



KALLAM SPINNING MILLS LIMITED

(REGISTERED UNDER THE COMPANIES ACT 1956 WITH REGISTRATION No. 01-13860/1992)

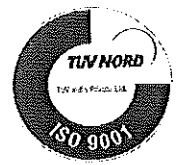
CIN - L18100AP1992PLC013860

NH-5, Chowdavaram, GUNTUR - 522 019. A.P., INDIA.

Ph: 2344010,11, 17 (3Lines) Fax:0863-2344000

E-mail: kallamsp@gmail.com

TIN NO: 37870194036, C.S.T.NO.GNT/07/01/2020 Date: 06.11.1993, ECCNO: AAACK9363M XM001



Proceedings of the 22nd Annual General Meeting of Kallam Spinning Mills Limited

Date of AGM : 27th September, 2014
Day : Saturday
Time : 03.00 P.M
Venue : NH - 5, Chowdavaram, Guntur - 522019.

Company Secretary:

Mr. K. Srinivasa Rao, Practising Company Secretary was present.

Request the Chairman and Directors present to occupy the dais, to conduct the proceedings of the Meeting.

Chairman:

Sri K. Haranadha Reddy occupies the Chair and commence the proceedings.

Verification of the Quorum:

The Chairman verified the quorum by ascertaining from the Company Secretary.

The Chairman declared that the requisite Quorum was present and called the meeting to order.

The register of Directors shareholding was placed at the meeting and was available for inspection.

With the consent of the Members present, the Notice convening the Annual General Meeting of the Company was taken as read.

Thereafter the Chairman and other Directors will address the shareholders about the performance of the Company for the financial year ended March 31, 2014 and its future outlook.

The Chairman will invite any queries / explanations on the accounts of the Company from the members / shareholders. The Directors / officials of the Company will answer the queries / questions as raised by members.



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The Chairman will inform the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced at 09.00 a.m on September 22, 2014 and ended at 06.00 p.m., on September 24, 2014. M/s K.Srinivasa Rao &Co., Company Secretaries, Guntur was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a poll on all the 9 resolutions to be passed at the Meeting. Thereafter, all the 9 resolutions were proposed and seconded. On the invitation of the Chairman, several Members addressed the Meeting, given their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman.

Thereafter, the Chairman ordered for a poll to be taken at the meeting and appointed M/S K.Srinivasa Rao & Co, Company Secretaries, Guntur as the Scrutinizer for the poll process and requested the entity for an orderly conduct of the voting. The Chairman announces that the combined result of e-voting and the ballot poll will be put on the Company's Website / CDSL website.



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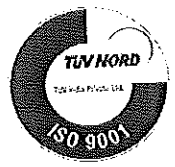
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The resolutions to be passed by the Members, briefly, related to:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014 the reports of the Board of Directors and Auditors thereon:
(Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3188531	0	0
Total Public Voting	780900	780900	0	0
Total	3969431	3969431	0	0

2. Declaration of Dividend on Equity Shares (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3188531	0	0
Total Public Voting	780900	780900	0	0
Total	3969431	3969431	0	0



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3.Appointment of Shri M.V.Subba Reddy who retires by rotation (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3188531	0	0
Total Public Voting	780900	780600	300	0
Total	3969431	3969131	300	0

4.Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3176831	11700	0
Total Public Voting	780900	607633	56	173211
Total	3969431	3784464	11756	173211

SPECIAL BUSINESS :

5.Re-appointment of Shri M.V.Subba Reddy as a Whole -Time Director (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3188531	0	0
Total Public Voting	780900	780800	100	0
Total	3969431	3969331	100	0



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6. Appointment of Shri. M.R.Naik as an Independent Director (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3176831	11700	0
Total Public Voting	780900	780900	0	0
Total	3969431	3957731	11700	0

7. Appointment of Shri. S.Pulla Rao as an Independent Director (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	3188531	0	0
Total Public Voting	780900	776700	2900	1300
Total	3965231	3957731	2900	1300

8. Appointment of Shri.A.Krishna Murthy as an Independent Director (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	2124449	190100	873982
Total Public Voting	780900	776844	2756	1300
Total	3965231	2901293	192856	875282



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9. Appointment of Smt. V.Bhargavi as an Independent Director (Ordinary Resolution)

Share holders	No. of Shares	Votes in favour	Votes Against	Not Valid
Total Promoters Voting	3188531	2112749	201800	873982
Total Public Voting	780900	592433	15756	172711
Total	3965231	2705182	217556	1046693

Once the poll process is over and there being no other business to transact the meeting will conclude with vote of thanks to Chair.

