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Tamil Nadu, India www.amarjothi.net



■ ISO 9001 : 2008 | GOTS-OE | OEKO TEX CERTIFIED

CIN: L17111TZ1987PLC002090

01.10.2019

To

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

Dear Sir,

**Sub: Submission of Voting and E-voting results under Regulation 44 of SEBI (LODR) Regulation, 2015**

**Scrip code: 521097 / AMARJOTHI SPINNING MILLS LIMITED**

Please find enclosed the voting and E-voting result of 31<sup>st</sup> Annual General Meeting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Kindly take the above on record.

Thanking You,

Yours truly

For AMARJOTHI SPINNING MILLS LIMITED

A handwritten signature in blue ink, appearing to read 'K. Mohanapriya'.

**K.Mohanapriya**  
**Company Secretary**

**Encl: as above**

**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)**

**To:**

**The Chairman,**

**31<sup>st</sup> Annual General Meeting of the Members of**

**M/s. AMARJOTHI SPINNING MILLS LIMITED**

**CIN: L17111TZ1987PLC002090**

**Held on 30<sup>th</sup> September, 2019 at 11.00 AM at Hall of Gayathri Hotel, Kangayam Road,**

**Tirupur -641604.**

**Dear Sir,**

I, R.Ramchandar, B.Com , FCS, LLB, Company Secretary in Practice, having office at 21, M.L. Lund complex, V.H. Road, Coimbatore – 641 001, Tamilnadu, India have been appointed as a Scrutinizer by the Board of Directors of M/s. AMARJOTHI SPINNING MILLS LIMITED (the Company) for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the Provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Sub Rule(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended rules 2015 on the resolutions contained in the Notice to the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, held on 30<sup>th</sup> September,2019 at Hall of Gayathri Hotel, Kanagayam Road, Tirupur – 641604.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 31<sup>st</sup> Annual General Meeting of the company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and Gender



consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system

Provided by the Central Depository Services Limited (CDSL) and voting at the AGM by poll.

1. The e-voting period remained open from 27<sup>th</sup> September, 2019 (09.00 a.m.) to 29<sup>th</sup> September, 2019 (05.00 p.m.)
2. The Shareholders holding shares as on the "Cut-off" date i.e. 23<sup>rd</sup> September, 2019 were entitled to vote on the proposed resolutions (item No 1 to 9 as set out in the Notice to the 31<sup>st</sup> Annual General Meeting of AMARJOTHI SPINNING MILLS LIMITED)
3. The votes were unblocked on 1<sup>st</sup> October, 2019 around 10.00 a.m. in presence of two witnesses,

1. Mrs. Aparna.G, Residing at 78-1, Shivaji Colony Extension, Edayarpalayam, Coimbatore – 641025.
2. Ms.Rajkumari, residing at 280, Lingappa Chetty Street, Coimbatore - 641001.

Who are not in employment of the Company. They have signed below in conformation of votes being unblocked in their presence.

*Aparna.G*

Aparna.G

*R.Rajkumari*

Rajkumari

4. Thereafter, the details containing, inter-alia, list of shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the company/Registrar and Transfer agents of the company and the authorizations/proxies lodged by the company.

7. The Company has received only one proxy form.

8. The consolidated results are as under:



**Format for voting results**

<b>Date of the AGM</b>	<b>30<sup>th</sup> September 2019, 31<sup>st</sup> AGM</b>
<b>TOTAL NUMBER OF SHAREHOLDERS AS ON RECORD DATE</b>	<b>7804</b>
<b>NO.OF SHAREHOLDERS PRESENT IN THE MEETING EIGHTER IN PERSON (OR) THROUGH PROXY GROUP:</b>	<b>51</b>
Promoters and promoter Group:	<b>02</b>
Public:	<b>49</b>
<b>NO.OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING</b>	<b>NIL</b>
Promoters and promoter Group:	<b>NIL</b>
Public:	<b>NIL</b>

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



**SUMMARY RESULT OF E – VOTING AND VOTING AT AGM**

R.NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	E – VOTING		VOTING AT THE AGM		TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Adoption of Audited financial Statements for the year ended 31 <sup>st</sup> March 2019, the report of the Board of Directors and the report of the Auditors thereon.	Ordinary	3805428	0	1911	0	3807339	0	PASSED
2.	Declaration of Final Dividend of Rs.2.00 per share for the financial year ended 31 <sup>st</sup> March 2019	Ordinary	3805428	0	1911	0	3807339	0	PASSED
3.	Appointment of Mr.P.S.Sitaram, Chartered Accountant (Membership No. 023033) as Statutory Auditors of the company and to fix remuneration	Ordinary	3716932	88496	1911	0	3718843	88496	PASSED
4.	To approve the continuation of Directorship of Mr.N.Rajan (DIN: 00390813) aged about 80 years as Non-Executive Director of the company.	Special	3805428	0	1911	0	3807339	0	PASSED
5.	To appoint Independent Director Dr. V. Subramaniam (DIN:00781690)	Special	3805428	0	1911	0	3807339	0	PASSED



