

BANNARI AMMAN SPINNING MILLS LIMITED
ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2015
RESULTS OF VOTING UNDER CLAUSE 35A OF THE LISTING AGREEMENT

Date of the Annual General Meeting : Monday, the 28th September, 2015
 Total Number of Shareholders as on record date (21.9.2015) : 6879
 No. of Shareholders present in the meeting either in person or through Proxy
 Promoters and Promoter Group : 3
 Public : 51
 No. of Shareholders present in the meeting through video conferencing No video conferencing
 Promoters and Promoter Group : N.A
 Public : N.A
 Resolution required : As mentioned against each Item No. below
 Mode of Voting : By E-voting / Polling at the Annual General Meeting

Summary of Voting Results in respect of Resolutions placed at the Annual General Meeting held on 28.09.2015

Resolution 1. Ordinary Resolution: 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							
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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000

Resolution 3. Ordinary Resolution: 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							
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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000



Resolution 4. Ordinary Resolution: Ratification of appointment of Auditors and fixing of their remuneration (Firm Registration No. 003328S)							
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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000

Resolution 5.Ordinary Resolution: Appointment of Smt S Sihamani (DIN 06945399) as an Independent Director							
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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000



Resolution 6. Ordinary Resolution: Re-appointment and payment of remuneration to Sri S V Arumugam, Managing Director (DIN: 00002458)

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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000

Resolution 7. Ordinary Resolution: Ratification of remuneration payable to Sri M Nagarajan, Cost Accountant (Firm Registration No. 102133)

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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000



Resolution 8. Special Resolution: Deletion of Article 106.b) and Article 111 of the Articles of Association 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	2656	2656	100	2656	0	100.0000	0.0000
Total	8753906	8753906	100	8753906	0	100.0000	0.0000



For Bannari Amman Spinning Mills Limited


COMPANY SECRETARY

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2015 and Clause No.35B of the Listing Agreement)

To

The Chairman

Bannari Amman Spinning Mills Limited
(CIN: L17111TZ1989PLC002476)
252, Mettupalayam Road
Coimbatore 641 043

Ref: 25th Annual General Meeting of the members of M/s Bannari Amman Spinning Mills Limited ("the Company")- held on Monday, the 28th day of September, 2015 at 9.15. A.M. at Nani Kalaiaragam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641 037.

Dear Sir,

1. I, R. Dhanasekaran, Company Secretary in Practice (CP No.7745), was appointed as Scrutinizer by the Board of Directors of M/s Bannari Amman Spinning Mills Limited ("the Company") at its meeting held on 30.5.2015, for the purpose of Scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting of the members of the company held on Monday the 28th of September 2015 at 9.15. A.M. at Nani Kalaiaragam, Mani Higher Secondary School, Pappanaickenpalayam, Coimbatore 641 037.
2. The compliance with the provisions of the Companies Act, 2013 and the Rule made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 25th 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 ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the



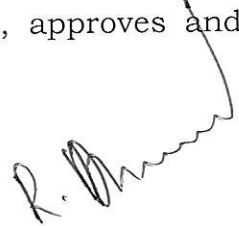


resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) website www.evotingindia.com and the report generated electronically for voting by use of ballots at the meeting.

3. I have rendered scrutinizers' report separately on the remote e-voting and using ballots at the meeting and I hereby submit consolidated scrutinizer's report pursuant to Rule 20 (4) (xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
4. The results of the voting is annexed to this report.
5. All relevant records of electronic voting and ballot papers received from members are with me, in safe custody, and the same shall be handed over to the company on Chairman considers, approves and signs the minutes of the 25th Annual General Meeting.


Thanking you

Date: 29.9.2015
Place: Coimbatore



CS. R. Dhanasekaran
Company Secretary in Practice,
FCS7070/CP 7745.

We, the undersigned witness that the e-votes cast, in respect of the above mentioned company, were unblocked from the e-voting website of Central Deposited Services Limited (<https://www.evotingindia.com>).

1. Signature
Name and address


CA M SHANMUGAM B Com FCA
Chartered Accountant
"SAROJ" 5 A Murugan Nagar
Nanjundapuram Road
Coimbatore - 641 045
Membership No: 020388

2. Signature
Name and address


S. Gopalakrishnan
S/o S. Sivanandam
6, Metta layout
Coimbatore - 641004

Resolution No.	Item	Type of resolutions	Total No. of votes polled	Votes polled in favour resolutions			Votes polled against resolutions		
				No. of Folios voted	No. of shares	% of votes	No. of Folios voted	No. of shares	% of votes
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.	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
2	Declaration of Dividend on equity shares	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
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	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
4	Ratification of appointment of Auditors and to fix their remuneration (Firm Registration No. 003328S)	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
5	Appointment of Smt S Sihamani (DIN 06945399) as an Independent Director	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
6	Re-appointment and payment of remuneration to Sri S V Arumugam, Managing Director (DIN 00002458)	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
7	Ratification of remuneration payable to Sri M Nagarajan, Cost Accountant (Firm Registration No. 102133)	Ordinary	8753906	43	8753906	100.00	Nil	Nil	Nil
8	Deletion of Article 106.b) and Article 111 of the Articles of Association of the Company	Special	8753906	43	8753906	100.00	Nil	Nil	Nil

