

September 25th, 2018

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

D.No 181, "VASANTHAM"

4th Cross Street, New Fairlands

Salem – 636 016

Dear Sir,

I, M.R.L. Narasimha B. Com, FCS, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 38th (Thirty Eight) Annual General Meeting of Equity Shareholders of Sri Nachammai Cotton Mills LIMITED to be held on 25th September 2018 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 18th September 2018 to vote on the proposed 6 (SIX) Resolutions as mentioned in the Notice of Annual General Meeting of SRI NACHAMMAI COTTON MILLS LIMITED (Item No.1 (one) to Item No.6 (Six) 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. 18th September 2018 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 38th AGM

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M. R. L. Narasimha

2. The E-Voting period remained open from 09.00 AM on 22nd September 2018 up to 05.00 PM on 24th September 2018.
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 25th September 2018 at 18.25 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 30th May 2018, 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 1 folio having 700 shares were rejected for want of Board Resolution Copy and Ballot Voting at the venue 2 folios having 11663 shares were rejected for want of details. In total 3 folios were rejected.
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

*Report of Scrutinizer on remote E-voting & Voting by members of M/S. SRI NACHAMMAI COTTON MILLS LIMITED at the
38th AGM*

Consolidated Results

- i. Consider and adopt Audited Financial Statements including Balance Sheet as at 31st March 2018, 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	22	23,86,745	12	2,530	34	23,89,275	99.4852
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated on 30thMay, 2018, has been passed with requisite majority

M.R.L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. SRI NACHAMMAI COTTON MILLS LIMITED at the 38thAGM

Consolidated Results

- ii. To Appoint a Director in place of Sri. A. Arunkumar (DIN.07176491), 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	22	23,86,745	12	2,530	34	23,89,275	99.4852
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.2 of the Notice dated on 30th May,2018, 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	22	23,86,745	12	2,530	34	23,89,275	99.4852
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.3 of the Notice dated on 30th May,2018, has been passed with requisite majority

M. R. L. Narasimha

Report of Scrutinizer on remote E-voting & Voting by members of M/S. SRI NACHAMMAI COTTON MILLS LIMITED at the 38thAGM

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	22	23,86,745	12	2,530	34	23,89,275	99.4852
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.4 of the Notice dated on 30th May,2018, has been passed with requisite majority

M. R. L. Narasimha

Consolidated Results

- v. To appoint Smt. C.Renuka DIN (02209915), as Director of the Company

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	22	23,86,745	11	2,275	33	23,89,020	99.4746
Dissent	-	-	-	-	-	-	-
Abstain	-	-	1	255	1	255	0.0106
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.5 of the Notice dated on 30th May,2018, has been passed with requisite majority

M. R. L. Narasimha

Consolidated Results

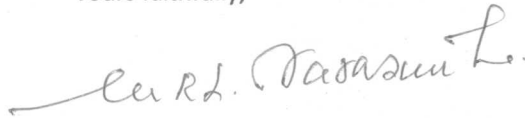
- vi. To accord the continuation of Sri Perumal Madahavagopal DIN (00363963) who has attained 75 years of age as Non-Executive Independent director

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	22	23,86,745	12	2,530	34	23,89,275	99.4852
Dissent	-	-	-	-	-	-	-
Abstain	-	-	-	-	-	-	-
Rejections	1	700	2	11,663	3	12,363	0.5148
Total	23	23,87,445	14	14,193	37	24,01,638	100

Based on the aforesaid results, I report that the Special Resolution as contained in Item.No.6 of the Notice dated on 30th May,2018, has been passed with requisite majority

Thanking you,

Yours faithfully,



(M.R.L. NARASIMHA)

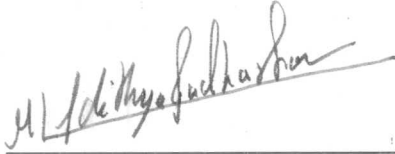
SCRUTINIZER

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

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M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

We the undersigned have witnessed that the votes cast through remote e-voting and voting at the AGM Venue were unblocked from CDSL's e-voting website <https://www.evotingindia.com> in our presence on 25th September 2018 at 18.25 p.m.



Name:- M.L. Adithya Sudharshan
Address:- Lotus 370-A
Alagesan Road
S.B.Mission Post
Coimbatore 641-011



Name:- AR. Palaniappan
Address:- 5/9, NSR Illam
Alagumannar Colony
Omalur Main Road
Salem 636-009

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