

September 27, 2019

**REPORT OF SCRUTINIZER**

[Pursuant to the section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015]

To

The Chairman  
Ambika Cotton Mills Limited  
Regd. Office: No.9 A, Valluvar street  
Sivanandha Colony  
Coimbatore – 641012.

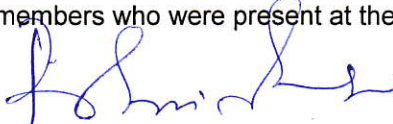
Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed by the Board of Directors of the Company at their meeting held on 10<sup>th</sup> August, 2019 to act as Scrutinizer for the 31<sup>st</sup> (Thirty First) Annual General Meeting of the Equity Shareholders of “**Ambika Cotton Mills Limited**” held on 27<sup>th</sup> September 2019 at 12.00 Noon at The Residency, Avanashi Road, Coimbatore 641018 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at venue carried out as per section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this report.

I submit my report as under:

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 23<sup>rd</sup> August, 2019 to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the Annual General Meeting of “Ambika Cotton Mills Limited” (Item No.1 (One) to 6 (Six) of the Notice of Annual General Meeting of Ambika Cotton Mills Limited. The Members holding equity shares as on the cut-off date i.e. 20<sup>th</sup> September, 2019 were only considered for e-voting and for voting at the meeting venue. Number of shareholders as on cut-off date is 11304.
2. The E-Voting period remained open from 09.00 AM on Tuesday 24<sup>th</sup> September, 2019 up to 05.00 PM on Thursday 26<sup>th</sup> September, 2019.
3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of the Annual General Meeting on the Ballot Forms provided at the Meeting venue to all those members who were present at the Meeting but have not cast their votes by availing the remote e-voting.

**B. KRISHNAMOORTHY, F.C.A.**  
Chartered Accountant  
Membership No: 20439

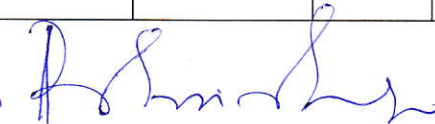
  
(UDIN: 19020439 AAAAFP8864)

**B. Krishnamoorthi B.Sc., F.C.A.**  
Chartered Accountant

4. After the conclusion of the Meeting, the Ballot Boxes were opened in my presence and the physical ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at the Meeting through these Ballot Forms.
5. The Votes cast through E-Voting were unblocked on 27<sup>th</sup> September, 2019 around 3.00 PM in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
6. In tune with the Instructions for e-voting, sent along with the Notice of the Annual General Meeting dated 10<sup>th</sup> August, 2019, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Physical Ballot Form.
7. Six Ballot Forms involving 266 shares which were incomplete and / or otherwise defective were treated as invalid.
8. I have collated the votes cast through remote e-voting and votes cast through physical ballot forms at the venue, and the same have been furnished hereunder.

	Resolution	Mode	For			Against		
			No.of Members	No.of Votes	%	No.of Members	No.of Votes	%
1	Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2019 including the Audited Balance Sheet as at March 31, 2019, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon. (Ordinary Resolution)	E-Voting	22	2893345	100.000	1	1	0.000
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>47</b>	<b>2894058</b>	<b>100.000</b>	<b>1</b>	<b>1</b>	<b>0.000</b>
2	Appoint a Director in place of Mrs.BhavyaChandran (DIN: 02080649), who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)	E-Voting	21	2893325	99.999	2	21	0.001
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>46</b>	<b>2894038</b>	<b>99.999</b>	<b>2</b>	<b>21</b>	<b>0.001</b>

**B.KRISHNA MOORTHY, F.C.A.,**  
Chartered Accountant  
Membership No: 20439



(UDIN: 19020439AAAAFP8864)

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Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

3	Declaration of Final Dividend of Rs.30 per equity share for the Financial year 2018-19. (Ordinary Resolution)	E-Voting	22	2893326	99.999	1	20	0.001
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>47</b>	<b>2894039</b>	<b>99.999</b>	<b>1</b>	<b>20</b>	<b>0.001</b>
4	Re-appointment of Sri.K.N.Sreedharan as an Independent Director. (Special Resolution)	E-Voting	22	2893345	100.000	1	1	0.000
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>47</b>	<b>2894058</b>	<b>100.000</b>	<b>1</b>	<b>1</b>	<b>0.000</b>
5	Re-appointment of Dr.K.Venkatachalam as an Independent Director. (Special Resolution)	E-Voting	22	2893345	100.000	1	1	0.000
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>47</b>	<b>2894058</b>	<b>100.000</b>	<b>1</b>	<b>1</b>	<b>0.000</b>
6	To ratify/confirm the Remuneration of the Cost Auditors for the financial year 2019-20. (Ordinary Resolution)	E-Voting	23	2893346	100.000	0	0	0.000
		Ballot form at the AGM venue	25	713	100.000	0	0	0.000
		<b>Total</b>	<b>48</b>	<b>2894059</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 31<sup>st</sup> Annual General Meeting and thereafter the said records will be handed over to the Company for safe custody.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)  
SCRUTINIZER

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