

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

**[PURSUANT TO SECTION 108 OF THE COMPANIES ACT,2013 READ WITH RULE 20 OF THE
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES,2014 AND COMPANIES
(MANAGEMENT AND ADMINISTRATION) AMENDEMENTS RULES, 2015**

30.09.2016

To

The Chairman

38th Annual General Meeting of the Equity Shareholders of

M/s. Thambbi Modern Spinning Mills Limited (CIN: - L17111TZ1977PLC000776)

Held on Monday, 29th August 2016 at 10.00 A.M at Unit II, Opp. TNEB Sub Station, Udayapatti
By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014

Dear Sir,

I, K N Subramanian, Proprietor, K N Subramanian & Co., Company Secretaries having office at No.3, Sundaram Bros Layout, Trichy Road, Ramanathapuram, Coimbatore - 641045 have been appointed as a Scrutinizer of M/s.Thambbi Modern Spinning Mills Limited ("the company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amended Rules, 2015 on the below mentioned resolution(s), at the 38th Annual General Meeting of the equity shareholders of M/s Thambbi Modern Spinning Mills Limited, held on Monday, the 29th August 2016 at 10.00 A.M. at Unit II, Opp. TNEB Sub Station, Udayapatti By-pass Road, Kamaraj Nagar Colony Post, Salem 636 014.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the notice of the 38th Annual General Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidate scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and Voting at the AGM by Poll.



We submit report as under,

1. The remote e-voting period remained open from Friday, the 26th day of August, 2016 at 9.00 A.M and ends on Sunday, the 28th day of August, 2016 at 5.00 P.M.
2. The Shareholders holding shares as on the "Cut off" date i.e. 22nd August, 2016 were entitled to vote on the proposed resolutions (Item No. 1,2,3 as set out on the notice of the 38th Annual General Meeting of Thambbi Modern Spinning Mills Limited)
3. The remote e-voting unblocked on 29th August, 2016 @ 2.55 P.M after conclusion of the Annual General Meeting in the presence of two witness Mr.R.Santhosh and Mr.M.Samraj who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

R. ~~Santhosh~~

R. Santhosh

MontBleu Technologies Pvt.Ltd

#3, Sundaram Bros Layout,

Trichy Road, Ramanathapuram

Coimbatore - 45

Samraj. M

M. SAMRAJ

No. 119 B, KAMATCHI AMMAN

KOVIL STREET

BEHIND SUNGAM

RAMANATHAPURAM

COIMBATORE - 641045

4. The details containing inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited (www.evotingindia.com).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the company.
7. The total number of Shareholders present in the meeting in person are thirty eight.
8. The Consolidated results are as under:

Santhosh



ORDINARY BUSINESS

ITEM NO.1:- TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2016 AND THE PROFIT AND LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED ON THAT DATE, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.

“RESOLVED THAT the financial statements of the Company for the year ended 31st March, 2016 including audited balance sheet as at 31st March, 2016, statement of profit and loss, cash flow statement and consolidated financial statements for the year ended on that date, together with the Director’s report and the auditor’s report thereon as presented to the meeting, be and are hereby, approved and adopted”.

I. VOTES CASTED IN FAVOUR OF THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 38 | 605201 | 100 % |
| TOTAL VOTING | 38 | 605201 | 100 % |

II. VOTES CASTED AGAINST THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |

III. INVALID/ABSTAIN VOTES

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |

[Handwritten Signature]



Based on the aforesaid results, ordinary business as Contained Item No.1 has been passed with the requisite majority.

ITEM NO.2:- TO APPOINT MR.R.JAGADEESAN, MANAGING DIRECTOR (DIN : 01153985) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT AND HIS TERM WOULD BE UPTO 31ST MARCH, 2019

“RESOLVED THAT Mr.R.Jagadeesan (Din : 01153985), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Managing Director of the company and his term would be upto 31st March, 2019.

I. VOTES CASTED IN FAVOUR OF THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 38 | 605201 | 100 % |
| TOTAL VOTING | 38 | 605201 | 100 % |

II. VOTES CASTED AGAINST THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |

III. INVALID / ABSTAIN VOTES

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |



Based on the aforesaid results, ordinary business as contained Item No.2 has been passed with the requisite majority.

1. **ITEM NO.3:- TO CONSIDER THE REAPPOINTMENT OF M/S. SANKARAN & KRISHNAN, CHARTERED ACCOUNTANTS (FIRM REGN. NO. 003582S) CHENNAI - 600034 AS STATUTORY AUDITOR FOR THE FINANCIAL YEAR 2016 – 2017.**

RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby reappoint M/s. Sankaran & Krishnan, Chartered Accountants (Firm Regn. No. 003582S) Chennai - 600034 as auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next annual general meeting to be held in the year 2017 to examine and audit the accounts of the company at such remuneration as may be mutually agreed between the board of directors of the company and the auditors.

I. VOTES CASTED IN FAVOUR OF THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 38 | 605201 | 100 % |
| TOTAL VOTING | 38 | 605201 | 100 % |

II. VOTES CASTED AGAINST THE RESOLUTION

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |

[Handwritten Signature]



III. INVALID/ABSTAIN VOTES

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|---|------------------------|--|
| E-VOTING | 0 | 0 | 0 |
| POLL | 0 | 0 | 0 |
| TOTAL VOTING | 0 | 0 | 0 |

Based on the aforesaid results, ordinary business as contained Item No.3 has been passed with the requisite majority.

All the relevant records of electronic voting will remain in my safe custody until the chairman considers approved and signs the minutes of the 38th Annual General Meeting and the same shall be handed over thereafter to the chairman / CFO Cum Compliance Officer for safe keeping.



K.N. SUBRAMANIAN
COMPANY SECRETARY IN PRACTICE
ACS 15218 / CP 11388