



BANNARI AMMAN SPINNING MILLS LIMITED

Regd. Office: 252, Mettupalayam Road, Coimbatore - 641 043, Tamilnadu INDIA

Telephone : 0422 - 2435555 E-mail : shares@bannarimills.com

Website : www.bannarimills.com CIN : L17111TZ1989PLC002476 GSTRN : 33AAACB8513A1ZE

BASML/SEC/1383/SE'S/2023-24

11.3.2024

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra-Kurla Complex Bandra (East)
Mumbai 400 051

BSE Limited
Floor 25
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Intimation of Postal Ballot Results pursuant to Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Ref: Scrip Code: NSE - BASML; BSE - 532674

This is in furtherance to our letter dated BASML/SEC/1302/SE'S/2023-24 dated February 9th, 2024, seeking the approval of the Members of the Company by way of Ordinary/ Special Resolutions through Remote E-Voting process for the following items as set out in the Postal ballot Notice:

1. Increase of Authorised Share Capital and Alteration in the Capital Clause of the Memorandum of Association of the Company;
2. Alteration in Object Clause of the Memorandum of Association;
3. Approval for disinvestment in the equity shares of Material Subsidiary VIZ., Young Brand Apparel Private Limited;

We wish to inform that above Resolutions have been duly passed by the Members of the Company with requisite majority on 10th March, 2024, being the last date of the Remote E-Voting. In this regard, please find enclosed the following:

1. Voting results through Remote E-Voting, under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
2. Scrutinizer's Report dated March 11, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Kindly take on record the above information.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SPINNING MILLS LIMITED

N
Krishnaraj
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by N Krishnaraj
Date: 2024.03.11
17:38:53 +05'30'

**N KRISHNARAJ
COMPANY SECRETARY**

A20472

Encl: as above



| General information about company | |
|---|--------------------------------------|
| Scrip code | 532674 |
| NSE Symbol | BASML |
| MSEI Symbol | NOTLISTED |
| ISIN | INE186H01022 |
| Name of the company | BANNARI AMMAN SPINNING MILLS LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 10-03-2024 |
| Start time of the meeting | |
| End time of the meeting | |

| Scrutinizer Details | |
|---|--|
| Name of the Scrutinizer | R DHANASEKARAN |
| Firms Name | R Dhanasekaran Company Secretary in Practice |
| Qualification | CS |
| Membership Number | 7070 |
| Date of Board Meeting in which appointed | 04-12-2024 |
| Date of Issuance of Report to the company | 11-03-2024 |

| Voting results | |
|--|------------|
| Record date | 07-02-2024 |
| Total number of shareholders on record date | 20592 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 3 |
| Disclosure of notes on voting results | |

| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Ordinary | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Increase of Authorised Share Capital and alteration in the Capital Clause of the Memorandum of Association of the Company. | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 |
| Public-Institutions | E-Voting | 125525 | 27269 | 21.724 | 27269 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 125525 | 27269 | 21.724 | 27269 | 0 | 100 |
| Public- Non Institutions | E-Voting | 28836222 | 69622 | 0.2414 | 62702 | 6920 | 90.0606 | 9.9394 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 28836222 | 69622 | 0.2414 | 62702 | 6920 | 90.0606 |
| Total | | 64841871 | 35977015 | 55.4842 | 35970095 | 6920 | 99.9808 | 0.0192 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Alteration in Object Clause of the Memorandum of Association | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 |
| Public-Institutions | E-Voting | 125525 | 27269 | 21.724 | 27269 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 125525 | 27269 | 21.724 | 27269 | 0 | 100 |
| Public- Non Institutions | E-Voting | 28836222 | 69222 | 0.2401 | 60428 | 8794 | 87.2959 | 12.7041 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 28836222 | 69222 | 0.2401 | 60428 | 8794 | 87.2959 |
| Total | | 64841871 | 35976615 | 55.4836 | 35967821 | 8794 | 99.9756 | 0.0244 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|---------------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

| Resolution(3) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Approval for disinvestment in the equity shares of Material Subsidiary VIZ., Young Brand Apparel Private Limited | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 35880124 | 35880124 | 100 | 35880124 | 0 | 100 |
| Public- Institutions | E-Voting | 125525 | 27269 | 21.724 | 0 | 27269 | 0 | 100 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 125525 | 27269 | 21.724 | 0 | 27269 | 0 |
| Public- Non Institutions | E-Voting | 28836222 | 69622 | 0.2414 | 61702 | 7920 | 88.6243 | 11.3757 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 28836222 | 69622 | 0.2414 | 61702 | 7920 | 88.6243 |
| Total | | 64841871 | 35977015 | 55.4842 | 35941826 | 35189 | 99.9022 | 0.0978 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |

| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

N
Krishnaraj

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Certificate No.: 150/2023-24

SCRUTINIZER'S REPORT

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the
Companies (Management and Administration) Rules, 2014)**

To

The Chairman
Bannari Amman Spinning Mills Limited
(CIN: L17111TZ1989PLC002476)
252, Mettupalayam Road,
Coimbatore 641043.

