



SAMBANDAM SPINNING MILLS LIMITED UNIT-I

Registered Office : P.B. No.1, Kamaraj Nagar Colony, Salem 636 014, Tamil Nadu
(P) +91 427 2240790 (F) +91 427 2240169 (E) corporate@sambandam.com
website : www.sambandam.com Corporate Identity No. L17111TZ1973PLC000675

PROCEEDINGS OF THE 43rd ANNUAL GENERAL MEETING

Date of the AGM/EGM	12.08.2017
Total number of shareholders on record date	3823
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	15 585
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NOT APPLICABLE

For Sambandam Spinning Mills Limited

(S.Devarajan)

Chairman and Managing Director



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**DECLARATION OF RESULTS BY THE CHAIRMAN FOR THE RESOLUTIONS
CONTAINED IN THE NOTICE OF THE 43rd ANNUAL GENERAL MEETING OF
THE COMPANY BASED ON THE CONSOLIDATED REPORT OF THE SCRUTINIZER**

Sl. No.	Resolutions	Type of Resolution	Declaration of Result
1.	ADOPTION OF FINANCIAL STATEMENTS	Ordinary Resolution	Resolution passed Unanimously as an Ordinary Resolution
2.	DECLARATION OF DIVIDEND	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
3.	RE-APPOINTMENT OF MRS.S.ABIRAMI, DIRECTOR RETIRING BY ROTATION	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
4.	APPOINTMENT OF STATUTORY AUDITOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
5.	RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
6.	APPOINTMENT OF DR.V.SEKAR – INDEPENDENT DIRECTOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
7.	APPOINTMENT OF MR.D.BALASUNDARAM – INDEPENDENT DIRECTOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
8.	APPOINTMENT OF DR.R.RAMARATHNAM – INDEPENDENT DIRECTOR	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution
9.	ACCEPTANCE OF FIXED DEPOSITS FROM MEMBERS OF THE COMPANY	Ordinary Resolution	Resolution passed with requisite Majority as an Ordinary Resolution

For Sambandam Spinning Mills Limited

(S. Devarajan)
Chairman and Managing Director

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

OFFICE:

**29 & 30,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE:- 0431- 2761590.
Email:- bksundaram@gmail.com**

REPORT OF SCRUTINIZER

[pursuant to Sections 108 & 109 of the Companies Act, 2013 and Rules 20(3)(xi) and 21(1)(l) of the Companies (Management and Administration) Rules,2014]

To

The Chairman

M/s. SAMBANDAM SPINNING MILLS LIMITED

Mill Premises, P.B.No.1, Kamaraj Nagar

Salem - 636014


I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s. SAMBANDAM SPINNING MILLS LIMITED, (CIN: L17111TZ1973PLC000675) having its registered office at Mill Premises, P.B.No.1, Kamaraj Nagar, Salem - 636014 for the purpose of scrutinizing the process of e-voting and voting by use of ballot at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the votes cast FOR and AGAINST through e-voting and voting by use of ballot at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, I submit my report as under:-

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1. The e-voting period remained open from 8th August, 2017 (9.15 am) to 11th August, 2017 (05.00 pm) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 12th August, 2017 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 which has been furnished separately to the Chairman of the meeting.
3. The e-votes were unblocked through the menu provided in the CDSL website on 12th August, 2017 after the conclusion of the AGM in the presence of two witnesses viz Mr. B. V. Venkateswaran and Mr. K. SANKARA SUBRAMANIAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(B. V. VENKATESWARAN)


(K. SANKARA SUBRAMANIAN)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.



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5. Based on the counting of valid votes cast thro' e-voting and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

Sl.No.	Particulars of the Business	Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes
1	Agenda item No.1:- Adoption of Financial Statements	Poll	1	90000		0	0
		E-voting	29	1951091		0	0
		Total	30	2041091	100	0	0
2	Agenda item No.2:- Declaration of Dividend	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
3	Agenda item No.3:- Re-appointment of Mrs. S. Abirami, Director retiring by rotation	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
4	Agenda item No.4:- Appointment of Statutory Auditor	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10



Sl.No.	Particulars of the Business	Voted for			Voted against		
			No. of Members	No. of votes	Vote %	No. of Members	No. of Votes
	SPECIAL BUSINESS						
5	Agenda item No.5:- Ratification of remuneration payable to Cost Auditor	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
6	Agenda item No.6:- Appointment of Dr. V. Sekar - Independent Director	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
7	Agenda item No.7:- Appointment of Mr. D. Balasundaram - Independent Director	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
8	Agenda item No.8:- Appointment of Dr. R. Ramarathnam - Independent Director	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10
9	Agenda item No.9:- Acceptance of Fixed Deposits from Members of the Company	Poll	1	90000		0	0
		E-voting	28	1951081		1	10
		Total	29	2041081	100	1	10




The downloaded e-voting records, ballot forms and other connected papers relating to e-voting and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and uploads / announces the result in their website (www.sambandam.com) and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

PLACE : Salem
DATE : 12-08-2017



For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP. 2209.

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

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FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To
The Chairman
M/s. SAMBANDAM SPINNING MILLS LIMITED
Mill Premises, P.B.No.1, Kamaraj Nagar
Salem - 636014

Dear Sir,

Sub: 43rd Annual General Meeting of the Equity Shareholders of M/s. SAMBANDAM
SPINNING MILLS LIMITED held on 12-08-2017 at 10.45 A.M

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 &
M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES
have been appointed as a scrutinizer by M/s. SAMBANDAM SPINNING MILLS LIMITED,
(CIN: L17111TZ1973PLC000675) having its Registered Office at Mill Premises,
P.B.No.1, Kamaraj Nagar, Salem - 636014 for the purpose of poll taken on the below
mentioned resolution(s), at the 43rd Annual General Meeting of the Equity
Shareholders of M/s. SAMBANDAM SPINNING MILLS LIMITED, held on 12-08-2017 at
10.45 A.M. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept
for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers
were diligently scrutinized. The poll papers were reconciled with the records
maintained by the Registrar and Transfer Agents of the Company viz.
M/s. CAMEO CORPORATE SERVICES LIMITED, CHENNAI -600 002.
3. There is only one poll paper which is a valid one.



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4. The result of the Poll is as under:

ORDINARY BUSINESS:-

(a) Resolution 1 - Adoption of Financial Statements

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(b) Resolution 2 – Declaration of Dividend

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



(c) Resolution 3 – Re-appointment of Mrs. S. Abirami, Director retiring by rotation

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(d) Resolution 4 – Appointment of Statutory Auditor

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



SPECIAL BUSINESS:-

(e) Resolution 5 – Ratification of remuneration payable to Cost Auditor

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(f) Resolution 6 – Appointment of Dr. V. Sekar – Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



(g) Resolution 7 – Appointment of Mr. D. Balasundaram – Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

(h) Resolution 8 – Appointment of Dr. R. Ramarathnam – Independent Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



(i) Resolution 9 – Acceptance of Fixed Deposits from Members of the Company

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	90000	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0


5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.


Thanking you,

Place : Salem
Date : 12-08-2017



Yours faithfully,
For B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP: 2209.