K. Murali Mohan F.C.A.
Chartered Accountant

September 29, 2025

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 37th (Thirty Seventh) Annual General Meeting of the Equity Shareholders of **"Ambika Cotton Mills Limited"** held on 27th September 2025 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

The Management of the Company is responsible to ensure the compliance of the requirements of the Act and Rules relating to e-voting during the 37th AGM on the proposed resolutions contained in the Notice. My responsibility as a Scrutinizer for the process of voting through e-voting during the 37th AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency authorized under the Rules and engaged by the Company to provide platform for voting through e-voting during the AGM and platform for VC/ OAVM facility for participation in the 37th AGM.

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, 2025 and whose email addresses are registered with the Company/Depositories, to vote on the proposed 8 (Eight) Resolutions as mentioned in the Notice of the Annual General Meeting of M/s. Ambika Cotton Mills Limited (Item No.1 (One) to 8 (Eight)) dated 8th August, 2025. The Members holding equity shares as on the cut-off date i.e. 20th September, 2025 were considered for e-voting. Number of shareholders as on cut-off date is 28,690.

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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. MUFG Intime India Private 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 Wednesday, the 24th September, 2025 at 9.00 A.M to Friday, the 26th September 2025 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 27th September 2025 around 01.47 pm in the presence of two witnesses, namely Mrs.Divya sukumar and Ms.Nikitha, who are not in employment of the Company.

6. The votes cast by Twenty one (21) shareholders for 3,835 shares have been considered as invalid, as the scanned copies of the relevant Power of Attorney or resolutions were not provided 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	Ordinary Resolution - To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025 comprising of the Balance Sheet as 31st March, 2025, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Reports of Directors and Auditors thereon.	119	30,89,909	95.80%	402	1,35,329	4.20%

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2	Ordinary Resolution - To declare a Final Dividend of Rs.37/- per equity share for the Financial year 2024-2025.	119	30,89,909	95.80%	402	1,35,329	4.20%
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.	119	30,89,909	95.80%	401	1,35,254	4.19%
4	Special Resolution - Approval for Continued Holding of Office by Dr. K. Venkatachalam (DIN: 01062171) as Non-Executive Director upon attaining the age of 75 Years and thereafter in accordance with Regulation 17(1A) and the proviso thereto of SEBI (LODR) Regulations, 2015.	116	30,89,023	95.78%	405	1,36,215	4.22%
5	Ordinary Resolution - Appointment of Sri. Sundararajan Baalaji, B.Com., FCS. (Membership No. 5966, Certificate of Practice No. 3514, Peer Review Certificate No.774/2020), Practicing Company Secretary, Coimbatore, as Secretarial Auditor of the Company for a term of five (5) consecutive financial years.	118	30,89,884	95.80%	402	1,35,329	4.20%
6	Special Resolution - Amendment of Article 69(a) of the Articles of Association of the Company.	118	30,89,609	95.79%	403	1,35,629	4.21%
7	Special Resolution - Approval for Voluntary Delisting of Equity Shares from BSE Limited (BSE).	111	30,89,274	95.78%	410	1,35,964	4.22%

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8	Ordinary Resolution - To ratify/ confirm the Remuneration of the Cost Auditors for the financial year 2025-26.	119	30,89,909	95.80%	402	1,35,329	4.20%

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

Thanking you
Yours faithfully
Digitally signed by
KRISHNAMOORTHYRAO
MURALIMOHAN
Date: 2025.09.29 17:15:00 +05'30'

(K. MURALI MOHAN)
M. No: 14328
SCRUTINIZER
UDIN: 25014328BMOYFX7069

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