Reg: Report on the Postal ballot process for the resolutions as set out in the Notice of Postal
Ballot dated 7th February, 2024

Sir

1. The board of directors of Bannari Amman Spinning Mills Limited ("the Company") (CIN: L17111TZ1989PLC002476) at its meeting held on 4th December, 2023, appointed me as a Scrutinizer to scrutinize the Postal Ballot Process (voting by e-voting) and issue a report in connection with the subject matter.
2. I submit my report as under:
 - a. As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated 7th February, 2024 through electronic mode to the members whose names appeared in the Registrar of Members/list of beneficial owners as on cut-off date i.e 7th February, 2024
 - b. As the Postal Ballot process was conducted only through remote e-voting system pursuant to the above referred circulars, no Postal Ballot forms were required to be sent by the Company.
 - c. Particulars of all votes cast through electronic mode have been entered in the Register separately maintained for the purpose in electronic mode.





Company Secretary in Practice

- d. Since there was no voting by physical postal ballot form, the question of keeping them in my safe custody before commencing the scrutiny does not arise.
 - e. The votes cast through electronic means were unblocked after 5.00 P.M. on 10th March, 2024
 - f. Votes cast through electronic means were scrutinized and the shareholding was matched with the Register of Members of the Company /list of beneficiaries as on the cut-off date (7th February, 2024).
 - g. Votes cast through electronic means up to 5.00 P.M. of 10th March, 2024, being the last time and date fixed by the company for voting through electronic means were considered for my scrutiny.
 - h. Since the voting on Postal ballot Process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.
 - i. Since the voting on Postal ballot Process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form returned undelivered also does not arise.
 - j. Since the voting on Postal ballot Process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot papers also does not arise.
 - k. All the e-registers and records relating to e-voting process kept by me be returned to the Company on receipt of proof of signing of the related minutes by the Chairman for their safe custody.
3. A Summary of votes cast through electronic means is given in Annexure 1
 4. Accordingly, the results of e-voting done by the members of the Company on the resolutions set out in the Postal Ballot Notice dated 7th February, 2024, may be declared.

R Dhanasekaran
Company Secretary in Practice
FCS 7070 / CP 7745
Peer Review No 811/2020
ICSI UDIN: F007070E003564107

Date: 11.03.2024

Place: Coimbatore



ANNEXURE - 1

Based on the scrutiny of remove e-voting, summary of votes cast through electronic means in "favour" and "against" in respect of the resolutions set out in the Postal Ballot Notice dated 7th February, 2024 of M/s. Bannari Amman Spinning Mills Limited (CIN: L17111TZ1989PLC002476)

1. Increase of Authorised Share Capital and alteration in the Capital Clause of the Memorandum of Association of the Company (Ordinary Resolution)

| Particulars | No. of members who voted | No of votes cast | % to the total vote cast |
|---|--------------------------|------------------|--------------------------|
| Valid votes in FAVOUR of the resolution | 98 | 35970095 | 99.981 |
| Valid votes AGAINST the resolution | 9 | 6920 | 00.019 |
| Total | 107 | 35977015 | 100.000 |
| Invalid votes | Nil | Nil | Nil |

2. Alteration in object clause of the Memorandum of Association of the Company (Special Resolution)

| Particulars | No. of members who voted | No of votes cast | % to the total vote cast |
|---|--------------------------|------------------|--------------------------|
| Valid votes in FAVOUR of the resolution | 97 | 35967821 | 99.976 |
| Valid votes AGAINST the resolution | 9 | 8794 | 00.024 |
| Total | 106* | *35976615 | 100.000 |
| Invalid votes | Nil | Nil | Nil |

*1 member holding 400 shares was abstained.

3. Approval for disinvestment in the equity shares of material subsidiary viz., Young Brand Apparel Private Limited (Special Resolution)

| Particulars | No. of members who voted | No of votes cast | % to the total vote cast |
|---|--------------------------|------------------|--------------------------|
| Valid votes in FAVOUR of the resolution | 96 | 35941826 | 99.902 |
| Valid votes AGAINST the resolution | 11 | 35189 | 00.098 |
| Total | 107 | 35977015 | 100.000 |
| Invalid votes | Nil | Nil | Nil |