	for another term of 5 years								
6.	To appoint Independent Director Mr. V.T. Subramanian (DIN:02311576) for another term of 5 years	Special	3805428	0	1911	0	3807339	0	PASSED
7.	To appoint Independent Director Mr.V. Manikandan (DIN:01920550) for another term of 5 years	Special	3805328	0	1911	0	3807239	0	PASSED
8.	To appoint Independent Director Mr.M.S.Sivakumar (DIN:06930290) for another term of 5 years	Special	3805428	0	1911	0	3807339	0	PASSED
9.	Ratification of Remuneration payable to Cost Auditors M/s. Nagarajan & Co., for the period of 2019-20	Ordinary	3716932	88496	1911	0	3718843	88496	PASSED



## Ordinary Business

### Resolution No: 1

#### Ordinary Resolution

Adoption of audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and Auditors thereon.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
<b>Total Voting</b>	<b>36</b>	<b>3807339</b>	<b>100</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
<b>Total Voting</b>	<b>1</b>	<b>0</b>



**Ordinary Business**

**Resolution No: 2**

**Ordinary Resolution**

Declaration of Final Dividend of Rs.2.00 per share for the financial year ended 31<sup>st</sup> March 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
Total Voting	36	3807339	100

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
Total Voting	1	0





## Ordinary Business

### Resolution No: 3

#### Ordinary Resolution

Appointment of Mr.P.S.Sitaram, Chartered Accountant (Membership No. 023033) as Statutory Auditors of the company and to fix remuneration.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	7	3716932	100
Poll	25	1911	100
<b>Total Voting</b>	<b>32</b>	<b>3718843</b>	<b>100</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	4	88496	100
Poll	0	0	0
<b>Total Voting</b>	<b>4</b>	<b>88496</b>	<b>100</b>

#### INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
<b>Total Voting</b>	<b>1</b>	<b>0</b>



## Special Business

### Resolution No: 4

#### Special Resolution

To approve the continuation of Directorship of Mr.N.Rajan (DIN: 00390813) aged about 80 years as Non-Executive Director of the company.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
<b>Total Voting</b>	<b>36</b>	<b>3807339</b>	<b>100</b>

#### VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

#### INVALID VOTES

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
<b>Total Voting</b>	<b>1</b>	<b>0</b>



**Special Business**

**Resolution No: 5**

**Special Resolution**

To appoint Independent Director Dr. V. Subramaniam (DIN:00781690) for another term of 5 years.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
<b>Total Voting</b>	<b>36</b>	<b>3807339</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
<b>Total Voting</b>	<b>1</b>	<b>0</b>



**Special Business**

**Resolution No: 6**

**Special Resolution**

To appoint Independent Director Mr. V.T. Subramanian (DIN:02311576) for another term of 5 years

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
<b>Total Voting</b>	<b>36</b>	<b>3807339</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
<b>Total Voting</b>	<b>1</b>	<b>0</b>



**Special Business**

**Resolution No: 7**

**Special Resolution**

To appoint Independent Director Mr.V. Manikandan (DIN:01920550) for another term of 5 years

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	10	3805328	100
Poll	25	1911	100
<b>Total Voting</b>	<b>35</b>	<b>3807239</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	1	0
Poll	1	0
<b>Total Voting</b>	<b>2</b>	<b>0</b>



**Special Business**

**Resolution No: 8**

**Special Resolution**

To appoint Independent Director Mr.M.S.Sivakumar (DIN:06930290) for another term of 5 years

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	11	3805428	100
Poll	25	1911	100
Total Voting	36	3807339	100

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	0	0	0
Poll	0	0	0
Total Voting	0	0	0

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
Total Voting	1	0



**Special Business**

**Resolution No: 9**

**Ordinary Resolution**

Ratification of Remuneration payable to Cost Auditors M/s. Nagarajan & Co., for the period of 2019-20

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	7	3716932	100
Poll	25	1911	100
Total Voting	32	3718843	100

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E – Voting	4	88496	100
Poll	0	0	0
Total Voting	4	88496	100

**INVALID VOTES**

Mode of Voting	Number of Members Voted through Electronic means and Poll	Number of votes cast
E – Voting	0	0
Poll	1	0
Total Voting	1	0



1. All the relevant records of the electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman/Company Secretary for safe keeping.
3. List of equity share holders who voted for, against and those who voted declared invalid/abstain for each resolutions are handed over to the Chairman/Company Secretary.

Thanking you,

Yours Truly,



R.RAMCHANDAR B.Com, FCS, LLB

C.P. No : 12240

M.No: 10097

Place: Coimbatore

Date: 01.10.2019

UDIN : F010097A000020426

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