

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

OFFICE:

**29 & 30, PANDAMANGALAM
AGRAHARAM,**

WORIUR, TRICHY-620003.

PHONE:- 0431- 2761590.

Email:- bksundaram@gmail.com

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

REPORT OF SCRUTINIZER



[pursuant to Sections 108 & 109 of the Companies Act,2013 and Rules 20(3)(xi) and 21 (1) (I) of the Companies (Management and Administration) Rules,2014]

To
The Chairman and Managing Director,
SAMBANDAM SPINNING MILLS LIMITED,
P.B. NO.1, KAMARAJ NAGAR COLONY,
SALEM - 636 014

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 & M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES have been appointed as a scrutinizer by M/s SAMBANDAM SPINNING MILLS LIMITED, (CIN: L17111TZ1973PLC000675) having its registered office at P.B. NO.1, KAMARAJ NAGAR COLONY, SALEM - 636 014 for the purpose of scrutinizing the process of e-voting and voting by use of polling paper at the meeting (Voting at AGM) in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting by use of polling paper at the meeting (Voting at AGM), as per Section 108 and 109 of the Companies Act,2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, I submit my report as under:-

....2



1. The e-voting period remained open from 02nd August 2016 (9.15 AM) to 05th August 2016 (05.00 PM) through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
2. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 06th August 2016 were considered for my scrutiny and counted. A report in the prescribed Form No. MGT 13 under Rule 21 of the Companies (Management and Administration) Rules, 2014 has been furnished separately to the Chairman of the meeting.
3. The e-votes were unblocked through the menu provided in the CDSL website on 06th August 2016 after the conclusion of the AGM in the presence of two witnesses viz Mr. B. RAMAMURTHY and Mr. K. KARTHIKEYAN who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(B. RAMAMURTHY)

(K. KARTHIKEYAN)
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted electronically were downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>). The valid e-votes cast 'For' and 'Against' were taken in to consideration while preparing the result of e-voting.



5. Based on the counting of valid votes cast thro' e-voting and valid votes cast thro' polling papers at the AGM venue, I furnish hereunder the consolidated result :-

Sl.No..	Particulars of the Business	Voted for				Voted against		
		No. of Members	No. of votes	Vote %	No. of Members	No. of Votes	Vote %	
ORDINARY BUSINESS								
1	Agenda item No.1:- Adoption of Financial Statements	Poll E-voting	0 1930787	0 100	0 0	0 0	0 0	
	Total	26	1930787	100	0	0	0	
2	Agenda Item No.2:- Declaration of Dividend	Poll E-voting	0 1930787	0 100	0 0	0 0	0 0	
	Total	26	1930787	100	0	0	0	
3	Agenda item No.3:- Appointment of Mr. S. DINAKARAN retiring Director	Poll E-voting	0 1928287	0 99.04	0 1	0 2500	0 0.06	
	Total	25	1930787	99.04	1	2500	0.06	
4	Agenda item No.4:- Appointment of Statutory Auditors	Poll E-voting	0 1930787	0 100	0 0	0 0	0 0	
	Total	26	1930787	100	0	0	0	
SPECIAL BUSINESS								
5	Agenda item No.5:- Ratification of remuneration payable to the Cost Auditors	Poll E-voting	0 1930787	0 100	0 0	0 0	0 0	
	Total	26	1930787	100	0	0	0	



6	Agenda item No.6:- Acceptance of deposits from members	Poll	0	0	0	0	0
		E-voting	26	1930787	100	0	0
	Total		26	1930787	100	0	0

The downloaded e-voting records, ballot forms and other connected papers relating to e-voting and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and uploads / announces the result in their website (www.sambandam.com) and thereafter the same will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

PLACE: TRICHY
DATE : 07-08-2016

For Sambandam Spinning Mills Ltd.



(S. DEVARAJAN)

Chairman and Managing Director



For B K SUNDARAM & ASSOCIATES
COMPANY SECRETARIES



R KALYANASUNDARAM
PRACHI

**B.K.SUNDARAM & ASSOCIATES
COMPANY SECRETARIES.**

**B.KALYANASUNDARAM,
B.Com.,ACMA.,ACS.,**

**OFFICE:
29 & 30 ,PANDAMANGALAM
AGRAHARAM,
WORIUR,TRICHY-620003.
PHONE: 0431- 2761590.
Email:- bksundaram@gmail.com**

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To
The Chairman and Managing Director,
SAMBANDAM SPINNING MILLS LIMITED,
P.B. NO.1, KAMARAJ NAGAR COLONY,
SALEM - 636 014

Dear Sir,

Sub:- 42nd Annual General Meeting of the Equity Shareholders of M/S SAMBANDAM
SPINNING MILLS LIMITED held on 06-08-2016 at 10.45 A.M

I, B.KALYANASUNDARAM, PRACTISING COMPANY SECRETARY, (CP. NO.2209 &
M.NO.A672), Prop of M/S B.K.SUNDARAM & ASSOCIATES, COMPANY SECRETARIES
have been appointed as a scrutinizer by M/s SAMBANDAM SPINNING MILLS LIMITED,
(CIN: L17111TZ1973PLC000675) having its registered office at P.B. NO.1, KAMARAJ
NAGAR COLONY, SALEM - 636 014 for the purpose of poll taken on the below
mentioned resolution(s), at the 42nd Annual General Meeting of the Equity
Shareholders of M/S SAMBANDAM SPINNING MILLS LIMITED, held on 06-08-2016 at
10.45 AM. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence. There was only one poll paper which was diligently scrutinized. The poll paper was reconciled with the records maintained by the Registrar and Transfer Agents of the Company viz. M/S CAMEO CORPORATE SERVICES LIMITED, CHENNAI -600 002.
3. The poll paper was found to be defective and it was treated as invalid and kept separately.

...2



4. The result of the Poll is as under:

ORDINARY BUSINESS :-

(a) Resolution 1 - Adoption of Financial Statements

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(b) Resolution 2 - Declaration of Dividend

(i) Voted **In favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



(c) Resolution 3 – Appointment of Mr. S. DINAKARAN retiring Director

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(d) Resolution 4 – Appointment of Statutory Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



SPECIAL BUSINESS

(e) Resolution 5 – Ratification of remuneration payable to the Cost Auditors

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100

(f) Resolution 6 – Acceptance of deposits from members

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	100



5. No Compact Disc (CD) is enclosed as no equity shareholder had exercised any valid vote in respect of any resolution.

6. The poll paper and all other relevant records will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

Thanking you,

Yours faithfully,

Place: TRICHY
Date : 07/08/2016



H. S. SUNDARAM / ASSOCIATES
COMPANY SECRETARIES

A handwritten signature in blue ink.

H. S. SUNDARAM
PROFESIONAL COMPANY SECRETARY
CP, 2209, ...



For Sambandam Spinning Mills Ltd.

A handwritten signature in blue ink.

(S. DEVARAJAN)
Chairman and Managing Director