



SAMBANDAM SPINNING MILLS LIMITED UNIT-I

Registered Office : Kamaraj Nagar Colony, Salem 636 014. Tamil Nadu
(P) +91 427 2240790 (E) corporate@sambandam.com
website : www.sambandam.com Corporate Identity No. L17111TZ1973PLC000675

Ref : 707/SSML/CS/2019-20

17th February 2020

The Listing Department,
The Bombay Stock Exchange Ltd,
Floor No. 25, P.J.Towers,
Dalal Street,
MUMBAI – 400 001.

Dear Sir,

Scrip Code : 521240 –

Sub : Proceedings of voting results –Postal Ballot and e voting of the Company

Ref : Regulation 30 and 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

In accordance with Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we herewith have enclosed proceeding of voting results of the Postal ballot and e-voting of the Company closed at 5.00 pm on 15-02-2020.

Please take notice that Shareholders of the Company have approved the Ordinary Resolutions as mentioned below, by way of Postal Ballot and e-voting, as per report of Scrutinizer, Sri B. Kalyanasundaram, Practicing Company Secretary of M/s B.K.Sundaram & Associates, Company Secretaries, Trichy dated 17-02-2020, which has been declared at the Registered Office of the Company by Joint Managing Director, today.

| Item No. | Subject of Postal ballot | Resolution Type | Mode of Voting | Remarks |
|----------|--|-----------------|----------------------------|--|
| 1. | Approval for Purchase of Plant and Machineries from the related party Company Kandagiri Spinning Mills Limited. | Ordinary | E-Voting and Postal Ballot | The resolution was passed with requisite majority as a Ordinary Resolution |
| 2. | Approval for taking on Lease of Land, Building, other infra structural facilities from Kandagiri Spinning Mills Limited and for availing management and supervision services | Ordinary | E-Voting and Postal Ballot | The resolution was passed with requisite majority as a Ordinary Resolution |

We have also enclosed the Consolidated report of the Scrutinizer's Report on e-voting and Postal ballot results dated 17-02-2020.

The above results are being uploaded on the Company's website.

Please take the above on record and acknowledge.

Thanking you,

Yours truly,

For **SAMBANDAM SPINNING MILLS LTD.**


(S. DINAKARAN)
Joint Managing Director



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17-02-2020

DECLARATION OF VOTING RESULTS (TROUGH POSTAL BALLOT AND E-VOTING) BY THE JOINT MANAGING DIRECTOR FOR ALL THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 05.01.2020 BASED ON THE CONSOLIDATED REPORT OF THE SCRUTINIZER

| Item No. | Resolutions | Resolution Type | Declaration of Results |
|----------|--|-----------------|--|
| 1. | Approval for Purchase of Plant and Machineries from the related party Company Kandagiri Spinning Mills Limited. | Ordinary | The resolution was passed with requisite majority as a Ordinary Resolution |
| 2. | Approval for taking on Lease of Land, Building, other infra structural facilities from Kandagiri Spinning Mills Limited and for availing management and supervision services | Ordinary | The resolution was passed with requisite majority as a Ordinary Resolution |

As per the consolidated report of scrutinizer on e-voting and postal ballot, all the resolutions set out in the postal ballot notice dated 05-01-2020 has been approved and considered as passed by the shareholders with requisite majority on 15-02-2020 and are deemed to be passed at a General Meeting convened in this behalf.

FOR **SAMBANDAM SPINNING MILLS LTD.**


(S. DINAKARAN)
Joint Managing Director

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

OFFICE:

**29 & 30, PANDAMANGALAM
AGRAHARAM,
WORIUR, TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bkksoffice@gmail.com**

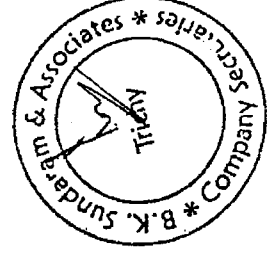
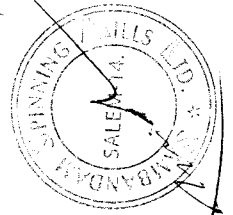
**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Clause 44 of the SEBI (LODR) Regulations, 2015]

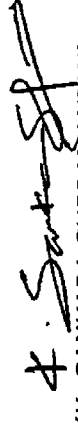
To
The Chairman
SAMBANDAM SPINNING MILLS LIMITED
Mill Premises, P.B.No.1, Kamaraj Nagar
Salem - 636014

