



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/428/SE/2025-26

1.7.2025

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
Floor25, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Notice of Postal Ballot under Section 110 of the Companies Act, 2013.

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

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Notice of Postal Ballot dated June 30, 2025 along with Explanatory Statement.

Further, we hereby certify and confirm that our Registrar and Share Transfer Agent, M/s MUFG Intime India Private Limited has sent the aforesaid Notice of Postal Ballot through email on July 1, 2025, to shareholders of the Company.

Kindly take on record the above information.

Thanking you,

Yours faithfully,

For BANNARI AMMAN SPINNING MILLS LIMITED

**N KRISHNARAJ
COMPANY SECRETARY**

BANNARI AMMAN SPINNING MILLS LIMITED

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CIN: L17111TZ1989PLC002476

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given that pursuant to, the provisions of Section 110 and all other applicable provisions, if any, of the Companies Act ("the Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 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, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed by the Members of Bannari Amman Spinning Mills Limited (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed CS R Dhanasekaran, Practicing Company Secretary (Membership Number FCS: 7070; COP: 7745) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions provided in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolution through the e-voting process not later than 5.00 p.m. (IST) on Thursday, 31st July, 2025 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of M/s. MUFG Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting.

The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.bannarimills.com, on the website of the M/s. MUFG Intime India Private Limited <https://instavote.linkintime.co.in> and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e Thursday, 31st July, 2025 .



AGENDA

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO THE "PROMOTER AND PROMOTER GROUP" CATEGORY ON PREFERENTIAL BASIS:

RESOLVED that pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), stock exchanges where the shares of the Company are listed ("Stock Exchanges"), or any other authority/body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory/regulatory and/or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions/permissions and/or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), approval of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches, up to **41,66,660 (Forty One Lakh Sixty Six Thousand Six Hundred and Sixty only)** convertible warrants ("Warrants") each convertible into or exchangeable for 1 (One) fully paid up Equity Share of the Company having a face value of Rs. 5/- (Rupees Five only) each ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants as per SEBI (ICDR) Regulations, to the below mentioned investor(s) ("Proposed Allottees") for cash at an issue price of Rs. 36/- (Rupees Thirty Six only) (including premium of Rs. 31/-) per Warrant ("Warrant Issue Price") aggregating upto Rs. 14,99,99,760/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Sixty only), being the price determined in accordance with Chapter V of SEBI (ICDR) Regulations and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations or other applicable laws and on such terms and conditions as are stipulated in the explanatory statement hereto and as may be determined by the Board in its absolute discretion in accordance with SEBI (ICDR) Regulations and other applicable law:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants upto	Investment amount up to (Rs.)
1	Murugan Enterprise Private Limited	Promoter	41,66,660	14,99,99,760

RESOLVED FURTHER that in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determination of the floor price for the subscription of preferential issue of Warrants to be issued and allotted as above as per ICDR regulations and other applicable laws be and is hereby fixed as Tuesday, July 01, 2025, being the date 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Thursday, July 31, 2025.

RESOLVED FURTHER that without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 5/- (Rupees Five only) each to the Warrant holders;
- b. In accordance with Chapter V of SEBI (ICDR) Regulation, an amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance



- 75% shall be payable by the Warrant holder(s) on and at the time of the exercise of the Warrant(s);
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company.
 - d. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company and the warrant holder shall forego all his rights in respect of the warrants allotted to him;
 - e. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
 - f. Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
 - g. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations, Companies Act, 2013 and all other applicable laws, rules and regulations;
 - h. The Equity Shares so allotted by payment of the balance 75% on and at the time of exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects including dividend, with the existing Equity Shares of the Company;
 - i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
 - j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees;
 - k. The Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time;
 - l. The pre-preferential shareholding of the proposed allottees under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

RESOLVED FURTHER that the monies received by the Company from the proposed allottees pursuant to this preferential issue shall be kept by the Company in a separate account to be opened/maintained by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER that the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;


RESOLVED FURTHER that approval of the Board be and is hereby accorded to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the proposed allottee, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such



delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.

