



# BANNARI AMMAN SPINNING MILLS LIMITED

Regd. Office : 252, Mettupalayam Road, Coimbatore - 641 043, Tamilnadu INDIA

Telephone : 0422 - 2435555 E-mail : shares@bannarimills.com

Website : www.bannarimills.com CIN : L17111TZ1989PLC002476 GSTRN : 33AAACB8513A1ZE

BASML/SEC/668/BSE/2018-19

24.9.2018

BSE LIMITED ✓  
FLOOR 25,  
PHIROZE JEEJEEBHOY TOWERS,  
DALAL STREET,  
MUMBAI – 400 001.

**Scrip Code: 532674**

Dear Sir,

**Sub: Copy of proceedings of Annual General Meeting – reg.**

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 28<sup>th</sup> Annual General Meeting of the Company was convened on Monday, the 24<sup>th</sup> day of September 2018, and the business stated in the Agenda of the Notice calling the AGM were duly transacted and approved by the Shareholders. A copy of the proceedings of the same is enclosed for your records.

Kindly acknowledge the receipt of the same.

Thanking You

For **BANNARI AMMAN SPINNING MILLS LIMITED**

  
**N KRISHNARAJ**  
**COMPANY SECRETARY**

Encl: as above

## BANNARI AMMAN SPINNING MILLS LIMITED

**PROCEEDINGS OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF BANNARI AMMAN SPINNING MILLS LIMITED HELD AT NANI KALAIARANGAM, MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE - 641 037 ON MONDAY THE 24<sup>TH</sup> OF SEPTEMBER, 2018 AT 9.15 A .M.**

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**MEMBERS PRESENT:**

**In Person: 8**

**By Proxies: Nil**

**In Attendance:**

Sri S V Arumugam	- Chairman & Managing Director
Sri K N V Ramani	- Director, Nomination and Remuneration Committee Chairman
Sri C S K Prabhu	- Director, Audit Committee and Stakeholders Relationship Committee Chairman
Sri S Palaniswami	- Director
Dr K R Thillainathan	- Director
Sri K Sadhasivam	- Director
Smt S Sihamani	- Director
Sri N Krishnaraj	- Company Secretary

**Invitees Present:**

Sri A Senthil	- Chief Executive Officer
Sri R Dhanasekaran	- Secretarial Auditor
Sri M N Balaji	- Statutory Auditor, Deloitte Haskins & Sells LLP

**CHAIRMAN**

Sri S V Arumugam, Chairman occupied the Chair and the meeting was called to order.

**QUORUM**

The requisite quorum being present, the meeting commenced with a prayer at 9.15 A.M.

**PROCEEDINGS**

The Chairman Welcomed the Members to take part in the proceedings of the Meeting.

The Chairman announced that the REGISTER OF DIRECTORS & KEY MANAGERIAL PERSONNEL maintained under Section 170(1) of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the REGISTER OF CONTRACTS OR ARRANGEMENTS IN WHICH DIRECTORS ARE INTERESTED maintained under Section 189 of the Companies Act, 2013 were on the table and available for inspection of members during the continuance of the meeting. He further informed that the Auditors Report and Secretarial Audit Report were also available for inspection.



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Sri A Senthil, Chief Executive Officer welcomed the members and briefed on the Company's operation and prospects.

Sri S V Arumugam, Chairman (DIN 00002458) addressed the members and briefed about the working of the Company. He explained the problems faced by the textile industry in general and prospects for the future. The Chairman delivered his speech, covering the economic scenario, overall financial performance of the Company, performance of various divisions. He also spoke about the financial results of the Company for the quarter ended 30<sup>th</sup> June, 2018 and on the business prospects of the Company for the Current Financial Year.

With the permission of the members, the Notice convening the meeting, the Directors' Report and the Audited Financial Statements as at 31.3.2018 were taken as read.

Sri M N Balaji, Partner, Deloitte Haskins & Sells LLP, Statutory Auditors highlighted the salient points of the Auditors Report for the year ended 31<sup>st</sup> March, 2018. He informed that there was no qualification or adverse remark in the Auditors Report.

The Chairman informed that there was no qualification in the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018.

The Chairman then invited the members to offer their comments, if any, on the working of the Company. Thereafter some of the members spoke on the working of the Company and raised some queries.

