

**SCRUTINIZER'S REPORT**

To  
The Chairman cum Managing Director,  
Sri Nachammai Cotton Mills Limited  
30, Sugavaneswara Road,  
Balaji Nagar,  
SALEM 636 004.

Sub: Report on the Postal Ballot process for the Resolutions set out in the Notice of Annual General Meeting dated 21.08.2014.

1. I have been appointed as a Scrutinizer vide Board Resolution dated 25.06.2014 for conducting the Postal Ballot process in connection with the above referred matters.
2. I submit my report as under:
  - 2.1 The Company has completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed envelopes through Courier on 13<sup>th</sup> November, 2014 to the Members, whose names appeared in the Register of Members as on 31<sup>st</sup> October, 2014.
  - 2.2 Particulars of all the Postal ballot forms received from the Shareholders have been entered in the register separately maintained for this purpose.
  - 2.3 The sealed Postal Ballot forms received from the Shareholders were kept under the safe custody of the Company.
  - 2.4 All the Postal Ballot Forms, received up to the close of working hours 5.00 P.M on 3<sup>rd</sup> December, 2014, the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
  - 2.5 Envelopes containing Postal Ballot Forms received after 5.00 P.M on 3<sup>rd</sup> December, 2014 were not considered for my scrutiny. These envelopes were not opened.
  - 2.6 I have not found any defaced/mutilated Postal Ballot Form.

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*M. R. L. Narasimha*

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3. On proper scrutiny of all the Ballot Papers, I report the result of the Postal Ballot as under:  
3.1 Details of Postal Ballot forms received.

Particulars	Number of forms	No. of Equity Shares of the Nominal value of Rs. 10/- each(votes)
Total Number of Postal Ballot Forms received	15	4471
Less: Total Number of Invalid Postal Ballot Forms	One	0
Total Number of valid Postal Ballot Forms	14	4471

3.2 The summary for the Postal Ballot for each of the resolution is given below:

Resolution Number	1
Nature of Resolution	Ordinary Business
Subject Matter	To consider and adopt the Audited Balance Sheet as at 30 <sup>th</sup> June, 2014, the Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4471	100%	0	0

Resolution Number	2
Nature of Resolution	Ordinary Business
Subject Matter	To appoint a Director in the place of Smt. RM. Umaiyal who retires by rotation

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4371	100%	0	0

*M. R. L. Narasimha*

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Resolution Number	3
Nature of Resolution	Ordinary Business
Subject Matter	To appoint Auditors and fix their remuneration

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4171	100%	0	0

Resolution Number	4
Nature of Resolution	Special Resolution
Subject Matter	Re-appointment of Sri P.Palaniappan, as Chairman cum Managing Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4271	100%	0	0

Resolution Number	5
Nature of Resolution	Ordinary Resolution
Subject Matter	Re-appointment of Smt. P. Umayal, as Joint Managing Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4171	100%	0	0

Resolution Number	6
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Sri PL. Subbiah, as an Independent Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4271	100%	0	0

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Resolution Number	7
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Sri Perumal Madhavagopal, as an Independent Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4271	100%	0	0

Resolution Number	8
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Sri A.Alagappan, as an Independent Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4171	100%	0	0

Resolution Number	9
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Sri S.Ravichandran, as an Independent Director

Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4371	100%	0	0

Resolution Number	10			
Nature of Resolution	Ordinary Resolution			
Subject Matter	Appointment of Smt. Shantha Radhakrishnan, as an Independent Director			
Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4171	100%	0	0

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Resolution Number	11
Nature of Resolution	Ordinary Resolution
Subject Matter	Appointment of Smt. Vasantha, as a Director

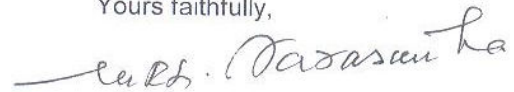
Details of voting	Assent (For)		Dissent(Against)	
	No. of Votes	% of Votes received	No. of Votes	% of Votes received
Postal Ballot	4171	100%	0	0

4. You may accordingly declare the result of the voting by Postal Ballot.

Place: Salem

Date: 05.12.2014.

Yours faithfully,



M.R.L. NARASIMHA, B.Com., FCS  
Practising Company Secretary  
M No 2851. CP 799  
34-C, III<sup>RD</sup> CROSS,  
RAMALINGA NAGAR, K.K PUDUR,  
COIMBATORE-641 038.