

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

**B.KALYANASUNDARAM,
B.Com.,AICWA.,ACS.,**

OFFICE:

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AGRAHARAM,
WORIUR,TRICHY-620003.
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REPORT OF SCRUTINIZER

[pursuant to Sections 108, 109 & 110 of the Companies Act,2013 and Rules 20(3)(xi), 21 (1) (I) and 22 (9) of the Companies (Management and Administration) Rules,2014 read with Clause 35B of the Listing Agreement]

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, postal ballot 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, postal ballot and voting by use of polling paper at the meeting (Voting at AGM), as per Section 108, 109 and 110 of the Companies Act,2013 read with Rules 20, 21 & 22 of the Companies (Management and Administration)Rules, 2014 and read with Clause 35B of the Listing Agreement on the below mentioned resolutions, I submit my report as under:-



For Sambandam Spinning Mills Ltd.

....2

*(S. DEVARAJAN)
Chairman and Managing Director*

1. All postal ballot forms received up to the close of working hours at 05.00 PM on 25-09-2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
2. The e-voting period remained open from 23rd September 2015 to 26th September 2015 through e-voting services provided by CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL).
3. The votes cast through ballot paper at the venue of the Annual General Meeting (AGM) held on 27th September 2015 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.
4. The e-votes were unblocked through the menu provided in the CDSL website on 27th September 2015 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)

5. 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.



For Sambandam Spinning Mills Ltd.


(S. DEVARAJAN)
Chairman and Managing Director

6. A summary of the Postal ballot forms received is given below:-

PARTICULARS	NO. OF POSTAL BALLOT FORMS
(a) Total postal ballot forms received	20
(b) Less: Invalid postal ballot forms	2
(c) Net Valid Postal ballot forms taken in to consideration while preparing the result of postal ballot	18

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

SI.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	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0
2	Agenda item No.2:- Declaration of Dividend	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	18	91500		0	0	
		Total	54	2159605	100	0	0	0



For Sambandam Spinning Mills Ltd.

(S. DEVARAJAN)
Chairman and Managing Director

3	Agenda Item No.3:- Appointment of Mr. S. JEGARAJAN retiring Director	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	18	91500		0	0	
		Total	54	2159605	100	0	0	0
4	Agenda item No.4:- Appointment of Statutory Auditors	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0
SPECIAL BUSINESS								
5	Agenda item No.5:- Ratification of remuneration payable to the Cost Auditors	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0
6	Agenda item No.6:- Reappointment of Mr.S.DEVARAJAN, CMD	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0



For Sambandam Spinning Mills Ltd.


(S. DEVARAJAN)
Chairman and Managing Director

7	Agenda item No.7:- Reappointment of Mr.S.JEGARAJAN, JMD	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0
8	Agenda item No.8:- Reappointment of Mr.S.DINAKARAN, JMD	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	17	91400		1	100	
		Total	53	2159505	100	1	100	0
9	Agenda item No.9:- Acceptance of deposits from members	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	18	91500		0	0	
		Total	54	2159605	100	0	0	0
10	Agenda item No.10:- Reissue of 21800 forfeited equity shares	Poll	5	220		0	0	
		E-voting	31	2067885		0	0	
		Postal ballot	18	91500		0	0	
		Total	54	2159605	100	0	0	0



For Sambandam Spinning Mills Ltd.

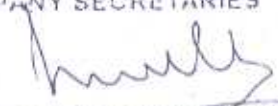
(S. DEVARAJAN)
Chairman and Managing Director

The downloaded e-voting records, postal ballot forms, ballot forms and other connected papers relating to e-voting, postal ballot and voting at the AGM shall remain in my safe custody until the chairman considers this report of Scrutinizer and announces the result on 29TH September 2015 at the Registered Office of the Company and thereafter the same will be handed over to the COMPANY SECRETARY of the Company for safe keeping.

PLACE: TRICHY
DATE : 28-09-2015



For B. K. SUNDARAM & ASSOCIATES
COMPANY SECRETARIES


B. KALYANASUNDARAM
PRACTISING COMPANY SECRETARY
CP. 2209,



For Sambandam Spinning Mills Ltd.


(S. DEVARAJAN)
Chairman and Managing Director