Sri S V Arumugam, Chairman (DIN 00002458) thanked the members for their keen interest in the Company's working and answered the queries one by one satisfactorily.

The Chairman informed the Members that the Company has provided the facility of remote e-voting and voting at the Annual General Meeting through Ballot papers to the Members to exercise their voting on the resolutions to be considered at the Annual General Meeting. He also informed that the members who had not availed the remote e-voting facility only are requested to exercise their voting through poll, at the Venue. The Chairman also informed that in compliance of the Statutory requirements, arrangements have been made for remote e-voting through Link Intime (India) Private Limited.

The Chairman further informed that to oversee the remote e-voting process and Ballot paper, the Board of Directors had appointed Sri R Dhanasekaran, Practicing Company Secretary (CP NO. 7745) as the Scrutinizer.

**ORDINARY BUSINESS:****1. ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED**

**RESOLVED** that the Audited Financial Statements both Standalone and Consolidated for the Financial Year 31.3.2018, together with the Report of the Directors and Auditors be and are hereby adopted.



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## BANNARI AMMAN SPINNING MILLS LIMITED

### 2. DECLARATION OF DIVIDEND ON EQUITY SHARES

**RESOLVED** that the Dividend at the rate of ₹1.60/- per every one Equity Share of ₹10/- each for the Financial year ended 31<sup>st</sup> March, 2018, be and is hereby declared.

### 3. RE-APPOINTMENT OF SRI S V ARUMUGAM, DIRECTOR

**RESOLVED** that Sri S V Arumugam, Director (DIN 00002458) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company.

### 4. CONTINUATION OF APPOINTMENT OF AUDITORS WITHOUT REQUIREMENT OF RATIFICATION EVERY YEAR

In partial modification of the earlier resolution passed in this regard, **RESOLVED** that the term of office of present Auditors viz., M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Bangalore (Firm Registration No: 117366W/W-100018) be continued till the conclusion of 32<sup>nd</sup> Annual General Meeting without requirement of ratification of their appointment every year in terms of Section 139 (1) of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017.

### SPECIAL BUSINESS

### 5. REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SRI S V ARUMUGAM, MANAGING DIRECTOR

**RESOLVED** that pursuant to Sections 196, 197, 198, 199 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, Sri S V Arumugam, (DIN 00002458) be and is hereby re-appointed as a Managing Director of the Company for a further period of 5 years w.e.f 27.6.2018 and that Sri S V Arumugam, Managing Director (DIN 00002458) be paid the following remuneration as recommended by the Nomination and Remuneration Committee:

**REMUNERATION: 10% (Ten percent)** of the Net Profits of the Company computed under the relevant provisions of the Companies Act, 2013, as overall remuneration, paid in the following manner:

- a. **Salary:** Rs.5,00,000/- (Rupees Five Lakhs only) per month.
- b. **Perquisites:** An amount not exceeding annual Salary.
- c. **Commission:** Balance of overall remuneration remaining after payment of the above Salary and Perquisites at the end of each financial Year.

### MINIMUM REMUNERATION

In the absence or inadequacy of profits in any financial year, the remuneration to Sri S V Arumugam, Managing Director (DIN 00002458) shall be governed by the limits prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013.

It is further provided that this provision relating to payment of Minimum remuneration is



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limited to the first three years of appointment of Managing Director and that the following prerequisites shall not be included when the remuneration is paid under Section II of Part II of Schedule V:

- I. Contribution to Provident Fund as per rules of the Company, to the extent the same is not taxable under the Income Tax Act, 1961.
- II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- III. Encashment of leave as per rules of the Company.

**RESOLVED FURTHER** that approval of shareholders be and is hereby accorded for appointment of Sri S V Arumugam as a Managing Director, in terms of Section 196 (3) of the Companies Act, 2013, who attains age of 70 years during the currency of this appointment.

### **6. CONTINUATION OF APPOINTMENT OF SRI K N V RAMANI, NON EXECUTIVE INDEPENDENT DIRECTOR**

**RESOLVED** that in terms of Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Sri K N V Ramani, (DIN 00007931) as a Non-Executive Independent Director, who has attained the age of 75 years.

