

### **Consolidated Scrutinizer's Report**

10<sup>th</sup> July, 2023

The Managing Director  
Thambbi Modern Spinning Mills Limited,  
Omalar Road, Jagir Ammapalayam,  
Salem-636 302.

**Ref: 45<sup>th</sup> Annual General Meeting (AGM) of the Members of the Thambbi Modern Spinning Mills Limited held on 07<sup>th</sup> July, 2023 at 11:10 A.M. (IST) by way of Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").**

Dear Sir,

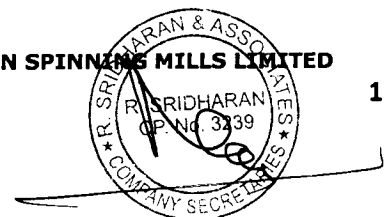
We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by:

The Board of Directors of THAMBBI MODERN SPINNING MILLS LIMITED vide resolution dated 09<sup>th</sup> June, 2023, pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Tuesday, 04<sup>th</sup> July, 2023 (09.00 A.M.) (IST) to Thursday, 06<sup>th</sup> July, 2023 (5.00 P.M.) (IST) and through electronic voting system (e-voting) during the 45<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Friday, 07<sup>th</sup> July, 2023 at 11:10 A.M.(IST) by way of Video Conferencing ("VC") /OAVM.

We now submit our Consolidated Report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to voting through

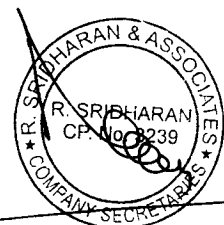
**45<sup>th</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – THAMBBI MODERN SPINNING MILLS LIMITED**





electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders is the responsibility of the management.

2. The Company has availed remote e-voting system and electronic voting system at the AGM provided by Central Depository Services (India) Limited (CDSL) for enabling the members to cast their vote under the provisions of the said Sections and the Rules made thereunder.
3. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. As per the information given by the Company, the names of the shareholders who had voted by remote e-voting had been blocked and only those members who were present at the AGM through VC and who had not voted by remote e-voting were allowed to cast their votes through e-voting system during the AGM.
4. We have scrutinized and reviewed the remote e-voting system, electronic voting system after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting system and electronic voting system in the presence of two witnesses Mr. K Satheesh and Ms. F Shazia Shabnam, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and e-voting at the AGM are based on the data downloaded from the official website of CDSL.
5. Based on the data downloaded from the Official website of CDSL for the remote e-voting system and on the basis of the report furnished to us by them on the electronic voting system, we now submit our consolidated report (Remote e-voting, Electronic Voting System) as under:





**Item No. 1-Adoption of Audited Financial Statements together with Reports of the Board of Directors and Auditor's thereon for the financial year ended 31<sup>st</sup> March, 2023.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>66</b>	<b>8758452</b>	<b>0</b>	<b>0</b>	<b>8758452</b>	<b>99.99999</b>

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>1</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0.00001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

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





**Item No. 2 – Re-appointment of Mrs. Malathi Jagadeesan (DIN: 00153952), Non-Executive Director retiring by rotation and being eligible offers herself for re-appointment as a Director.**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>66</b>	<b>8758452</b>	<b>0</b>	<b>0</b>	<b>8758452</b>	<b>99.99999</b>

(ii) Votes **against** the resolution:

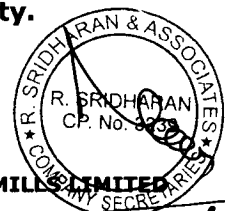
Number of Members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>1</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0.00001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) – Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

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





**Item No. 3 – Appointment of Statutory Auditors of the Company**

**ORDINARY RESOLUTION**

(i) Votes in **favour** of the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>66</b>	<b>8758452</b>	<b>0</b>	<b>0</b>	<b>8758452</b>	<b>99.99999</b>

(ii) Votes **against** the resolution:

Number of Members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting	% of total number of valid votes cast
<b>1</b>	<b>1</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>0.00001</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E-Voting	Number of votes cast (Shares) - Remote E-Voting	Number of Members voted through E-voting	Number of votes cast (Shares) through E-voting	Total Number of votes cast through Remote E-Voting and E-voting
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**RESULT:**

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





6. The electronic data relating to remote e-voting and electronic voting system, all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,

Yours faithfully,

For **R. Sridharan & Associates**  
Company Secretaries

  
CS R. Sridharan

CP No. 3239

FCS No. 4775

PR No. 657/2020

UDIN: F004775E000575884

