

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20, 21 and 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To,

The Chairman
40TH Annual General Meeting
THAMBBI MODERN SPINNING MILLS LIMITED
(CIN: L1711ITZ1977PLC000776)
OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM-636302
Dear Sirs,

Sub: Passing of resolution through Electronic means (EVSN: 181222004) as well as Poll conducted at the 40th Annual General Meeting of M/s. THAMBBI MODERN SPINNING MILLS LIMITED held on 27th September 2018

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing 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 on Monday, the 24th December, 2018 at 9.00 a.m. and ended on Wednesday, the 26th December, 2018, 5.00 p.m. under the CDSL platform viz. www.evotingindia.com and the Poll process conducted at the aforesaid Annual General Meeting.

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 08th November, 2018

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the E-voting process and the voting at poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, 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 at the Annual General Meeting.

No ballot paper was 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) as under:




ORDINARY BUSINESS:

ORDINARY RESOLUTION

Resolution 1:

The Audited Financial Statements of the Company for the year ended 31st March 2018 together with the notes annexed thereto and the Reports of the Board of Directors and the Auditors thereon. **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	POLL	E-VOTING	POLL	E-VOTING	BALLOT
Promoter and Promoter group	0	1	0	3284995	0	91.78
Public	1	36	100	294231	100	8.22

VOTES CAST AGAINST THE RESOLUTION

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




VOTES ABSTAINED

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

INVALID VOTES

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

Resolution 2:

To appoint Ms.Malathi Jagadeesan, Non-Executive Director (DIN NO.01153985) who retires by rotation and being eligible offers herself for re-appointment be up to 31st March 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	1	0	3284995	0	91.78
Public	1	36	100	294231	100	8.22

[Handwritten Signature]

R. KANNAN
C.P.No. 3363
PRACTISING COMPANY SECRETARY

VOTES CAST AGAINST THE RESOLUTION

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

VOTES ABSTAINED

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

[Handwritten Signature]



INVALID VOTES

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

Resolution 3 :

Appointment of M/S.R.Sundararaman & Co Chartered Accountants (Firm Regn.No.004219S) as Statutory Auditors of the Company to hold office for Four Years up to the Financial Year 2021-22 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 POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	1	0	3284995	0	91.78
Public	1	36	100	294231	100	8.22



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


VOTES ABSTAINED

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

INVALID VOTES

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

[Handwritten Signature]



RS R.KANNAN M.Com., GDMM., ACMA., F.C.S
Practicing Company Secretary

Trade Mark Agent

Ex - Insolvency Professional

SRI SANKARA GURUKRIPA ILLAM

No. 6A, 10th Street.

New Colony, Adambakkam.

Chennai - 600 088

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

The Outcome of the 40th Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date: 29.12.2018

Place: Chennai


R. Kannan
Practicing Company Secretary
CP. No. 3363

