

BANNARI AMMAN SPINNING MILLS LIMITED
ANNUAL GENERAL MEETING HELD ON 25TH AUGUST, 2014
RESULTS OF VOTING UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Date of the Annual General Meeting : Monday, the 25th August, 2014 ✓
 Total Number of Shareholders as on record date (cut off date) : 8002
 No. of Shareholders present in the meeting either in person or through Proxy
 a) Promoters : 3 ✓
 a) Public : 72 ✓

No. of Shareholders present in the meeting through video conferencing No video conferencing
 a) Promoters & Promoter Group : N.A.
 a) Public : N.A.

Resolution required : As mentioned against each item No. below
 Mode of Voting : By E-voting / Postal Ballot / Polling ✓

Summary of Voting Results in respect of Resolutions placed at the Annual General Meeting held on 25.08.2014 ✓

| Resolution 1. Ordinary Resolution: Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon | | | | | | | |
|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 1933 | 0 | 100.0000 | 0.0000 |
| Total | 8753183 | 8753183 | 100 | 8753183 | 0 | 100.0000 | 0.0000 |



| Resolution 2. Ordinary Resolution: Declaration of Dividend on equity shares | | | | | | | |
|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 1933 | 0 | 100.0000 | 0.0000 |
| Total | 8753183 | 8753183 | 100 | 8753183 | 0 | 100.0000 | 0.0000 |

| Resolution 3. Ordinary Resolution: Appointment of Auditors and fixing of their remuneration | | | | | | | |
|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 |



| Resolution 4. Ordinary Resolution: The provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for Appointment of Independent Director, Sri K N V Ramani | | | | | | | |
|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)= (4)/(2)*100 | % of Votes against on votes polled (7)= (5)/(2)*100 |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 |

| Resolution 5. Ordinary Resolution: The provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for Appointment of Independent Director, Sri C S K Prabhu | | | | | | | |
|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)= (4)/(2)*100 | % of Votes against on votes polled (7)= (5)/(2)*100 |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 |



| Resolution 6. Ordinary Resolution: The provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for Appointment of Independent Director, Dr K R Thillainathan | | | | | | | | | | |
|--|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|--|--|--|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 | | | |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 | | | |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | | | |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 | | | |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 | | | |

| Resolution 7. Ordinary Resolution: The provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for Appointment of Independent Director, Sri S Palaniswami | | | | | | | | | | |
|---|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|--|--|--|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 | | | |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 | | | |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | | | |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 | | | |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 | | | |



Resolution 8. Ordinary Resolution: The provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 for Appointment of Independent Director, Sri K Sadhasivam

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 |

Resolution 9. Special Resolution: Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013

| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100 | % of Votes against on votes polled (7)=[(5)/(2)*100 |
|--------------------------------|------------------------|-------------------------|---|------------------------------|----------------------------|---|---|
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Others | 1933 | 1933 | 100 | 802 | 1131 | 41.4899 | 58.5101 |
| Total | 8753183 | 8753183 | 100 | 8752052 | 1131 | 99.9871 | 0.5851 |



| Resolution 10. Special Resolution: Providing security u/s 180(a) of the Companies Act, 2013 in connection with the borrowings of the Company | | | | | | | | | |
|--|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|--|--|
| Promoter/Public | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)= (4)/(2)*100 | % of Votes against on votes polled (7)= (5)/(2)*100 | | |
| Promoter and Promoter Group | 8751250 | 8751250 | 100 | 8751250 | 0 | 100.0000 | 0.0000 | | |
| Public – Institutional holders | 0 | 0 | 0 | 0 | 0 | 0.0000 | 0.0000 | | |
| Public-Others | 1933 | 1933 | 100 | 822 | 1111 | 42.5246 | 57.4754 | | |
| Total | 8753183 | 8753183 | 100 | 8752072 | 1111 | 99.9873 | 0.5748 | | |

For Bannari Amman Spinning Mills Limited



COMPANY SECRETARY