

September 29, 2021

**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 to act as Scrutinizer for the 33<sup>rd</sup> (Thirty third) Annual General Meeting of the Equity Shareholders of "Ambika Cotton Mills Limited" held on 29<sup>th</sup> September 2021 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E-Voting 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 by email to all the members, whose names appeared in the Register of Members as on 27<sup>th</sup> August, 2021 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Ambika Cotton Mills Limited (Item No.1 (One) to 5 (Five)) dated 11<sup>th</sup> August, 2021. The Members holding equity shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2021 were considered for e-voting. Number of shareholders as on cut-off date is 20,193.
2. The Company had appointed Central Depository Services (India) Limited (CDSL), as the Service Provider, for extending the facility for the Electronic Voting to the shareholders of the Company. S.K.D.C Consultants Ltd, Coimbatore is the Registrar and Share Transfer Agent of the Company.
3. As a Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above Remote Electronic Voting remained open to the members from Sunday, the 26<sup>th</sup> September, 2021 at 9.00 A.M to Tuesday, the 28<sup>th</sup> September 2021 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.



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Membership No: 20439

4. At the Annual General Meeting, the Company facilitated the members present in meeting through VC/OAVM facility and have not cast their votes through Remote E-voting facility to cast their vote through E-voting facility provided during the Annual General Meeting in compliance with the provisions of Rule 20 (4) (viii) of the Companies (Management and Administration) Rules, 2014, as amended.
5. On completion of the E-Voting, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 29<sup>th</sup> September 2021 around 01.50 pm in the presence of two witnesses, namely Mrs.Divyasukumar and Ms.R.Nikitha, who are not in employment of the Company.
6. The votes cast by 12 (Twelve) shareholders for 54,280 shares have been considered as invalid, as they have not provided the related scanned copies of the relevant Board Resolutions / Authority Letters for exercising their votes.

The following is the summary of e-voting result:

Resolution	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 31.03.2021. (Ordinary Resolution)	99	29,25,665	99.9998	2	6	0.0002
2 Appointment of a Director in the place of Mrs. Bhavya Chandran (DIN 02080649) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)	96	29,25,636	99.9988	5	35	0.0012
3 Declaration of a Final Dividend of Rs.35/- per equity share for the financial year 2020-2021. (Ordinary Resolution)	101	29,25,671	100.000	0	0	0



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4	Appointment of Mrs. Vijayalakshmi Narendra (DIN: 00412374) as a Woman Independent Director of the Company. (Special Resolution)	99	29,25,665	99.9998	2	6	0.0002
5	To ratify/ confirm the Remuneration of the Cost Auditors for the financial year 2021-2022. (Ordinary Resolution)	100	29,25,666	99.9998	1	5	0.0002

All resolutions stand passed under E-voting with requisite majority as specified under the Companies Act, 2013.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)  
SCRUTINIZER  
UDIN: 21020439AAAAMY3248

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