

08.09.2014

To
The Chairman of the Meeting
M/s Thambbi Modern Spinning Mills Limited
Omalur Road, Jagir Ammapalayam, Salem – 636302

Sir,

Sub : Electronic voting process under section 108 of the Companies Act, 2013 (“The Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (“Rule”) and clause 35B of the listing agreement with the stock exchange – submission of scrutinizer’s report.

I, K N Subramanian, Company Secretary in practice (M.NO. 15218 & CP NO.11388), have been appointed as the Scrutinizer by the Board of Directors of M/s Thambbi Modern Spinning Mills Limited at its meeting held on 14.07.2014, for the purpose of scrutinizing e voting process and also the voting through postal ballot for those shareholders who does not have access to e voting in a fair and transparent manner in respect of resolutions proposed at the 36th Annual General Meeting of the Members of the Company to be held on Monday, the 08th Day of September, 2014 at 10.00 A.M at Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014.

I submit my report on the above matters as under :

1. In terms of Notice of the 36th Annual General Meeting of the Company send to the shareholders and also the advertisement published pursuant to Rule No.20 of the Companies (Management and Administration) Rules, 2014 on 17.08.2014, the E Voting opened from 02.09.2014 (10.00 A.M) to 04.09.2014 (6.00 P.M). and the last date fixed for receipt of voting through physical ballots was 05.09.2014 (6.00 P.M).
2. The equity shareholders holding shares as on 01.08.2014 (Cutoff date) were entitled to vote on the resolutions stated in the notice of the 36th Annual General Meeting.
3. The Company provided the e voting facility through central Depository Services Limited (CDSL) Website www.evotingindia.com
4. The notices send contained the detailed procedure to be followed by the members who were desirous of casting votes electronically and through physical postal ballot process.
5. The E voting commenced from 02.09.2014 (10.00 A.M) and ended on 04.09.2014 (6.00 P.M)

6. The E Votes cast were unblocked on 04.09.2014 (6.00 P.M) in the presence of two witnesses, who are not in employment of the Company. They have signed below in confirmation the votes being unblocked in their presence.
7. All ballot forms received upto 05.09.2014 (6.00 P.M.), the last date fixed by the Company for receipt of the Forms, were considered for my scrutiny.
8. The ballot box was opened and processed in the presence of the above said two witnesses at 6.05 P.M on 05.09.2014 August, 2014.
9. Thereafter the details containing inter alia, list of equity share holders, who voted in “favour” or “against” each of the resolutions that were put to vote, were generated from the e voting website of Central Depository Services Limited (<https://www.evotingindia.com>)
10. The results of the E Voting and physical ballot received through post are detailed as under:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the financial year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
PROMOTED AND PROMOTER GROUP	3965175	0	0	0	0	0	0
PUBLIC – INSTITUTIONAL HOLDERS	200	0	0	0	0	0	0
PUBLIC OTHERS	1797395	658340	36.62%	656780	100	99.76%	0.015%
TOTAL	5762770	658340	11.42%	656780	100	99.76%	0.015%

2. Reappointment of Mr.M.Pugazhendhi as Director, who retires by rotation

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 =	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
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						4/2*100)	
PROMOTED AND PROMOTER GROUP	3965175	0	0	0	0	0	0
PUBLIC – INSTITUTIONAL HOLDERS	200	0	0	0	0	0	0
PUBLIC OTHERS	1797395	658340	36.62%	656580	300	99.73%	0.045%
TOTAL	5762770	658340	11.42%	656580	300	99.73%	0.045%

3. Reappointment of M/s. Sankaran & Krishnan, Chartered Accountants, Chennai 600034 as Statutory Auditor

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2*100)
PROMOTED AND PROMOTER GROUP	3965175	0	0	0	0	0	0
PUBLIC – INSTITUTIONAL HOLDERS	200	0	0	0	0	0	0
PUBLIC OTHERS	1797395	658340	36.62%	656780	100	99.76%	0.015%
TOTAL	5762770	658340	11.42%	656780	100	99.76%	0.015%

SPECIAL BUSINESS

1. Ratification of Appointment of Mr.R.jagadeesan as Managing Director

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2*100)
PROMOTED AND PROMOTER GROUP	3965175	0	0	0	0	0	0
PUBLIC – INSTITUTIONAL HOLDERS	200	0	0	0	0	0	0
PUBLIC OTHERS	1797395	658340	36.62%	656780	100	99.76%	0.015%
TOTAL	5762770	658340	11.42%	656780	100	99.76%	0.015%

11. The particulars of all ballot forms received from the members have been entered into register separately maintained for the purpose.

12. All relevant records of electronic voting and ballot papers received from members are with me, in safe custody, and the same shall be handed over to the company on chairman considers, approved and signs the minutes of the 36th Annual General Meeting.

Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 08.09.2014.

We, the undersigned witness that the E votes cast, in respect of the above mentioned company, were unblocked from the E Voting website of CDSL (<http://www.evotingindia.com>) at the date and time referred above. We, further witness that votes polled through ballot were opened and processed in our presence at 6.05 P.M on 05.08.2014.