

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
41ST Annual General Meeting
THAMBBI MODERN SPINNING MILLS LIMITED
(CIN: L17111TZ1977PLC000776)
OMALUR ROAD, JAGIR AMMAPALAYAM, SALEM-636302

Dear Sirs,

Sub: Passing of resolution through Electronic means (EVSN: 190604005) as well as Poll conducted at the 41st Annual General Meeting of THAMBBI MODERN SPINNING MILLS LIMITED held on 20th June, 2019

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai - 600 088 was appointed as the Scrutinizer by the Board of Directors of THAMBBI MODERN SPINNING MILLS LIMITED to scrutinize the voting and remote e-voting process which commenced on Monday, the 17th June, 2019 at 9.00 a.m. and ended on Wednesday, the 19th June, 2019, 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 29th May, 2019.

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.

1. 10 ballot papers were found invalid.
2. The company received 51 Proxy forms.
3. Quorum for the meeting was 97 members who were personally present.




4. The Polling papers were not in Form MGT-12.

5. The polling box was open in the presence of below mentioned two shareholders as witness after voting process was over.

S.No	NAME OF THE SHAREHOLDER	FOLIO NO
1.	S. Mohanavel	IN301080
2.	K. Selvaraj	00000152

6. The company has verified the signatures and shares of the shareholders.

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 2019 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	0	0	0	0	0
Public	2	148	169	26187	100	96

[Handwritten Signature]



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

Null



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	10	0	1200	0	4

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 2020.

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	0	0	0	0	0
Public	2	148	169	26187	100	96



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	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

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	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]



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Promoter and Promoter group	0	0	0	0	0	0
Public	0	10	0	1200	0	4

Resolution 3 :

Re-appointment of M/S.R.Sundararaman & Co Chartered Accountants (Firm Regn.No.004219S) as Statutory Auditors of the Company to hold office 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 GST.

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R.Kannan


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Public	0	0	0	0	0	0

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Public	0	0	0	0	0	0	0

[Handwritten Signature]



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Public	0	10	0	1200	0	4

SPECIAL BUSINESS:

SPECIAL RESOLUTION:**Resolution:4**

RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 196,197 and 203 read with Schedule V and all other applicable provisions) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel (including any statutory modification or re-enactment thereof for the time being in force) and subject to the re-appointment of Sri.R.Jagadeesan (DIN 00001703) as Managing Director of the Company ,for a period of three years with effect from 01st April 2019 even though he has attained Seventy years of age on the following terms and conditions as approved by the Nomination and Remuneration Committee and the Board.

Basic Salary –Rs.1,25,000/- per month (Rupees One lakh and TwentyFive Thousand only) Sri R. Jagadeesan will draw the remuneration as stated above as the minimum remuneration even in the absence of or inadequacy of profit in any financial year.”

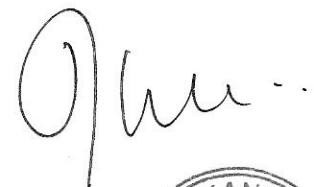


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Promoter and Promoter group	0	0	0	0	0	0
Public	0	10	0	1200	0	4

[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

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Chennai - 600 088

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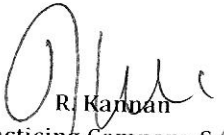
The poll papers and all other relevant records were sealed and handed over to the Compliance Officer for safe keeping.

The Outcome of the 41st Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

All the resolutions have secured requisite majority of votes, the respective resolutions may be considered have been passed. The Chairman of the meeting may accordingly declare the results of the voting.

Date: 24/06/2019

Place: Chennai


R. Kannan
Practicing Company Secretary
CP. No. 3363

