

SAMBANDAM SPINNING MILLS LIMITED SALEM

**PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON
FRIDAY THE 12TH AUGUST 2011 AT 10.15 A.M AT THE REGISTERED OFFICE OF THE
COMPANY IN KAMARAJ NAGAR COLONY, SALEM 636 014**

IN ATTENDANCE :

CHAIRMAN AND MANAGING DIRECTOR : Sri S.DEVARAJAN

JOINT MANAGING DIRECTOR : Sri S.JEGARAJAN

JOINT MANAGING DIRECTOR : Sri S.DINAKARAN

DIRECTORS

- : Sri A.G.VENKATESAN
- : Sri D.SUDHARSAN
- : Sri V.MAHADEVAN
- : Sri P.S.ANANTHANARAYANAN
- : Sri V.GOPALAN
- : Sri N.ASOKA

COMPANY SECRETARY : Sri R.S.SHANMUGAM

AUDITORS : Sri R.KRISHNEN

MEMBERS IN PERSON : 350

MEMBERS BY PROXY : 121

Sri S.Devarajan, Chairman and Managing Director of the Company occupied the chair and invited the members and the proxies present at the Meeting.

After ascertaining the quorum present, Chairman announced the commencement of the proceedings of the 37th Annual General Meeting of the Company, calling the meeting to order.

With the permission of the members present, notice of this Annual General Meeting was taken as read.

Sri R.Krishnen, partner, M.S.Krishnaswami & Rajan, statutory auditors read the Auditors' Report to the members.



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Chairman delivered his speech on the performance of the Company during the year 2010-11 and prospects for the current financial year. He then invited queries from members on the audited accounts of the Company. Queries raised by the members were answered by the Chairman.

Mr. K.S. Balasubramaniam, a member from Coimbatore and Mr.S. Sivasankaran, a member from Salem shared their views about the textile industry's present situation and their appreciation of the Company's efforts to tide over the crisis arising out of the present situation of uncertain price conditions in the cotton and yarn markets. Mr. K.S. Balasubramaniam also appreciated the Company's contributions in providing health care to the society through the SPMM Hospital managed by the promoters of the Company.

Then the Resolution for adoption of accounts was taken up.

1. ADOPTION OF ACCOUNTS :

Sri S. Karthikeyan, a member proposed the following resolution for adoption of accounts for the year ended March 31, 2011, as an Ordinary Resolution:

"Resolved that the audited Balance Sheet of the Company as at March 31, 2011, Profit and Loss account and the Cash Flow Statement for the year ended on that date and the report of the directors and the Auditors thereon be received, considered and adopted."

It was seconded by Sri K. Arthanari, a member. On being put to vote, the Resolution was carried unanimously.

Chairman declared that the Resolution was duly passed.

2. DECLARATION OF DIVIDEND :

Sri P. Shanmugasundaram, a member proposed the following Resolution for declaration of Final Dividend as an Ordinary Resolution:

"Resolved that the recommendation of the Board of Directors of the Company to declare Final Dividend of Rs.2/- per Equity Share of Rs.10/- each of the Company @ 20% on the Paid up Equity Share Capital of the Company over and above the Interim Dividend of Rs.2/- per share (@ 20% of the Paid up Equity Shares of the Company) declared at the Board Meeting of the Company held on 29-1-2011 and paid to the shareholders of the Company on 22-2-2011, be and is hereby approved."

It was seconded by Sri K.S. Balasubramanian, a member. On being put to vote, the Resolution was carried unanimously.

Chairman declared that the Resolution was duly passed.



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3. REAPPOINTMENT OF RETIRING DIRECTOR – SRI N. ASOKA:

Sri S. Sivasankaran, a member proposed the following Resolution as an Ordinary Resolution:

“Resolved that Sri N. Asoka, Director who retires by rotation at this meeting, being eligible for reappointment, be and is hereby reelected as a Director of the Company.”

It was seconded by Sri D. Senthilnathan, a member. On being put to vote, the Resolution was carried unanimously.

Chairman declared that the Resolution was duly passed.

4. APPOINTMENT OF AUDITORS :

Sri V. Krishnan, a member proposed the following resolution as an Ordinary Resolution :

“RESOLVED that, pursuant to Section 224 of the Companies Act, 1956, M/s. M.S.Krishnaswami & Rajan, Chartered Accountants be and are hereby re-appointed Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration and terms as may be determined by the Board of Directors of the Company.”

It was seconded by Sri V.G. Jothi Ramalingam, a member. On being put to vote, the Resolution was carried unanimously.

Chairman declared that the Resolution was duly passed.

5. SPECIAL BUSINESS :

Sri S. Karthikeyan, a member proposed the following resolution as an Ordinary Resolution :

“RESOLVED that, pursuant to the provisions of Section 257 of the Companies Act, 1956, Sri A.R. Natarajan, be and is hereby appointed as director of the Company.”

It was seconded by Sri G. Seshayan, a member. On being put to vote, the Resolution was carried unanimously.

Chairman declared that the Resolution was duly passed.

Chairman thanked the members for their unstinted support to the Company and declared the meeting as closed.

PLACE: SALEM
DATE : 12-08-2011



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(S. Devarajan)
Chairman