

Amarjothi House
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Tamil Nadu, India

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info@amarjothi.net
www.amarjothi.net



ISO 9001 : 2008 | GOTS-OE | OEKO TEX CERTIFIED
GST : 33AAFCA7082C1ZO

CIN: L17111TZ1987PLC002090

29.09.2020

To

BSE Limited (BSE)
Corporate Relationship Department
Phiroze Jeejeebhoy towers,
25th Floor, Dalal Street
Mumbai- 400001

Dear Sir,

Name : M/s. Amarjothi Spinning Mills Limited
Scrip Code : 521097

Sub: Proceedings of 32nd Annual General Meeting (AGM) of the Company held on 28th September, 2020 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Thirty second AGM of the Company held on September 28,2020.

Kindly take the same on your records.

Thanking you

Yours Faithfully,

For M/s. Amarjothi Spinning Mills Limited

M. Mohanapriya

Mohanapriya .M
Company Secretary.



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Summary of proceedings of the Thirty second Annual General Meeting of Amarjothi Spinning Mills Limited

The Thirty second Annual General Meeting (“AGM”) of Amarjothi Spinning Mills Limited (“the Company”) was held on Monday, September 28, 2020, at 12.00 p.m. (IST), through Video Conferencing/Other Audio-Visual Means (“VC/OAVM”) facility, in compliance with the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, issued by Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI (LODR) Regulations, 2015”). The deemed venue of the AGM was the Registered Office of the Company, i.e., Amarjothi House, 157, Kumaran road, Tirupur -641601.

The meeting concluded at 12.50 p.m. (IST) [including time allowed for e-voting at the AGM].

Totally 60 members attended the Meeting as per the records of attendance.

Shri. R.Premchander, Managing Director, Chaired the proceedings of the Meeting. The Chairman welcomed the members and introduced the Board of Directors to the members. The Chairman mentioned that quorum was present and the Register of Directors and Key Managerial Personnel and their shareholding and Register on contracts in which the directors are interested were open for inspection.

The Chairman informed the members that the Auditors’ Report on the financial statements and the Secretarial audit Report of the company for the year ended 31st March, 2020 does not have any qualifications or observations. Accordingly, the Reports are not required to be read out before the meeting as provided in the Companies Act, 2013 and Secretarial Standard. The Chairman delivered his speech.

On the invitation of the chairman, Several Members addressed the Meeting, gave suggestions and raised queries on the company’s accounts and operations. After getting all the queries, the Chairman of the Meeting gave consolidated reply to the members.

The Chairman informed the shareholders that in accordance with the provisions of Companies Act, 2013 and the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided e-voting facility on the CDSL e-voting platform for transacting the businesses contained in the notice. The e-voting commenced at 9.00 A.M. on September 25, 2020 and ended at 5.00 P.M. on September 27, 2020.

The chairman informed that for the shareholders attending the AGM but had not cast their votes, e-voting facility at the time of AGM was provided to cast their votes at the end of the proceedings, and after the voting at the AGM was over, the Scrutiniser Sri Ramchandrar.R, Practicing Company Secretary, would scrutinize the votes cast by e - voting and would submit his consolidated report

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Spinning Mills Ltd

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on the result of e - voting, after the conclusion of the Meeting.

The Chairman briefed the items of business as proposed in the Notice of the AGM and requested the Members, to cast their e-vote. After completion of the e-voting, the Chairman informed that the results of the voting on receipt of the Scrutiniser's Report would be announced by the Chairman or Company Secretary at the Registered Office of the Company and posted on the website of the Company and website of the Central Depository Services Limited and a copy of the same would be forwarded to the Stock Exchange.

The Chairman thanked the valued customers, shareholders, bankers and colleagues on the Board for their valuable guidance.

The Members present through Video Conferencing exercised their voting and on completion of voting, the meeting concluded at 12.50 P.M with a vote of thanks to the Chair.

The resolutions passed by the Members, briefly, related to:

Ordinary Businesses:

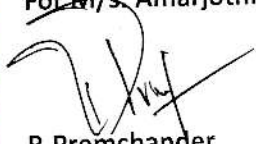
1. To consider and adopt audited standalone and consolidated financial statements with schedules, Report of the Board of Directors and Auditors for the year ended 31st March, 2020 (Ordinary Resolution).
2. To Declaration the Final Dividend of Rs.2.00 per share, which is recommended by Board of Directors of the Company on 29th June, 2020 (Ordinary Resolution).
3. To appoint a Director in the place of Sri. N.Radhakrishnan (DIN: 00390913), who retires by rotation and being eligible, offers himself for re-appointment.
(Ordinary Resolution)

Special Business:

4. Ratification of Remuneration payable to Cost Auditors M/S. Nagarajan & Co for the period of 2020-2021.
5. To appoint Independent Director Smt. M.Amutha (DIN: 07137884) for another term of 5 years.