I, B. KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO. 2209 & M.NO. A672), Prop. of M/s. B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as scrutinizer by M/s. SAMBANDAM SPINNING MILLS LIMITED, (CIN: L17111TZ1973PLC000675) having its registered office at Mill Premises, P.B.No.1, Kamaraj Nagar, Salem - 636014 for the purpose of scrutinizing the process of e-voting & postal ballot in a fair and transparent manner and ascertaining the votes cast for and against through e-voting & postal ballot, as per Section 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Clause 44 of the SEBI (LODR) Regulations, 2015, I submit my report as under:-

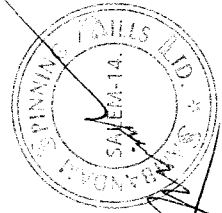


1. All postal ballot forms received up to the close of working hours at 05.00 PM on 15th February 2020, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
2. The e-voting period remained open from 17th January 2020 (9.00 am) to 15th February 2020 (5.00 pm) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
3. The e-votes were unblocked through the menu provided in the CDSL website on 15th February 2020 after the closing hour of 5.00 P.M. in the presence of two witnesses viz Mr. K. KARTHIKEYAN and Mr. K. SANKARA SUBRAMANIAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(K. KARTHIKEYAN)


(K. SANKARA SUBRAMANIAN)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting

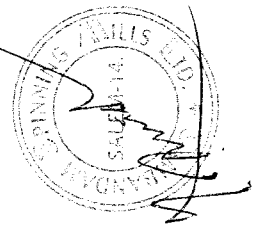


5. A summary of the Postal ballot forms received is given below:-

| PARTICULARS | NO. OF POSTAL BALLOT FORMS |
|---|----------------------------|
| (a) Total postal ballot forms received | 174 |
| (b) Less: Invalid postal ballot forms | 115 |
| (c) Net Valid Postal ballot forms taken in to consideration while preparing the result of postal ballot | 59 |

7. No related party had exercised votes in accordance with the provisions of Section 188 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Based on the e-votes cast 'For' and 'Against' and based on the scrutiny of the valid postal ballot forms I furnish hereunder the result of the e-voting & postal ballot :-

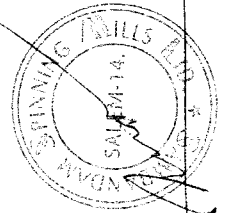
| Agenda Item No. | Particulars of the Agenda | Voted for | | | Voted against | | |
|-----------------|--|----------------|----------------|------------------|---------------|----------------|--------------|
| | | Mode of Voting | No. of Members | No. of votes | Vote % | No. of Members | No. of Votes |
| 1 | <p>SPECIAL BUSINESS:- To pass by Ordinary Resolution:- Agenda item No.1:- Approval for purchase of Plant and Machinery from M/s KANDAGIRI SPINNING MILLS LIMITED [Related Party]</p> | | 55 | 1,18,993 | | 2 | 51 |
| | | | 83 | 12,83,156 | | 3 | 180 |
| | TOTAL | | 138 | 14,02,149 | 99.98 | 5 | 0.02 |



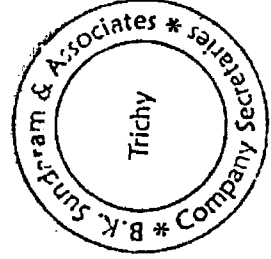
| Agenda Item No. | Particulars of the Agenda | Voted for | | | Voted against | | |
|-----------------|---|----------------|----------------|------------------|---------------|----------------|--------------|
| | | Mode of Voting | No. of Members | No. of votes | Vote % | No. of Members | No. of Votés |
| 2 | <p><u>SPECIAL BUSINESS:-</u> <u>To pass by Ordinary Resolution:-</u> <u>Agenda item No.2:-</u> Approval for taking on Lease of Land, Building, other Infra structural facilities from M/s KANDAGIRI SPINNING MILLS LTD., [Related Party] and for availing management and supervision services from M/s KANDAGIRI SPINNING MILLS LTD., [Related Party]</p> | Postal ballot | 57 | 1,19,043 | | 1 | |
| | | E-voting | 83 | 12,83,156 | | 3 | 180 |
| | TOTAL | | 140 | 14,02,199 | 99.98 | 4 | 0.02 |

The downloaded e-voting records, postal ballot forms and other connected papers relating to e-voting and postal ballot shall remain in my safe custody until the Chairman considers this report of Scrutinizer and announces the result on or before 17th February, 2020 at the Registered Office of the Company and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

Place : Trichy
Date : 17-02-2020



For B.K. Sundaram & Associates
Company Secretaries



B.KALYANASUNDARAM
Practising Company Secretary
M. No.A672 / C.P. No.2209