

September 28<sup>th</sup>, 2017

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

Sri Nachammai Cotton Mills LIMITED

CIN:- L17115TZ1980PLC000916

30, Sugavaneswara Road

Balaji Nagar

Salem – 636 004

Dear Sir,

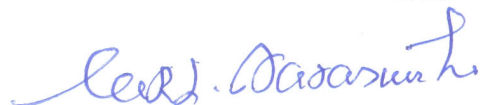
I, M.R.L. Narasimha B. Com, FCS, Practising Company Secretary, Coimbatore was appointed as Scrutinizer for the 37<sup>th</sup> (Thirty Seventh) Annual General Meeting of Equity Shareholders of Sri Nachammai Cotton Mills LIMITED to be held on 27<sup>th</sup> September 2017 at 5.00 PM for the purpose of scrutinizing the E-Voting process and Physical Ballot Voting at the venue 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 and Regulation 44 of the (Listing Obligations And Disclosure Requirements) Regulations, 2015 on the resolutions referred to this report.

I Submit my Report as under

1. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 11<sup>th</sup> August 2017 to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of Annual General Meeting of SRI NACHAMMAI COTTON MILLS LIMITED (Item No.1 (one) to Item No.4 (Four) of the Notice of the Annual General Meeting of SRI NACHAMMAI COTTON MILLS LIMITED. The members holding equity shares as on the cutoff date i.e. 20<sup>th</sup> September 2017 were only considered for E-voting and voting at the meeting of the venue.

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. SRI NACHAMMAI COTTON MILLS LIMITED at the 37<sup>th</sup> AGM*

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2. The E-Voting period remained open from 09.00 AM on 24<sup>th</sup> September 2017 up to 05.00 PM on 26<sup>th</sup> September 2017.
3. The Chairman, at the Annual General Meeting, at the end of discussions on the Resolutions contained in the Notice, allowed voting at the venue of Annual General Meeting on the Ballot Forms provided at the meeting venue to all those members who were present at the meeting but have not cast their votes by availing the remote E-voting.
4. After the conclusion of the Meeting, the Ballot boxes were opened in my presence and the Physical Ballot forms were diligently scrutinized and reconciled with the records maintained by the Registrar and Transfer Agents of the Company. I thereafter first counted the votes cast at meeting through these Ballot Forms.
5. The votes cast through E-Voting and Ballot at the venue were finalized on 28<sup>th</sup> September 2017 at 12.29 PM in the presence of Mr. M.L. Adithya Sudharshan and Mr. AR. Palaniappan who are not in employment of the company.
6. In tune with the Instructions contained in the instructions given for E-voting sent along with the Notice dated on 29<sup>th</sup> May 2017, in respect of members who have voted in two modes (ie E-Voting, Physical Ballot form voted at the venue, I have considered only E-Voting by not reckoning the voting done through Ballot form at the venue of the meeting.
7. In E-Voting and Ballot Voting at the venue there were no rejection.
8. I have collated the votes received through E-Voting process, Physical Ballot forms voted at venue and the same have been furnished hereunder: -

*M. R. L. Narasimha*

**Consolidated Results**

- i. Consider and adopt Audited Financial Statements including Balance Sheet as at 31<sup>st</sup> March 2017, the statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date and the Reports of the Board of Directors and Auditors

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	21	23,89,342	16	3,019	37	23,92,361	100
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	-	-	-	-	-
<b>Total</b>	<b>21</b>	<b>23,89,342</b>	<b>16</b>	<b>3,019</b>	<b>37</b>	<b>23,92,361</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 29<sup>th</sup> May, 2017, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

- ii. To Appoint a Director in place of Sri. A. Annamalai (DIN.00625832), Director who retires by rotation and being eligible, offers himself for re-appointment

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	21	23,89,342	16	3,019	37	23,92,361	100
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	-	-	-	-	-
<b>Total</b>	<b>21</b>	<b>23,89,342</b>	<b>16</b>	<b>3,019</b>	<b>37</b>	<b>23,92,361</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 29<sup>th</sup> May,2017, has been passed with requisite majority

*M. R. L. Narasimha*

**Consolidated Results**

iii. To appoint Auditors and fix their remuneration

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	21	23,89,342	16	3,019	37	23,92,361	100
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	-	-	-	-	-
<b>Total</b>	<b>21</b>	<b>23,89,342</b>	<b>16</b>	<b>3,019</b>	<b>37</b>	<b>23,92,361</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 29<sup>th</sup> May,2017, has been passed with requisite majority

*M. R. L. Narasimha*

Consolidated Results

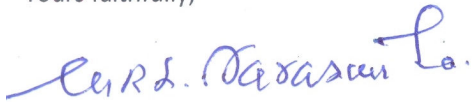
iv. To ratify the Remuneration paid to Cost Auditor

Particulars	Remote E-Voting		Voting at the AGM		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	21	23,89,342	16	3,019	37	23,92,361	100
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	-	-	-	-	-	-	-
<b>Total</b>	<b>21</b>	<b>23,89,342</b>	<b>16</b>	<b>3,019</b>	<b>37</b>	<b>23,92,361</b>	<b>100</b>

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 29<sup>th</sup> May,2017, has been passed with requisite majority

Thanking you,

Yours faithfully,



(M.R.L. NARASIMHA)

SCRUTINIZER

**M.R.L. NARASIMHA, B.Com., FCS.,**  
**Practising Company Secretary**  
**M. No : 2851, C.P. 799,**  
**Old No : 34-C, New No : 8, IIIrd Cross,**  
**RAMALINGA NAGAR, K.K. PUDUR,**  
**COIMBATORE - 641 038**  
**CELL : 98422 54175**

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. SRI NACHAMMAI COTTON MILLS LIMITED at the 37<sup>th</sup>AGM*