



## SCRUTINIZER'S REPORT ON E-VOTING

THE CHAIRMAN,  
M/s. THAMBBI MODERN SPINNING MILLS LIMITED,  
OMALUR ROAD, JAGIR AMMAPALAYAM,  
SALEM -636302.

Dear Sir,

Ref: 44<sup>th</sup> Annual General Meeting

Sub: Scrutinizer's Report on E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, A Mohan Kumar, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of M/s. Thambbi Modern Spinning Mills Limited, at their meeting held on 4<sup>th</sup> May 2022 for the purpose of Scrutinizing the e-voting process held between Monday, 20<sup>th</sup> June 2022, 10:00 A.M. and Wednesday, 22<sup>nd</sup> June 2022, 05:00 P.M. under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolutions set out in the notice dated 4<sup>th</sup> May 2022 of the 44<sup>th</sup> Annual General Meeting of the Members of the Company held on 23<sup>rd</sup> June 2022 at 11.00 AM through Video Conference ("VC") / Other Audio Visual Means ("OAVM").

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 44<sup>th</sup> AGM of the Members of the Company. Our responsibility as a scrutinizer for the remote e-voting process prior to AGM and e-voting process at the AGM is restricted to ensure that both the e-voting processes are conducted in a fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions contained in the notice of 44<sup>th</sup> AGM, based on the reports generated from the e-voting platform / system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Notice dated 04<sup>th</sup> May 2022 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolutions to be transacted at the said Annual General Meeting of the Company. The emails were sent in compliance with the MCA General

Circular No. 14/2020 dated April 08, 2020, MCA General Circular No. 17 /2020 dated April 13, 2020 and MCA General Circular No. 20/2020 dated May 05, 2020 and MCA General Circular No. 02/2021 dated January 13, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as MCA circulars).

The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The Shareholders of the Company holding shares as on the "cut-off" date of 17<sup>th</sup> June 2022 were entitled to vote on the proposed resolutions as set out at Item No. 1 to 4 to in the Notice of the AGM of M/s. Thambbi Modern Spinning Mills Limited.

The voting period for e-voting commenced on Monday, 20<sup>th</sup> June 2022, 10:00 A.M. and ended on Wednesday, 22<sup>nd</sup> June 2022, 05:00 P.M. and the CDSL e-voting platform was blocked thereafter. The Company had also provided e-voting facility to the Members present/ logged-in at the AGM through VC and who had not cast their vote earlier. The votes casted under e-voting facility were then unblocked in the presence of two witnesses not being in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means prior to the AGM and during the AGM and votes tendered therein based on the data downloaded from the CDSL e-voting system.

I now submit the Report as under on the result of the voting through electronic means in respect of the said Resolutions.

ITEM NO. 1 – (ORDINARY RESOLUTION)

ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS:

I. Voted in favour of the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 36                                   | 38,67,081                                | 100%                                  |

II. Voted against the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 0                                    | 0  | 0%                                    |

III. Invalid votes:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting |
|--------------------------------------|--|
| 0                                    | 0  |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item No. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 2 – (ORDINARY RESOLUTION)

TO APPOINT Mrs. MALATHI JAGADEESAN, NON - EXECUTIVE DIRECTOR (DIN NO. 00153952) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE- APPOINTMENT:

I. Voted in favour of the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 34                                   | 13,556                                   | 100%                                  |

II. Voted against the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 0                                    | 0  | 0%                                    |

III. Invalid votes:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting |
|--------------------------------------|--|
| 2*                                   | 38,53,525*                               |

\* Votes casted by Mr. R. Jagadeesan and Mrs. Malathi Jagadeesan are considered Invalid as they are interested in the said resolution.

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item No. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 3 – (ORDINARY RESOLUTION)  
TO RATIFY THE APPOINTMENT OF AUDITORS OF THE COMPANY:

I. Voted in favour of the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 36                                   | 38,67,081                                | 100%                                  |

II. Voted against the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 0                                    | 0  | 0%                                    |

III. Invalid votes:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting |
|--------------------------------------|--|
| 0                                    | 0  |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against the resolution, we report that the Ordinary Resolution with regard to Item No. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

ITEM NO. 4 – (SPECIAL RESOLUTION)  
TO RE-APPOINT MR. R. JAGADEESAN (DIN: 01153985) AS MANAGING DIRECTOR:

I. Voted in favour of the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 34                                   | 13,556                                   | 100%                                  |

II. Voted against the resolution:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting | % of total number of valid votes cast |
|--------------------------------------|--|---------------------------------------|
| 0                                    | 0  | 0%                                    |

III. Invalid votes:

| Number of members voted in E-Voting. | Number of votes cast (Shares) – E-Voting |
|--------------------------------------|--|
| 2*                                   | 38,53,525*                               |

\* Votes casted by Mr. R. Jagadeesan and Mrs. Malathi Jagadeesan are considered Invalid as they are interested in the said resolution.

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against the resolution, we report that the Special Resolution with regard to Item No. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to Mrs. M. Uma Maheshwari, Company Secretary for safe keeping.

Thank you,  
Yours faithfully,  
For MOHAN KUMAR & ASSOCIATES

Place: Chennai  
Date: 24.06.2022

A. MOHAN KUMAR  
PRACTICING COMPANY SECRETARY  
MEMBERSHIP NUMBER: FCS 4347  
CERTIFICATE OF PRACTICE NUMBER: 19145  
UDIN: F004347D000526231