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Date :

SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To
The Chairman
M/s. THAMBBI MODERN SPINNING MILLS LIMITED
(CIN: L17111TZ1977PLC000776)
OMALUR ROAD, JAGIR AMMAPALAYAM,
SALEM-636302

Dear Sir,

Sub: Passing of resolution through E-voting [EVSN 170808013] and Poll of M/s. THAMBBI MODERN SPINNING MILLS LIMITED conducted at the 39th Annual General Meeting held on 31st August, 2017

I, R. Kannan, M.Com., G.D.M.M., A.C.M.A., F.C.S, Practising Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. **THAMBBI MODERN SPINNING MILLS LIMITED** to scrutinize the voting and remote e-voting process which commenced from Friday 25th August, 2017 to Thursday, the 31st August, 2017 under CDSL platform viz. www.evotingindia.com and the ballot.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Poll, on the Resolution(s) as set out in the Notice dated 21st July, 2017.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting and ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e-voting facilities and also the ballot papers as received either in person or through post.

No ballot papers were found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the ballot in respect of the said resolution(s) in the following paragraphs.



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ORDINARY BUSINESS:**ITEM NO.1****ORDINARY RESOLUTION****ADOPTION OF FINANCIAL STATEMENTS:**

RESOLVED THAT the Audited Balance Sheet as at 31st March 2017 together with the statement of Profit and Loss, cash flow statement and notes to accounts for the year ended as on that date and the Reports of the Directors and the Auditors thereon be and are hereby received, considered and adopted.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	1	34	35	100	299470	299570	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0




Ref:

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INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0
Public	0	0	0	0	0	0

ITEM NO.2**ORDINARY RESOLUTION****RE-APPOINTMENT OF MRS.MALATHI JAGADEESAN, DIRECTOR RETIRING BY ROTATION**

RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act 2013 and the Rules framed there under (including any statutory modifications) or re-enactment thereof for the time being in force) Mrs. Malathi Jagadeesan holding DIN 00153952 ,Director retiring by rotation at this AGM be and is hereby re-appointed as Non-executive director of the company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	1	34	35	100	299470	299570	100	100




Ref:

Date :

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL



Ref:

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ITEM NO.3**ORDINARY RESOLUTION****APPOINTMENT OF STATUTORY AUDITOR**

RESOLVED THAT pursuant to the provisions of section 139(2) and other applicable provisions ,if any of the Companies Act 2013 and the rules framed there under (including any statutory modifications or re enactment thereof for the time being in force), M/s. R. Sundararaman & Co .,Chartered Accountants (Firm Regn.No.0042195) be and they are hereby appointed as Statutory Auditors of the company to hold office until the next Annual General Meeting for the financial year 2017-18 on a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) excluding the out of pocket expenses that may be incurred by them in connection with the audit and excluding the applicable service tax.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	1	34	35	100	299470	299570	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0




Ref:

Date :

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

An annexure containing the details of the report on e-voting as well as the voting at the Poll against the said resolutions is attached.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the 39th Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date: 01-09-2017

Place: Chennai

R. Kannan
Practicing Company Secretary
CP. No. 3363