All the above businesses were passed with requisite majority and are deemed to be passed on the date of the Annual General Meeting i.e. 28th September, 2020.

For M/s. Amarjothi Spinning Mills Limited


R.Premchander
Managing Director
DIN: 00390795



R RAMCHANDAR & ASSOCIATES
COMPANY SECRETARIES

R RAMCHANDAR

90037 04124 / ramcsllb@gmail.com

21, ML Lund complex(3rd floor), VH Road, Coimbatore 641001

0422-4382898 / 94886 53103 / ramcsoffice@gmail.com

Scrutinizer Report

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014)- as amended and Regulation 44 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015

To:

The Chairman,

32nd Annual General Meeting of the Members of

M/s. AMARJOTHI SPINNING MILLS LIMITED

CIN: L17111TZ1987PLC002090

Held on 28th September, 2020 at 12.00 P.M

Through Video Conferencing (VC)/ Other Audio- Visual Means (OAVM)

Dear Sir,

Subject: Scrutinizer's Consolidated Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the 32nd Annual General Meeting of Amarjothi Spinning Mills Limited held on 28th September, 2020 through video conferencing (VC)/ other audio visual means (OAVM) in accordance with the MCA circular dated May 5, 2020.

Dear Sir/ Ma'am,

I, Mr. Ramchandar .R, B.Com, FCS, LLB, Company Secretary in Practice, having office at 21, M.L. Lund complex, V.H. Road, Coimbatore – 641 001, Tamilnadu, India had been appointed as the Scrutinizer by the Board of Directors of M/s. AMARJOTHI SPINNING MILLS LIMITED (the Company) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended to conduct remote e-voting process in respect of the below mentioned resolution proposed at the 32nd Annual General Meeting of Amarjothi Spinning Mills Limited held on 28th September, 2020 through video conferencing (VC)/ other audio visual means (OAVM).

I was also appointed as Scrutinizer to scrutinize the voting processed at the said AGM held on 28th September, 2020

The notice dated 21st August, 2020 as confirmed by the Company was sent to the Share holders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email address are registered with the Company/ Depositories in



compliance with the MCA circular dated May 5, 2020 read with circular dated April 8, 2020 and April 13, 2020 and SEBI circular dated 12 May 2020.

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The shareholders of the Company holding shares as on the 'cut-off' date of 21st September, 2020 and the Central Depository Services Limited (CDSL) e-voting platform was blocked thereafter. The Company had also provided remote e-voting facility to the Shareholders present at the AGM through VC/ OAVM and who has not cast their vote earlier.

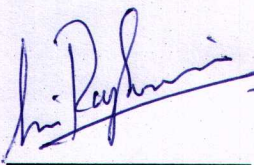
After the closure of the remote e-voting at the AGM, the report on voting done at the meeting and the votes cast under remote e-voting prior and during the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system.

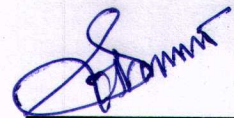
I as Scrutinizer, unblocked the votes cast by the Shareholders of the Company through e-voting process, on 28th day of September 2020 at 03:38 P.M in the presence of Mr. Srinivasa Raghavan (under the witness No:1) and Mrs. Latha Maheshwari (under the witness No:2), who are not in the employment of the company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended.

Witness No:1

Witness No:2



(Srinivasa Raghavan.S)



(Latha Maheshwari)



I now submit my report as under on the result of the remote e-voting in respect of the said resolutions:

Format for voting results

Date of the AGM	28th September 2020, 32nd AGM
TOTAL NUMBER OF SHAREHOLDERS AS ON RECORD DATE	7404
NO.OF SHAREHOLDERS PRESENT IN THE MEETING EIGHTER IN PERSON (OR) THROUGH PROXY GROUP:	NIL
Promoters and promoter Group:	NIL
Public:	NIL
NO.OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING	60
Promoters and promoter Group:	2
Public:	58

Agenda-wise disclosure (to be disclosed separately for each agenda item)