RESOLVED FURTHER that Sri S V Arumugam, Managing Director (DIN: 00002458) and/or Sri N Krishnaraj, Company Secretary of the Company, be and are hereby severally authorized to carry out all the necessary formalities and deeds including but not limited to intimation to Stock Exchanges, Filing with Ministry of Corporate Affairs as may be required for the aforesaid resolution(s) and to do all acts, deeds and things as may be necessary to give effect to the aforesaid resolution(s).

By order of the Board
For **BANNARI AMMAN SPINNING MILLS LIMITED**


N KRISHNARAJ
COMPANY SECRETARY

Date: 30.06.2025
Place: Coimbatore

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the special businesses in respect of item no. 1 as set out above is annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) ("DPs") or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 30.6.2025 ("Cut-off date") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed MUFG Intime India Private Limited for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").
5. The Instructions and other information relating to e-voting are as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDEAS facility



Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "Link InTime/ MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account



- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
b) After Successful login, user shall navigate through “e-voting” option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode /

Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “Login” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
B. Password: Enter your Password
C. Enter Image Verification (CAPTCHA) Code
D. Click “Submit”

- d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
B. Select ‘View’ icon.
C. E-voting page will appear.



- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.



g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.



- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

6. The e-voting period commences on Wednesday, the 2nd July, 2025 at 10.00 A.M. and ends on Thursday, the 31st July, 2025 at 5:00 P.M. The remote e-voting module shall be disabled for voting thereafter. During this period, the members of the Company holding shares, as on the cut-off date, being Monday, 30th June, 2025 may cast their vote by electronic means in the manner and process set out hereinabove. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

7. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Monday, 30th June, 2025 .

8. The Scrutinizer will submit the results to the Chairman or any authorised person of the Company after completion of the scrutiny of the e-voting, and the results of the voting by Postal Ballot will be announced on or before Saturday, 2nd August, 2025 at the Registered Office of the Company at 252, Mettupalayam Road, Coimbatore – 641043.

9. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website www.bannarimills.com and also on the website of Link Intime <https://instavote.linkintime.co.in> and shall be communicated to the Stock Exchanges where the Company's shares are listed. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.

10. Resolution passed by the Members through postal ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.

Contact Details:

Company: Bannari Amman Spinning Mills Limited,
Reg off: 252, Mettupalayam Road, Coimbatore – 641043.
CIN: L17111TZ1989PLC002476
Phone: 0422-2435555 E-mail ID: shares@bannarimills.com

Registrar and Transfer Agent:

M/s. MUFG Intime India Private Limited
Surya 35, Mayflower Avenue
Behind Senthil Nagar
Sowripalayam Road
Coimbatore 641028
Tel No: (0422) 2314792, 2315792
e-Voting Agency: MUFG Intime India Private Limited

Scrutinizer:

R Dhanasekaran
Practicing Company Secretary
Phone: 0422-2304479 E-mail ID: sharpcs1@gmail.com
Encl.: As Above



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 30.06.2025.

Item No.1

The Board of Directors of the Company ("Board") at its Meeting held on Monday, June 30, 2025, subject to necessary approval(s), had approved the proposal for raising of funds by way of preferential issue of up to 41,66,660 (Forty One Lakh Sixty Six Thousand Six Hundred and Sixty) convertible warrants ("Warrants") at an issue price of Rs. 36/- (Rupees Thirty Six only) (including premium of Rs. 31/-) per Warrant aggregating up to Rs. 14,99,99,760/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred and Sixty only) for cash with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity Shares") to the below mentioned investor(s) ("Proposed Allottees") in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants upto	Investment amount up to (Rs.)
1	Murugan Enterprise Private Limited	Promoter	41,66,660	14,99,99,760

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI (ICDR) Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Monday, June 30, 2025.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

I. Objects of the Preferential Issue

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

The funds are required by the Company for the following objects:

1. Working Capital Requirement.
2. General Corporate Purpose.

(Hereinafter collectively referred as "Objects")

Utilization of Proceeds

The quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Total estimated amount to be utilized (In Rs)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1.	Working Capital Requirement	11,99,99,760	60 days of receipt of Funds
2.	General Corporate Purpose	3,00,00,000	60 days of receipt of Funds
	Total	14,99,99,760	



The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our Company proposes to deploy the balance proceeds of the Preferential Issue, aggregating to Rs. 3,00,00,000/- towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws, in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated Decemembers 13, 2022.

