

V.THANGAMUTHU, B.Com., F.C.A.,DISA  
Chartered Accountants  
No.24, Thiruvengada Nagar,  
Bharthiyar Road,  
Ganapathy, Coimbatore -641006



September 30, 2022

**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, V.Thangamuthu, B.com, FCA, DISA Practicing Chartered Accountant, Coimbatore was appointed by the Board of Directors of the Company to act as Scrutinizer for the 34<sup>th</sup> (Thirty Forth) Annual General Meeting of the Equity Shareholders of “**Ambika Cotton Mills Limited**” held on 29<sup>th</sup> September 2022 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 CompaniesAct,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 30<sup>th</sup> August, 2022 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Ambika Cotton Mills Limited (Item No.1 (One) to 7 (Seven)) dated 10<sup>th</sup> August, 2022. The Members holding equity shares as on the cut-off date i.e. 22nd September, 2022 were considered for e-voting. Number of shareholders as on cut-off date is 28,399.
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.

*V. Thangamuthu*



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 Monday, the 26<sup>th</sup> September, 2022 at 9.00 A.M to Wednesday, the 28<sup>th</sup> September 2022 at 5.00 P.M. Further the Remote E-Voting period was completed on the date preceding the date of Annual General Meeting.
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 2022 around 02.40 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 2 (Two) shareholders for 7919 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.
7. One shareholder holding 7919 shares abstained from voting on resolution number one and One shareholder holding 15669 shares abstained from voting on resolution number five

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 To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March 2022 comprising of the Balance Sheet as at March 31, 2022, 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)	145	3167333	99.99	1	1	0.01

*V. Thangamuthu*



2	To declare a Final Dividend of Rs.35/- per equity share for the Financial year 2021-2022. (Ordinary Resolution)	146	31,75,252	99.99	1	1	0.01
3	To appoint a Director in place of Mrs. Vidya Jyothish Pillai (DIN 05215930) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)	119	29,94,487	94.31	28	1,80,766	5.69
4	To appoint M/s. S.Krishnamoorthy and Co, Chartered Accountants (ICAI Firm Registration No.001496s) as Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)	145	31,68,308	99.78	2	6,945	0.22
5	Re Appointment of Sri. P.V. Chandran as Chairman and Managing Director of the Company. (Special Resolution)	138	31,20,582	98.77	8	39,002	1.23
6	Re-appointment of Sri. E.M.Nagasivam as an Independent Director. (Special Resolution)	143	31,52,539	99.28	4	22,714	0.72

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7	To ratify/ confirm the Remuneration of the Cost Auditors for the financial year 2022-2023. (Ordinary Resolution)	145	31,68,308	99.78	2	6,945	0.22
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All resolutions stand passed under E-voting with requisite majority as specified under the Companies Act, 2013.

Thanking you,

Yours faithfully,

(V.THANGAMUTHU)  
SCRUTINIZER

UDIN: 22234200AXNFMS9230