

BANNARI AMMAN SPINNING MILLS LIMITED

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PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF BANNARI AMMAN SPINNING MILLS LIMITED HELD AT NANI KALAIARANGAM, MANI HIGHER SECONDARY SCHOOL, PAPPANAICKENPALAYAM, COIMBATORE - 641 037 ON MONDAY THE 28TH OF SEPTEMBER, 2015 AT 9.15 A .M.

MEMBERS PRESENT:

In Person: 54

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 |
| Sri P R Vittel | - Statutory Auditor |
| Sri N Krishnaraj | - Company Secretary |

Invitees Present:

- | | |
|--------------------|---------------------------|
| Sri A Senthil | - Chief Executive Officer |
| Sri P R Vittel | - Statutory Auditor |
| Sri C S Balakumar | - Chief Financial Officer |
| Sri R Dhanasekaran | - Secretarial Auditor |

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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With the permission of the members, the Notice convening the meeting, the Directors' Report and the Audited Financial Statements as at 31.3.2015 were taken as read.

Sri P R Vittel, Partner, P N Raghavendrarao & Co, Statutory Auditors highlighted the salient points of the Auditors Report for the year ended 31st March, 2015. 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 31st March, 2015.

Sri S V Arumugam, Chairman 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 30th June, 2015 and on the business prospects of the Company for the Current Financial Year.

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 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 Central Depository Services (India) 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 as the Scrutinizer.

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

RESOLVED that the Audited Financial Statements for the financial year 31.3.2015, together with the Report of the Directors and Auditors be and are hereby adopted.

2. DECLARATION OF DIVIDEND ON EQUITY SHARES

RESOLVED that the dividend at the rate of ₹1.50/- per every one Equity share of ₹10/- each (i.e., 15% of the Equity Capital) in respect of capital paid-up on 31st March, 2015, be



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and is hereby declared and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 28th September, 2015 and in respect of dematerialized shares, the dividend will be paid on the basis of the beneficial ownership furnished by the National Securities Depository Limited and Central Depository Services (India) Limited at the end of the business hours on 21st September, 2015.

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. RATIFICATION OF APPOINTMENT OF AUDITORS

RESOLVED that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board, the appointment of the auditors of the Company viz., M/s P N Raghavendra Rao and Co., Chartered Accountants, Coimbatore (Firm Registration No.003328S), to hold office from the conclusion of this 25th Annual General Meeting and until the conclusion of 26th Annual General Meeting be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix their remuneration for the Financial Year 2015-16, on the recommendation of Audit Committee.

SPECIAL BUSINESS**5. APPOINTMENT OF SMT S SIHAMANI, AS INDEPENDENT DIRECTOR**

RESOLVED that :

- i. Smt S Sihamani (DIN 06945399), who was appointed as an additional Director of the Company by the Board of Directors w.e.f 1.9.2014 to hold office up to the date of the ensuing 25th Annual General Meeting, be and is hereby appointed as Director of the company and
- ii. Pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges, Smt S Sihamani, (DIN 06945399), who fulfills the criteria required for appointment as Independent Director, be and is hereby appointed as an Independent Director to hold office for a term of five consecutive years, i.e., from the date of the ensuing 25th Annual General Meeting and she is not liable to retire by rotation.



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6. RE-APPOINTMENT 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, the approval of the shareholders be and is hereby accorded for appointment and payment of remuneration to Sri S V Arumugam, as Managing Director (DIN 00002458) of the Company for a further period of 3 years w.e.f 27.6.2015 and that Sri S V Arumugam, Managing Director, be paid the following remuneration as recommended by the Nomination and Remuneration Committee:

1. **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:** ₹5,00,000/- (Rupees Five Lakhs only) per month.
 - b. **Perquisites:** As may be decided by the Board of Directors, 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.
2. **PERQUISITES NOT INCLUDED IN THE ABOVE REMUNERATION:**
 - 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.

7. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST ACCOUNTANT

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 ₹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 Accountant (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 31st March 2016 be and is hereby ratified and confirmed.

8. DELETION OF ARTICLES IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

RESOLVED that Article 106.b) and Article 111. of the Articles of Association of the Company be deleted.



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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 30.9.2015. The consolidated voting results will be attached to the minutes.

With a vote of thanks to the Chair rendered by Sri N Krishnaraj, Company Secretary, the 25th Annual General Meeting of the Company concluded at 10.10 A.M.

Place: Coimbatore

Date :30.9.2015


CHAIRMAN 30/9/2015
Coimbatore

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 4.00 P.M on 29.9.2015 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 FOR THE YEAR ENDED 31ST MARCH, 2015, THE REPORT OF THE BOARD OF DIRECTORS AND THE REPORT OF THE AUDITORS THEREON

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					



BANNARI AMMAN SPINNING MILLS LIMITED**2. DECLARATION OF DIVIDEND ON EQUITY SHARES**

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					

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

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					

4. RATIFICATION OF APPOINTMENT OF AUDITORS AND FIXING OF THEIR REMUNERATION (FIRM REGISTRATION NO. 003328S)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					



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5. APPOINTMENT OF SMT S SIHAMANI (DIN 06945399) AS AN INDEPENDENT DIRECTOR

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					

6. RE-APPOINTMENT AND PAYMENT OF REMUNERATION TO SRI S V ARUMUGAM, MANAGING DIRECTOR (DIN 00002458)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					

7. RATIFICATION OF REMUNERATION PAYABLE TO SRI M NAGARAJAN, COST ACCOUNTANT (FIRM REGISTRATION NO.102133)

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as an Ordinary Resolution					



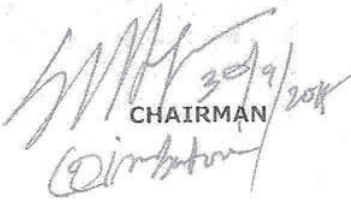
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8. DELETION OF ARTICLE 106.b) AND ARTICLE 111. OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Voting Result :					
Total No. of shares held	Total No. of votes polled	In Favour		Against	
		No. of Votes	%	No. of Votes	%
8753906	8753906	8753906	100.00	0	0.00
Passed as Special Resolution					

Place: Coimbatore

Date :30.9.2015


 CHAIRMAN
 Coimbatore

CERTIFIED TRUE COPY

For Bannari Amman Spinning Mills Limited


 COMPANY SECRETARY