



Consolidated Scrutinizer's Report

15th July, 2024

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

Ref: 46th Annual General Meeting (AGM) of the Members of the Thambbi Modern Spinning Mills Limited held on 15th July, 2024 at 11:00 A.M. (IST) by way of Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

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

The Board of Directors of THAMBBI MODERN SPINNING MILLS LIMITED vide resolution dated 10th June, 2024, 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, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 to scrutinize the voting relating to the resolutions as set out in the notice of the AGM through remote e-voting process held between Friday, 12th July, 2024 (09.00 A.M.) (IST) to Sunday, 14th July, 2024 (5.00 P.M.) (IST) and through electronic voting (e-voting) during the 46th Annual General Meeting (AGM) of the members of the Company, held on Monday, 15th July, 2024 at 11:00 A.M.(IST) by way of Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

46th AGM – CONSOLIDATED SCRUTINIZER'S REPORT – THAMBBI MODERN SPINNING MILLS LIMITED



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 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 and electronic voting (e-voting) 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. The Shareholders of the Company as on the "cut-off" date i.e. Monday, 8th July, 2024 were entitled to vote as set out in the notice of the Annual General Meeting.
4. After conclusion of the proceedings of the meeting, the shareholders present through VC voted through the e-voting facility provided by CDSL. The shareholders present at the AGM and who had not casted their votes through remote e-voting facility were provided the facility of electronic voting (e-voting) at the AGM.
5. We have scrutinized and reviewed the remote e-voting, electronic voting (e-voting) after conclusion of the AGM. We have unblocked the votes cast by the members through remote e-voting and electronic voting (e-voting) in the presence of two witnesses Mr. Santhoshkumar LM and Ms. Anbu Krithika B, who are not in the employment of the Company. The votes tendered therein in respect of the remote e-voting and electronic voting (e-voting) at the AGM are based on the data downloaded from the official website of CDSL.
6. Based on the data downloaded from the Official website of CDSL for the remote e-voting and on the basis of the report furnished to us by them on the electronic voting (e-voting), we now submit our consolidated report (Remote e-voting, Electronic Voting (e-voting)) as under:

46th AGM – CONSOLIDATED SCRUTINIZER’S REPORT – THAMBBI MODERN SPINNING MILLS LIMITED



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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 31st March, 2024.

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
37	8403456	1	16	8403472	100.00

(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
0	0	0	0	0	0.00

(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
NIL	NIL	NIL	NIL	NIL

RESULT:

As no votes were 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 unanimously.

46th AGM – CONSOLIDATED SCRUTINIZER’S REPORT – THAMBBI MODERN SPINNING MILLS LIMITED

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Item No. 2 – Re-appointment of Mrs. Malathi Jagadeesan (DIN: 00153952), 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
37	8403456	1	16	8403472	100.00

(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
0	0	0	0	0	0.00

(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
NIL	NIL	NIL	NIL	NIL

RESULT:

As no votes were 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 unanimously.

46th AGM – CONSOLIDATED SCRUTINIZER’S REPORT – THAMBBI MODERN SPINNING MILLS LIMITED



7. A list of Equity Shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote e-voting and electronic voting (e-voting) at the AGM) has been handed over to the Company Secretary.

8. The electronic data relating to remote e-voting and electronic voting (e-voting), 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 Srinidhi Sridharan & Associates
Company Secretaries**

**CS Srinidhi Sridharan
FCS No. 12510
CP No. 17990
PR No.655/2020
UDIN: F012510F000743020**

