

11.03.2015

REPORT OF THE SCRUTINIZER

To
The Board of the Directors
M/s Thambbi Modern Spinning Mills Limited (CIN : L17111TZ1977PLC000776)
Omalur Road, Jagir Ammapalayam, Salem – 636302

Sir,

Sub : Electronic voting process under section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and clause 35B of the listing agreement with the stock exchange – submission of scrutinizer's report.

I, K N Subramanian, Company Secretary in practice (M.NO. 15218 & CP NO.11388), have been appointed as the Scrutinizer by the Board of Directors of M/s Thambbi Modern Spinning Mills Limited at its meeting held on 27.01.2015, for the purpose of scrutinizing postal ballot process in a fair and transparent manner in respect of various resolutions stated in the Notice of the postal ballot dated 27.01.2015 proposed to be passed by the Equity share holders of the Company, submit my report as under:

1. In accordance with the Notice of the postal Ballot dated 27.01.2015, dispatched to the shareholders by prescribed modes during 06.02.2015 and 07.02.2015 and the advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on 04.02.2015, the voting commenced on 10.02.2015 (10.00 A.M) and ended on 11.03.2015 (6.00 P.M) for physical ballots and as well as for e-voting. The e-voting facility was provided by Central Depository Services Limited. The votes were unblocked at around 6.00 P.M on 11.03.2015.
2. The equity shareholders holding shares as on 30.01.2015 (Cutoff date) were entitled to vote on the resolutions stated in the notice of the Postal Ballot and e-voting.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of the Central Depository Services Limited (www.evotingindia.com) are being handed over to the Chairman.
4. The ballot papers received were reconciled and the scrutinizer has eliminated all the duplicate voting i.e on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared.
5. The results of the voting are as under



SPECIAL RESOLUTIONS

ITEM NO.1:- AMENDMENT OF THE MAIN OBJECT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635454	1602	99.74%	0.26%
TOTAL	5762770	4133659	71.73%	4132059	1602	99.96%	0.04%

ITEM NO.2:- REAPPOINTMENT OF MR. ASHOK PUKHRAJ SHAH AS AN INDEPENDENT DIRECTOR

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635356	1702	99.73%	0.27%
TOTAL	5762770	4133659	71.73%	4131961	1702	99.95%	0.05%

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ITEM NO.3:- REAPPOINTMENT OF MR. MUTHU UDAYAR PUGAZHENDHI AS AN INDEPENDENT DIRECTOR

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635357	1703	99.73%	0.27%
TOTAL	5762770	4133659	71.73%	4131962	1703	99.95%	0.05%

ITEM NO.4 :- TO CONSIDER THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2* 100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635458	1604	99.74%	0.26%
TOTAL	5762770	4133659	71.73%	4132063	1604	99.96%	0.04%

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ITEM NO. 5:- TO CONSIDER THE AUTHORISATION TO BOARD OF DIRECTORS TO BORROW MONEY

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2*100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635209	1855	99.71%	0.29%
TOTAL	5762770	4133659	71.73%	4131814	1855	99.95%	0.05%

ITEM NO. 6:- TO GIVE AUTHORISATION TO THE BOARD OF DIRECTORS TO MORTGAGE OR OTHERWISE DISPOSE OF OR TO CREATE CHARGE, OR HYPOTHECATE THE UNDERTAKINGS OF THE COMPANY

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2*100)
PROMOTED AND PROMOTER GROUP	3965175	3496605	88.18%	3496605	0	100%	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635110	1956	99.69%	0.31%
TOTAL	5762770	4133659	71.73%	4131715	1956	99.95%	0.05%

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ITEM NO. 7 TO CONSIDER THE CHANGE IN DESIGNATION AND PARTIAL CHANGE IN THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD ON 08.09.2014 FOR THE APPOINTMENT OF MR.R.JAGADEESAN AS CHAIRMAN CUM MANAGING DIRECTOR

PROMOTER/PUBLIC	NO. OF SHARS HELD (1)	NO. OF VOTES POLLED (2)	% OF VOTES POLLED ON OUTSTANDING SHARES (3 = 2/1*100)	NO. OF VOTES IN FAVOUR (4)	NO. OF VOTES AGAINST (5)	% OF VOTES IN FAVOUR ON VOTES POLLED (6 = 4/2*100)	% OF VOTES AGAINST ON VOTES POLLED (7=5/2*100)
PROMOTED AND PROMOTER GROUP	3965175	0	0	0	0	0	0
PUBLIC – INSTITUTIONAL HOLDERS	0	0	0	0	0	0	0
PUBLIC OTHERS	1797595	637054	35.46%	635661	99.78%	1407	0.22%
TOTAL	5762770	637054	11.05%	635661	99.78%	1407	0.22%



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