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/602/SE'S/2026-27

10.8.2026

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block G
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

The Manager
Listing Department
BSE Limited
Floor 25
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Copy of proceedings of Annual General Meeting – Reg.
Ref: Scrip Code: NSE - BASML ; BSE - 532674

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th Annual General Meeting of the Company was held through video conferencing (VC) / Other Audio - Visual Means (OAVM) on Monday, the 10th day of August 2026 at 11.00 A.M (IST) and the business stated in the Agenda of the Notice calling the AGM were duly transacted and approved by the Shareholders. A copy of the proceedings of the same is enclosed for your records.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SPINNING MILLS LIMITED

N KRISHNARAJ
COMPANY SECRETARY
A20472

N KRISHNARAJ

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Encl: as above

BANNARI AMMAN SPINNING MILLS LIMITED

PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF BANNARI AMMAN SPINNING MILLS LIMITED HELD ON MONDAY THE 10TH AUGUST, 2026 AT 11.00 A.M (IST) THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) AT THE DEEMED VENUE AT THE REGISTERED OFFICE SITUATED AT 252, METTUPALAYAM ROAD, COIMBATORE 641043.

Members Present:

Promoter/Promoter Group - 2

Public - 87

In Attendance:

Sri S V Arumugam	- Chairman & Managing Director
Sri S K Sundararaman	- Director
Sri K P Ramakrishnan	- Director and Chairman of Audit Committee and Stakeholders Relationship Committee
Smt Priya Bhansali	- Director and Chairperson of Nomination and Remuneration Committee
Smt Sadhana Vidhya Shankar	- Director
Sri K Sadhasivam	- Director
Sri C Sivasamy	- Director
Sri R Shanmugavelayutham	- Director
Sri N Krishnaraj	- Company Secretary
Sri S Seshadri	- Chief Financial Officer
Sri P R Vittel	- Statutory Auditor, P.N Raghavendra Rao & Co
Sri Pon Arul Paraneedaran	- Statutory Auditor, P.N Raghavendra Rao & Co
Sri R Dhanasekaran	- Secretarial Auditor
Sri M Nagarajan	- Cost Auditor

The Company Secretary verified the Quorum and the required quorum being present requested the chairman to commence the proceedings.

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 at 11.00 A.M.

The Chairman announced the following: -

a) This Annual General Meeting is being held through Audio-Video mode in compliance with relevant circulars of Ministry of Corporate Affairs and Securities and Exchange Board of India.

b) Participation of members through Audio-Video mode is reckoned for the purpose of quorum.

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c) The proceedings of this meeting are being recorded and will be hosted on the website of the company.

d) The Registers as required to be placed at venue of the Meeting for the inspection of Members under the Companies Act, 2013 has been made available for inspection by the members during the AGM at https://instameet.in.mpms.mufg.com. Alternatively, the Members seeking such registers can also send their request to shares@bannarimills.com

Then the Chairman ascertained the presence of Directors from Company Secretary that Eight Directors (including Chairman) and Chairman of the Audit Committee were present out of total Nine Directors and welcomed all the Directors.

On invitation of the Chairman, Sri N Krishnaraj, Company Secretary welcomed the Members, Board of Directors, Statutory Auditors, Secretarial Auditor and other participants.

Sri S V Arumugam, Chairman (DIN 00002458) addressed the members and briefed about the working of the Company. He explained the problems faced by the textile industry in general and prospects of the future. The Chairman also delivered his speech, covering the economic scenario, global textile market issues, overall performance of the Company.

The Chairman further announced that -

a) With the permission of members, the Notice of Annual General Meeting, Directors' Report along with Annexures and Annual Accounts for the year ended 31st March, 2026, are taken as read.

b) In the absence of any qualifications/adverse remarks/comments from Auditors, the Auditors' Report issued by M/s P N Raghavendra Rao & Co, Statutory Auditors, is taken as read.

c) In the absence of any qualifications/adverse remarks/comments from Secretarial Auditors, the Secretarial Audit Report issued by Sri R Dhanasekaran, is taken as read.

