

**EXTRACTS OF THE MINUTES OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF AMARJOTHI SPINNING MILLS LIMITED, 157, KUMARAN ROAD, TIRUPUR, COIMBATORE DISTRICT - 641601 HELD ON FRIDAY THE 25<sup>TH</sup> SEPTEMBER, 2015**

The 27<sup>th</sup> Annual General Meeting of the Company was held on Friday 25<sup>th</sup> September 2015 at 11.00 A.M. at the Meeting Hall of Gayathri Hotel, Kangayam Road, Tirupur – 641 604.

The following Directors were present:

Mr. R. Premchander	Managing Director
Mr. R. Jaichander	Whole-Time Director
Mr. N. Rajan	Director
Mr. N. Radhakrishnan	Director
Mr. M. Moorthi	Director
Dr. V. Subramaniam	Director
Mr. V.T. Subramanian	Director
Mr. V. Manikandan	Director
Mr. M.S. Sivakumar	Director
Mrs. M. Amutha	Director

In Attendance:

Mr. P. Singaravelu	Chief Financial Officer
Mrs. A. Manjusri	Company Secretary

**Mr. V. NARAYANASWAMI M.A., F.C.A.** Statutory Auditor and **Mr. R. RAMCHANDAR, B.com, ACS, LLB**, Company Secretary in Practice, the Scrutinizer for scrutinizing the process of electronic and ballot voting were also present.

**43 members** were present in person/by proxy as per attendance recorded.

Mr. N. Rajan, Chairman of the Board of Directors took the chair.

The following documents and registers as required under the Companies Act, 2013 were placed on the table:

1. Notice convening the 27<sup>th</sup> Annual General Meeting of the Company.
2. Director's report along with Annexure thereon for the financial year ended March 31, 2015.
3. The Audited Accounts and Auditor's Report thereon for financial year ended March 31, 2015.



4. The proxy register with proxies lodged with the Company in connection with 27<sup>th</sup> Annual General Meeting of the Company.
5. Register of Directors and Key Managerial Personnel and their shareholding (remained open for inspection during the meeting) (u/s 170)
6. Register of Contracts or arrangements in which Directors and Key Managerial Personnel are interested (remained open for inspection during the meeting) (u/s 189)
7. Secretarial Audit report for the year ended March 31, 2015.

At 11.10 A.M, The Chairman commenced the meeting by welcoming the members to 27<sup>th</sup> Annual General Meeting (AGM).

The requisite quorum being present, as required under section 103 of the Companies Act 2013, the meeting was called to order and may proceed with the Agenda.

The Chairman then introduced the members of Board of Directors, Auditors, CFO and Company Secretary present on the dais. Thereafter, the Chairman made his speech.

Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of members present, the notice convening the meeting, the Director's report along with Annexure thereto and the Annual Accounts for the financial year ended March 31, 2015 already circulated were taken as read.

The Chairman informed the members that the Auditor's report to the members on the annual accounts of the Company for the financial year ended 31<sup>st</sup> march 2015 did not contain any qualification, observation or comment on financial transactions or matters, which had any adverse effect on the functioning of the Company. The Company also read the Secretarial Audit Report along with the observation, qualification, Comments mentioned in the Secretarial Audit Report and drawn attention of the members about the explanation given in the Board of Director's Report for resolving such observations in the report.

The Chairman requested the Auditor to read Auditor's report. Mr. V. NARAYANASWAMI M.A., F.C.A. Statutory Auditor highlighted the salient points of the Auditor's report for the year ended 31<sup>st</sup> March 2015. He informed that there was no qualification or adverse remark in the Auditor's Report.

The Chairman informed the members that the Companies Act, 2013 had come into effect from April 1, 2014 and has brought about several changes in the procedure for conducting AGM including changes in voting procedures at the AGM.

The chairman informed that considering all the statutory requirements, both under Companies Act, 2013 and Listing Agreement, the Company had decided to follow a process that ensured larger participation and also provided equal opportunity to all members in the voting process at the AGM.



He further stated that the Company had provided e-voting facility to the members entitled to cast their votes at the AGM, through electronic voting platform of CDSL, as per Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014. The Company also provided Assent/Dissent form to those shareholder who had attended the AGM.

He further stated that the Mr. R. Ramchandar, B.Com, ACS, LLB., was appointed as the Scrutinizer for the purpose of independently conducting and scrutinizing the e-voting process and the Assent/Dissent forms received from the members in a fair & transparent manner.

He further stated that the cut-off date of 18<sup>th</sup> September 2015 was fixed to record the entitlement of the Shareholders for the aforesaid e-voting and voting through Assent/Dissent form at the AGM. The Members who had not exercised their vote through remote e-voting and those members who held shares as on 18<sup>th</sup> September 2015 (being cut off date e-voting) can participate in the poll at the AGM venue.

He further stated that in line with the new requirements under the Companies Act, 2013, the voting at the AGM will be conducted by Poll.

The consolidated result on declaration will be intimated within 48 hours from the conclusion of the meeting to the Stock Exchange where the shares of the company are listed. The same shall also be available at the company's website <http://www.amarjothi.net/>.

Thereafter the Chairman throw open the session for discussion of the members present in the meeting. The members raised queries and gave suggestions on various issues relating to the Company's financial statements and business operations. The Chairman Mr. N. Rajan and Mr. V.T. Subramanian replied to the queries of the shareholders. The members and proxies present exercised their voting by ballot.

On Completion of voting, Mr. V. Manikandan, Director proposed vote of thanks to all the members who have come and actively participated in the meeting to made it a success. He



