

September 27, 2024

**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, K. Murali Mohan FCA, Practicing Chartered Accountant (M. No 14328), Coimbatore was appointed by the Board of Directors of the Company to act as Scrutinizer for the 36<sup>th</sup> (Thirty Sixth) Annual General Meeting of the Equity Shareholders of “**Ambika Cotton Mills Limited**” held on 27<sup>th</sup> September 2024 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 23<sup>rd</sup> August, 2024 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 9<sup>th</sup> August, 2024. The Members holding equity shares as on the cut-off date i.e. 20<sup>th</sup> September, 2024 were considered for e-voting. Number of shareholders as on cut-off date is 29,192.
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. Link Intime India Private Limited, Coimbatore is the Registrar and Share Transfer Agent of the Company.



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Chartered Accountant

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 24<sup>th</sup> September, 2024 at 9.00 A.M to Thursday, the 26<sup>th</sup> September 2024 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 27<sup>th</sup> September 2024 around 01.05 pm in the presence of two witnesses, namely Mrs.Divya sukumar and Mrs. V.Visalakshi, who are not in employment of the Company.

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 - Adoption of the Audited Financial Statements of the Company for the year ended 31st March 2024 comprising of the Balance Sheet as at March 31st, 2024, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.	113	29,59,450	99.99	2	13	0.01
2 Ordinary Resolution - To declare a Final Dividend of Rs.35/- per equity share for the Financial year 2023-2024.	113	29,59,450	99.99	2	13	0.01



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3	Ordinary Resolution - 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.	105	29,52,659	99.77	10	6,804	0.23
4	Special Resolution - To appoint Dr. K. Venkatachalam (DIN: 01062171) as Non - Executive Director liable to retire by rotation.	103	29,52,518	99.77	12	6,945	0.23
5	Ordinary Resolution - To ratify /confirm the Remuneration of the Cost Auditors for the financial year 2024-25.	110	29,59,202	99.99	5	261	0.01

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

Thanking you  
Yours faithfully



(K. MURALI MOHAN)

M. No: 14328

SCRUTINIZER

UDIN: 24014328BKGEQBQ1829

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