### **7. CONTINUATION OF APPOINTMENT OF SRI S PALANISWAMI, NON EXECUTIVE INDEPENDENT DIRECTOR**

**RESOLVED** that in terms of Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for continuation of present term of Directorship of Sri S Palaniswami, (DIN 00007901) as a Non-Executive Independent Director, who attains the age of 75 years during the tenure of his present appointment.

### **8. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST AUDITOR**

**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of Audit Committee, the remuneration of Rs.1,00,000 (Rupees One Lakh only) (besides reimbursement of out of pocket expenses incurred by him for the purpose of Audit) payable to Sri M Nagarajan, Cost Auditor (Firm Registration No. 102133), as approved by the Board of Directors for conducting the audit of the Cost Records of the Company for the Financial Year ending 31<sup>st</sup> March 2019 be and is hereby ratified and confirmed.



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The Chairman informed the Members that the corporate representatives from Link Intime India Private Limited (RTA) along with the Scrutinizer had distributed Ballot papers at the meeting on behalf of the Company to those shareholders who had not participated in the remote e-voting. The Chairman requested the shareholders to cast their vote in the Ballot paper and drop it in the Ballot box kept for the purpose.

The Chairman informed the Shareholders that the polling results along with the Scrutinizer's report shall be placed on the website of the Company within 48 hours from the conclusion of this meeting i.e., on or before 26.9.2018. The consolidated voting results will be attached to the minutes.

The quorum was present throughout the meeting.

With a vote of thanks to the Chair rendered by Sri N Krishnaraj, Company Secretary, the 28<sup>th</sup> Annual General Meeting of the Company concluded at 10.15 A.M.

Place: Coimbatore

Date :24.9.2018

  
**S V ARUMUGAM**  
**CHAIRMAN**

**VOTING RESULTS:** As declared on the basis of Scrutinizer's Report of Electronic Voting and poll conducted at the Venue, the Chairman has declared at 5.15 P.M on 24.9.2018 at the Registered Office of the Company at 252, Mettupalayam Road, Coimbatore 641043, and that all the resolutions as set out in the Agenda have been passed with the requisite majority at the Venue and authorise the Company Secretary to communicate to Stock Exchanges and to post in the Company's website.

**1. APPROVAL OF FINANCIAL STATEMENTS BOTH STANDALONE AND CONSOLIDATED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018, THE REPORT OF THE BOARD OF DIRECTORS AND THE REPORT OF THE AUDITORS THEREON : PASSED AS AN ORDINARY RESOLUTION**

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000



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### 2. DECLARATION OF DIVIDEND ON EQUITY SHARES : PASSED AS AN ORDINARY RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

### 3. APPOINTMENT OF DIRECTOR IN THE PLACE OF SRI S V ARUMUGAM, (DIN 00002458) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT : PASSED AS AN ORDINARY RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

### 4. CONTINUATION OF APPOINTMENT OF AUDITORS M/S DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS, BANGALORE (FIRM REGISTRATION NO. 117366W/W-100018) WITHOUT REQUIREMENT OF RATIFICATION EVERY YEAR : PASSED AS AN ORDINARY RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

### 5. REAPPOINTMENT AND PAYMENT OF REMUNERATION TO SRI S V ARUMUGAM, MANAGING DIRECTOR (DIN 00002458) : PASSED AS A SPECIAL RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8585217	8585217	100	0	0	20	0.000





## BANNARI AMMAN SPINNING MILLS LIMITED

### 6. CONTINUATION OF APPOINTMENT OF SRI K N V RAMANI, NON EXECUTIVE INDEPENDENT DIRECTOR (DIN 00007931) : PASSED AS A SPECIAL RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

### 7. CONTINUATION OF APPOINTMENT OF SRI S PALANISWAMI, NON EXECUTIVE INDEPENDENT DIRECTOR (DIN 00007901) : PASSED AS A SPECIAL RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

### 8. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST AUDITOR (FIRM REGISTRATION NO.102133) : PASSED AS AN ORDINARY RESOLUTION

Total No. of shares held	Total No. of votes polled	In Favour		Against		Invalid	
		No. of Votes	%	No. of Votes	%	No. of Votes	%
8753254	8753254	8753234	100	0	0	20	0.000

CERTIFIED TRUE COPY

Place: Coimbatore

Date : 24.9.2018

For Bannari Amman Spinning Mills Limited

COMPANY SECRETARY

**S V ARUMUGAM**

CHAIRMAN

Recorded on 24.9.2018