SUMMARY RESULT OF REMOTE E – VOTING AND E - VOTING AT AGM

R.NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	REMOTE E – VOTING		E - VOTING AT AGM		TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Adoption of Audited financial Statements for the year ended 31 st March 2020, the report of the Board of Directors and the report of the Auditors thereon.	Ordinary	3718608	7376	17704	64617	3736312	71993	PASSED
2.	Declaration of Final Dividend of Rs.2.00 per share for the financial year ended 31 st March 2020	Ordinary	3724582	1402	82321	0	3806903	1402	PASSED
3.	Appointment of Sri.N.Radhakrishnan, (DIN: 00390913), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	3718608	7376	4500	77821	3723108	85197	PASSED
4.	Ratification of Remuneration payable to Cost Auditors M/s. Nagarajan & Co., for the period of 2020-21	Ordinary	3724582	1402	4500	77821	3729082	79223	PASSED
5.	To appoint Independent Director Smt. M.Amutha (DIN: 07137884) for another term of 5 years	Special	3718608	7376	4500	77821	3723108	85197	PASSED



Ordinary Business

Resolution No: 1

Ordinary Resolution

To consider and adopt The audited Standalone financial statements of the Company for the year ended 31st March, 2020, including the audited Standalone Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon

The audited consolidated financial statements of the Company for the year ended 31st March, 2020, including the audited Consolidated Balance Sheet as at 31st March, 2020 and the Statement of Consolidated Profit and Loss for the year ended on that date and the report of Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	24	3718608	99.80
E – Voting at AGM	35	17704	21.51
Total Voting	59	3736312	98.11

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	4	7376	0.20
E – Voting at AGM	1	64617	78.49
Total Voting	5	71993	1.89

INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast
Remote E – Voting	0	0
E – Voting at AGM	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 2

Ordinary Resolution

To declare dividend for the financial year ended 31st March 2020

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	25	3724582	99.96
E – Voting at AGM	36	82321	100
Total Voting	61	3806903	99.96

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	3	1402	0.04
E – Voting at AGM	0	0	0
Total Voting	3	1402	0.04

INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast
Remote E – Voting	0	0
E – Voting at AGM	0	0
Total Voting	0	0



Ordinary Business

Resolution No: 3

Ordinary Resolution

To appoint a Director in the place of Sri. N.Radhakrishnan (DIN: 00390913), who retires by rotation and being eligible, offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	24	3718608	99.80
E – Voting at AGM	34	4500	5.47
Total Voting	59	3723108	97.76

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	4	7376	0.20
E – Voting at AGM	2	77821	94.53
Total Voting	6	85197	2.24

INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast
Remote E – Voting	0	0
E – Voting at AGM	0	0
Total Voting	0	0



Special Business

Resolution No: 4

Ordinary Resolution

Sri. M.Nagarajan, Practicing Cost Accountant (Firm No: 000088), who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2020-21 on a remuneration of Rs. 40,000/- (Rupees Forty Thousand Only) as also the payment of service tax as applicable be and is hereby ratified and confirmed.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	25	3724582	99.96
E – Voting at AGM	34	4500	5.47
Total Voting	59	3729082	97.92

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	3	1402	0.04
E – Voting at AGM	2	77821	94.53
Total Voting	5	79223	2.08

INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast
Remote E – Voting	0	0
E – Voting at AGM	0	0
Total Voting	0	0



Special Business

Resolution No: 5

Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 149,152,160 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR) as amended and as per the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for reappointment of Smt. M.Amutha (DIN: 07137884) whose current period of office is expiring on 25th September 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI LODR, as amended from time to time, and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act,2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a term w.e.f. 26th September 2020 to 25th September 2025.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	24	3718608	99.80
E – Voting at AGM	34	4500	5.47
Total Voting	58	3723108	97.76

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E – Voting	4	7376	0.20
E – Voting at AGM	2	77821	94.53
Total Voting	6	85197	2.24

INVALID VOTES



Mode of Voting	Number of Members Voted through Electronic means	Number of votes cast
Remote E – Voting	0	0
E – Voting at AGM	0	0
Total Voting	0	0

Thanking you,

Yours Truly,



R. RAMCHANDAR B.Com, FCS, LLB
C.P. No : 12240
M.No: 10097

Place: Coimbatore
Date: 28.09.2020
UDIN : F010097B000796951

R. RAMCHANDAR B.Com., FCS., LLB.,
COMPANY SECRETARY IN PRACTICE
CP 12240