Further, if the proceeds are not utilised (in full or in part) for the Objects during the period stated above up to 60 days from the date of receipt of fund, the remaining proceeds, if any shall be utilised in subsequent periods of 12 months in accordance with the objectives of the issue and applicable laws. Till the committed funds are utilized towards the stated objects above, they will be utilized as investment in Bank Deposits, debts instruments, government securities as per the Investment policy laid down by the Board of Directors of the Company.

II. Monitoring of Utilization of Funds

Since the issue size for the issue of Equity Shares does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at its Meeting held on Monday, June 30, 2025, had passed the resolution, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, to issue up to 41,66,660 (Forty One Lakh Sixty Six Thousand Six Hundred Sixty) convertible warrants ("Warrants") at an issue price Rs. 36/- (Rupees Thirty Six only) (including premium of Rs. 31/-) per Warrant aggregating up to Rs. 14,99,99,760/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred Sixty only) for cash with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity Shares") by way of a preferential issue on a private placement basis.

The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Issue of the Warrants are as stated in the Resolution.

IV. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the Offer.

Except as follows, none of the other promoters, directors, key managerial personnel or senior management of the issuer intent to subscribe to the Offer:



Sr. No.	Name of the Proposed Allottee	Category	Type of Security	No. of Security
1.	Murugan Enterprise Private Limited	Promoter	Warrants convertible into equity shares	41,66,660

V. The Shareholding Pattern of the issuer before and after the preferential issue:

Category	Pre-issue Shareholding (as on 30.06.2025 #		Issue of warrants (Present Issue)(No.)\$	Post Issue Shareholding after Conversion of Warrants	
	No. of Shares	%		No. of Shares	%
A. Promoter/Promoter Group Holding					
(1) Indian					
(a) Individuals & HUF	8,49,071	1.01	-	8,49,071	0.96
(b) Bodies Corporate	4,19,79,081	49.89	41,66,660	4,61,45,741	52.25
Sub Total (A1)	4,28,28,152	50.90	41,66,660	4,69,94,812	53.21
(2) Foreign promoters	-	-	-	-	-
Sub Total (A2)	-	-	-	-	-
Total Promoter shareholding A=A1 +A2	4,28,28,152	50.90	41,66,660	4,69,94,812	53.21
B. Public Holding					
1) Public	3,56,20,585	42.33	-	3,56,20,585	40.33
2) Body Corporate	25,12,296	2.99	-	25,12,296	2.84
2) Institutional Investors	-	-	-	-	-
3) Central Govt./Stat Govt./POI	-	-	-	-	-
4) Non-Institutional Investors	-	-	-	-	-
5) Others (Including HUF, LLP, IEPF & NRI)	31,86,148	3.79	-	31,86,148	3.61
Total Public Shareholding B=B1+B2+B3+B4+B5	4,13,19,029	49.10	-	4,13,19,029	46.79
C) Non-Promoter – Non-Public					
Grand Total (A+B+C)	8,41,47,181	100.00	41,66,660	8,83,13,841	100.00

Notes:

#Assuming full conversion of 42,25,806 warrants into equity shares allotted on preferential basis on 04-11-2024.

\$Assuming full conversion of warrants into equity shares which will be allotted in the present preferential issue.

VI. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.



