



September 29, 2023

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 35th (Thirty Fifth) Annual General Meeting of the Equity Shareholders of "**Ambika Cotton Mills Limited**" held on 29th September 2023 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 28th August, 2023 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Ambika Cotton Mills Limited (Item No.1 (One) to 4 (Four)) dated 10th August, 2023. The Members holding equity shares as on the cut-off date i.e. 22nd September, 2023 were considered for e-voting. Number of shareholders as on cut-off date is 27,948.
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 Tuesday, the 26th September, 2023 at 9.00 A.M to Thursday, the 28th September 2023 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 29th September 2023 around 02.05 pm in the presence of two witnesses, namely Mrs.Divyasukumar and Mrs. V.Visalakshi, who are not in employment of the Company.
6. In the case of Resolution No. 3- no of votes cast by interested directors and their relatives are 28,72,350 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 Ordinary Resolution - To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March 2023 comprising of the Balance Sheet as at March 31, 2023, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.	149	30,45,728	99.99	3	20	0.01

V. Thangamuthu



2	Ordinary Resolution - To declare a Final Dividend of Rs.35/- per equity share for the Financial year 2022-2023. (Ordinary Resolution)	149	30,45,728	99.99	3	20	0.01
3	Ordinary Resolution - To appoint a Director in place of Mrs. Bhavya Chandran (DIN 02080649) who retires by rotation and being eligible offers herself for re-appointment (Ordinary Resolution)	126	29,99,665	98.49	26	46,083	1.51
4	Ordinary Resolution - To ratify/confirm the Remuneration of the Cost Auditors for the financial year 2023-24. (Ordinary Resolution)	148	30,45,461	99.99	4	287	0.01

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: 23234200BGWTXW7033