The Chairman then invited the members who have registered as Speakers to offer their comments, if any, on the working of the Company. Thereafter Three members, who have registered as speakers spoke on the working of the Company and raised some queries.

The Chairman thanked the members for their keen interest in the Company's working and answered the queries of shareholders one by one.

Since, the resolution have already been circulated, in the absence any remarks on the same, the Chairman announced the resolution may deemed to have read.

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ORDINARY BUSINESSES:

1. **ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.3.2026**

   RESOLVED that the Audited Financial Statements both Standalone and Consolidated for the Financial Year 31.3.2026, 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 Re.0.25 per every one Equity Share of Rs.5/- each for the Financial year ended 31st March 2026, be and is hereby declared.

3. **RE-APPOINTMENT OF SRI K SADHASIVAM, DIRECTOR**

   RESOLVED that Sri K Sadhasivam, Director (DIN 00610037) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company.

SPECIAL BUSINESS

4. **REAPPOINTMENT 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, subject to the approval of shareholders, by special resolution, Sri S V Arumugam, (DIN 00002458) be and is hereby re-appointed as Managing Director of the Company for a further period of 3 (Three) years w.e.f 27.6.2026 and that Sri S V Arumugam, Managing Director (DIN 00002458) be paid the following remuneration as recommended by the Nomination and Remuneration Committee:

   REMUNERATION : 10% (Ten Percent) of the Net Profits of the Company computed under the relevant provisions of the Companies Act, 2013, as overall remuneration:

   A. SALARY : Rs.15,00,000/- (Rupees Fifteen Lakhs only) per month

   B. PERQUISITES : An amount not exceeding annual Salary

   C. OTHER PERQUISITES (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.

   D. COMMISSION : Balance of overall remuneration remaining after payment of the above Salary and Perquisites at the end of each financial Year.

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MINIMUM REMUNERATION:

In the absence or inadequacy of profits in any financial year, to Sri S V Arumugam, Managing Director (DIN 00002458) shall be paid the following remuneration subject to the conditions prescribed under Section II of the Part II of Schedule V of the Companies Act, 2013, as minimum remuneration, notwithstanding that such remuneration may exceed the limits specified under Section II, of the Part II, of Schedule V of the Companies Act, 2013:

A. BASIC SALARY: Rs.15,00,000/- (Rupees Fifteen Lakhs only) per month;

B. PERQUISITES: Not Applicable

C. OTHER PERQUISITES (not included in the above remuneration):

I. Contribution to Provident Fund @ 12% on basic salary and to the extent the same is not taxable under the relevant provisions of Income Tax Act, 1961.

II. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

FURTHER RESOLVED that approval of shareholders by special resolution in terms of Section 196(3) of the Companies Act, 2013, be and is hereby accorded for the appointment of Sri S V Arumugam (DIN 00002458) as Managing Director, who has already attained the age of 70 years.

FURTHER RESOLVED that the appointee, Sri S V Arumugam, Managing Director (DIN 00002458), shall carry on the day-to-day business activities/affairs of the Company as Managing Director, subject to the superintendence, control and directions of the Board of Directors, from time to time.

5. **APPROVAL OF PAYMENT OF REMUNERATION TO COST AUDITOR**

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 Rs.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 Auditor (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, 2026 be and is hereby ratified and confirmed.

The Chairman further announced that –

a) The Company had appointed Mr R Dhanasekaran, Practicing Company Secretary, as Scrutinizer for the purpose of e-voting.

b) the results of the remote e-voting will be uploaded in the website of the Company on or before 12.8.2026.

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c) Members who have not yet casted their vote through remote e-voting may cast their votes on the resolutions set out in the Agenda from now and until 15 minutes from the conclusion of this meeting.

The requisite quorum was present throughout the meeting.

With a vote of thanks rendered by Sri S Seshadri, CFO, the 36th Annual General Meeting of the Company concluded at 11.48 A.M.

For Bannari Amman Spinning Mills Limited

COMPANY SECRETARY

N KRISHNARAJ

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