VII. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Sr. No	Names of Investor	Category	No of warrants allotted (#)	Issue price (Rs)	Date of allotment
1.	Murugan Enterprise Private Limited	Promoter	32,25,806	62	04-11-2024
2.	Ruchi Gupta	Non-Promoter	3,00,000	62	04-11-2024
3.	Subhash Phootarmal Rathod	Non-Promoter	7,00,000	62	04-11-2024
Total			42,25,806		

Note: The above allotment of 42,25,806 warrants through preferential issue was made in the financial year 2024-25. However, the Company has not made any preferential issue to the Proposed Allottee(s) of any Security during the current financial year i.e. 2025-26.

#Outstanding warrants as on date.

VIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottee	Category	Name of the Ultimate Beneficial Owner
1.	Murugan Enterprise Private Limited	Promoter	Ms. A Umadevi and Mr. A Senthil

IX. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure(#)		Issue of Warrants (Present Issue)(No.)\$	Post Issue Shareholding Structure(*)	
		No. of shares	%		No. of shares	%
1.	Murugan Enterprise Private Limited	4,19,79,081	49.89	41,66,660	4,61,45,741	52.25

#Pre-Shareholding Percentage calculated on the fully diluted share capital basis assuming full conversion of 42,25,806 warrants into equity shares allotted through preferential basis on 04-11-2024.

\$Assuming full conversion of warrants into equity shares.

*Post-Shareholding Percentage calculated on the fully diluted share capital basis assuming full conversion of 42,25,806 warrants into equity shares allotted through preferential basis on 04-11-2024 and assuming full conversion of 41,66,660 warrants into equity shares proposed to be allotted in the present issue.

Note: The said conversion of warrants into equity shares as mentioned above shall be done in compliance with SEBI (SAST) Regulations, as may be applicable at the time of said conversion.

X. Change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of warrants, there will be no change in the control or management of the Company.

XI. Lock-in Period:

- The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under Chapter V of the SEBI (ICDR) Regulations.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per



XII. Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date has been reckoned as Tuesday, July 01, 2025, for the purpose of computation of issue price.

XIII. Basis or justification for the price (including premium, if any) on which the price has been arrived at:

The Equity Shares of the Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges"). The Equity Shares are frequently traded and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the warrants convertible into Equity Shares will be issued at price of Rs. 36/- (Rupees Thirty Six only) (including premium of Rs. 31/-) per Equity Share which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is Rs. 33.41/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is Rs. 34.52/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".

The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as minimum issue price for the issue of Equity Shares. A certificate has been obtained from Mr. CS R Dhanasekaran, Practicing Company Secretary (Membership Number FCS: 7070; COP: 7745) Certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI (ICDR) Regulation.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and do not contain any article which provides for determination of price in case of preferential issue.

XIV. Adjustments for Warrants:

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

XV. Amount which the Company intends to raise by way of such securities:

Up to Rs. 14,99,99,760/- (Rupees Fourteen Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred Sixty only).

XVI. Principal terms of assets charged as securities:

Not Applicable

XVII. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not Applicable



XVIII. Lock-in Period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

XIX. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed allottees belonging to the Promoter category.

XX. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 1 of this Notice.

XXI. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Promoter or Director and the issuer are a Willful Defaulter or Fraudulent Borrower.

XXII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Murugan Enterprise Private Limited	Promoter	Promoter

XXIII. Practicing Company Secretary's Certificate:

The certificate from CS R Dhanasekaran, Practicing Company Secretary (Membership Number FCS: 7070; COP: 7745), certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://bannarimills.com/>.

XXIV. Undertakings:

- The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- The proposed allottees has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically



described in the resolution set out at Item No. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item No. 1 in the accompanying notice for approval by the Members.

Except Sri S V Arumugam, Managing Director, (DIN: 00002458) none of the other Directors or Key Managerial Personnel (KMP) and their relatives have any concern or interest, financial or otherwise, in the proposed resolution except to the extent of their shareholding in the Company.

By order of the Board
For **BANNARI AMMAN SPINNING MILLS LIMITED**


N KRISHNARAJ
COMPANY SECRETARY

Date: 30.06.2025
Place: Coimbatore