For Kallam Spinning Mills Limited

P. Venkateswara Reddy
(Managing Director)



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Details of Voting Results as per Clause 35A

Date of the AGM	September 27, 2014
Total number of shareholders on record date (i.e. August 22, 2014 – cut-off date for e-voting purpose):	3510
No.of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	7
Public :	24
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	NIL
Public :	

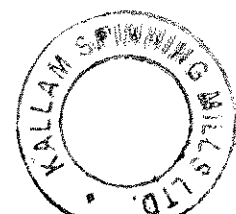
Agenda-wise

In case of Poll/Postal ballot/E-voting :

The Mode of voting for all resolutions was E-voting and Poll (electronically) conducted at the Meeting.

Resolution 1 : Consider and Adopt Audited Financial Statements, Reports of the Board of Directors and Auditors(Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3188531	----	100	----
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	780900	22.03	780900	----	100	----
Total	6851100	3969431	57.94	3969431	----	100	----





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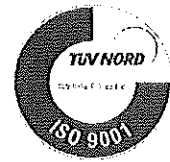
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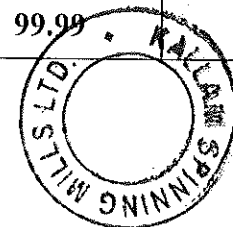


Resolution 2 : Declaration of Dividend on Equity Shares (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3188531	----	100	----
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	780900	22.03	780900	----	100	----
Total	6851100	3969431	57.94	3969431	----	100	----

Resolution 3 : Re-appointment of Shri M.V. Subba Reddy who retires by rotation (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3188531	----	100	----
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	780900	22.03	780600	300	99.96	0.04
Total	6851100	3969431	57.94	3969131	300	99.99	0.01





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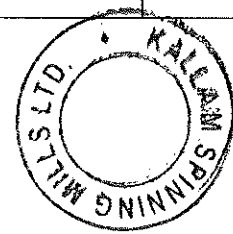


Resolution 4 : Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3176831	11700	99.63	0.37
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	607689	17.15	607633	56	99.99	0.01
Total	6851100	3796220	55.41	3784464	11756	99.69	0.31

Resolution 5 : Re-appointment of Shri M.V.Subba Reddy as a Whole-time Director (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3188531	---	100	----
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	780900	22.03	780800	100	99.99	0.01
Total	6851100	3969431	57.94	3969331	100	99.99	0.01





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Resolution 6 : Appointment of Shri M.R.Naik as an independent Director (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3176831	11700	99.63	0.37
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	780900	22.03	780900	----	100	----
Total	6851100	3969431	57.94	3957731	11700	99.71	0.29

Resolution 7 : Appointment of Shri S.Pulla Rao as an independent Director (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[{2}/{1}]* 100	(4)	(5)	(6)=[{4}/{2}]* 100	(7)=[{5}/{2}]* 100
Promoter and Promoter Group	3306731	3188531	96.43	3188531	----	100	----
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	779600	21.99	776700	2900	99.63	0.37
Total	6851100	3968131	57.92	3965231	2900	99.93	0.07





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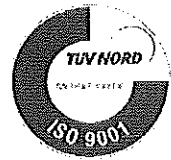
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Resolution 8 : Appointment of Shri A.Krishna Murthy as an independent Director (Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[$\frac{(2)}{(1)}$]* 100	(4)	(5)	(6)=[$\frac{(4)}{(2)}$]* 100	(7)=[$\frac{(5)}{(2)}$]* 100
Promoter and Promoter Group	3306731	2314549	70.00	2124449	190100	91.79	8.21
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	779600	22.00	776844	2756	99.65	0.35
Total	6851100	3094149	45.16	2901293	192856	93.77	6.23

Resolution 9 : Appointment of Smt V.Bhargavi as an independent Director(Ordinary Resolution)

Promoters/ Public	No.of shares held	No.of votes polled	% of votes polled on outstanding shares	No.of Votes- in favour	No.of Votes- against	% of votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[$\frac{(2)}{(1)}$]* 100	(4)	(5)	(6)=[$\frac{(4)}{(2)}$]* 100	(7)=[$\frac{(5)}{(2)}$]* 100
Promoter and Promoter Group	3306731	2314549	70.00	2112749	201800	91.28	8.72
Public Institutional Holders	----	----	----	----	----	----	----
Public- Others	3544369	608189	17.16	592433	15756	97.4	2.6
Total	6851100	2922738	42.66	2705182	217556	92.56	7.44

Note : All the aforesaid resolutions were passed with requisite majority.

For Kallam Spinning Mills Limited



P.V.
P.Venkateswara Reddy
(Managing Director)