary Resolution	99.998	0.002	Passed with requisite majority
6	<p>RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration payable to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, as set out in the Explanatory Statement annexed to the Notice convening this Meeting be and is hereby ratified and confirmed".</p> <p>Further Resolved that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>	Ordinary Resolution	99.784	0.216	Passed with requisite majority

For AMBIKA COTTON MILLS LTD.


(P.V.CHANDRAN)
Chairman and Managing Director

Place: Coimbatore

Date: 30.09.2016

Reg Office : 15, Valluvar Street, Sivanandha Colony, Coimbatore - 641012, Tamil Nadu, India

tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269