

September 13, 2019

**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  
Salona Cotspin Limited  
S.F.No.74/12 & 75/3, Sathy Road,  
Pungampalli Village,  
Sathyamangalam - 638402

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed as Scrutinizer for the 25<sup>th</sup> (Twenty Fifth) Annual General Meeting of the Equity Shareholders of "**Salona Cotspin Limited**" held on 12<sup>th</sup> September 2019 at 10.30 am at the registered office of the Company at : S.F.No.74/12 & 75/3, Sathy Road, Pungampalli Village, Sathyamangalam – 638402 for the purpose of scrutinizing the E-Voting process and Physical Ballot voting at the venue in a fair and transparent manner and ascertaining the requisite majority on E-Voting and Physical Ballot voting at 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 on the resolutions referred to in 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 09<sup>th</sup> August, 2019 to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the Annual General Meeting of "Salona Cotspin Limited" (Item No.1 (One) to 6 (Six) of the Notice of Annual General Meeting of Salona Cotspin Limited. The Members holding equity shares as on the cut-off date i.e. 05<sup>th</sup> September, 2019 were only considered for e-voting and for voting at the meeting venue. Number of shareholders as on cut-off date is 1999.
2. The E-Voting period remained open from 09.00 AM on Monday 09<sup>th</sup> September, 2019 up to 05.00 PM on Wednesday 11<sup>th</sup> September, 2019.
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 the 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.

**B. KRISHNA MOORTHY, F.C.A.**  
Chartered Accountant  
Membership No: 20438

(UOIN: 19020439AAAEX 3330)

**B. Krishnamoorthi B.Sc., F.C.A.****Chartered Accountant**

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 the Meeting through these Ballot Forms.
5. The Votes cast through E-Voting were unblocked on 12<sup>th</sup> September, 2019 around 4.50 pm in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not in employment of the Company.
6. In tune with the Instructions for e-voting, sent along with the Notice of the Annual General Meeting dated 13<sup>th</sup> August, 2019, in respect of members who have voted in both modes (i.e. E-Voting and Physical Ballot form voted at the venue), I have considered only E-Voting by not reckoning the voting done through Physical Ballot Form.
7. No Ballot Forms were incomplete and/ or were otherwise defective.
8. I have collated the votes cast through remote e-voting and votes cast through physical ballot forms at the venue, and the same have been furnished hereunder.

	Resolution	Mode	For			Against		
			No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
1	Adoption of the Audited Statement of Accounts together with report of Board of Directors and Auditors for the year ended 31st March, 2019 (Ordinary Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
2	To declare dividend (Ordinary Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
3	Re-appointment of Sri.Arunkumar Jhajharia (DIN:00003086), who retires by rotation, as Director (Ordinary Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>



**B.KRISHNAMOORTHY, F.C.A.**  
**Chartered Accountant**  
**Membership No: 20439**

(UDIN:19020439AAAEX3330)

Office : 'Kanapathy Towers' III Floor, No. 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006

Phone : 0422 4039900 Fax : 0422 - 2536673 E-mail : bkcacbe@gmail.com

Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

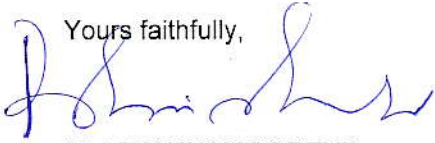
**B. Krishnamoorthi** B.Sc., F.C.A.  
Chartered Accountant

4	Re-appointment of Sri.G.V.S.Desikan (DIN:00050597), as an Independent Director (Special Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
5	Re-appointment of Sri.Dhiresh Jayasi (DIN:06931744), as an Independent Director (Special Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
6	Ratification of remuneration to Cost Auditor Sri.B.Venkateswar (Ordinary Resolution)	E-Voting	14	2830216	100.000	0	0	0.000
		Ballot form at the AGM	6	409068	100.000	0	0	0.000
		<b>Total</b>	<b>20</b>	<b>3239284</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>

9. All relevant records of electronic voting and ballot forms will remain in my custody until the Chairman considers, approves and signs the minutes of the 25<sup>th</sup> Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Salona Cotspin Limited, for safe custody.

Thanking you,

Yours faithfully,



(B. KRISHNAMOORTHI)  
SCRUTINIZER

**B.KRISHNAMOORTHI, F.C.A.**  
Chartered Accountant  
Membership No: 20439

(UDIN: 19020439AAAAEX3330)

Salona Cotspin Limited

Voting details for the business transacted at the Annual General meeting held on 12th September, 2019

SLNO	RESOLUTION	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100	
1	Adoption of the Audited Statement of Accounts together with report of Board of Directors and Auditors for the year ended 31st March, 2019 (Ordinary Resolution)	Promoter - E-Voting	3,255,456	2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)		-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)		2,006,944	410,665	20.463	410,665	-	100.000	-
		Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-	
2	To declare dividend (Ordinary Resolution)	Promoter - E-Voting	3,255,456	2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)		-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)		2,006,944	410,665	20.463	410,665	-	100.000	-
		Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-	
3	Re-appointment of Sri.Arunkumar Jhajharia (DIN:00003086), who retires by rotation, as Director (Ordinary Resolution)	Promoter - E-Voting	3,255,456	2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM		-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-	-	
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)		-	-	-	-	-	-	
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
Public - Non Institutions - Ballot by Post	-	-		-	-	-	-			
Public - Non Institutions - Ballot by Post	-	-		-	-	-	-			

		Total (C)	2,006,944	410,665	20.463	410,665	-	100.000	-
		Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-

4	Re-appointment of Sri.G.V.S.Desikan (DIN:00050597), as an Independent Director (Special Resolution)	Promoter - E-Voting		2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM	3,255,456	-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-		
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	-	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	2,006,944	410,665	20.463	410,665	-	100.000	-	
Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-			

5	Re-appointment of Sri.Dhiresh Jayasi (DIN:06931744), as an Independent Director (Special Resolution)	Promoter - E-Voting		2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM	3,255,456	-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-		
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	-	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	2,006,944	410,665	20.463	410,665	-	100.000	-	
Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-			

6	Ratification of remuneration to Cost Auditor Sri.B.Venkateswar (Ordinary Resolution)	Promoter - E-Voting		2828619	86.889	2828619	0	100.000	-	
		Promoter - Poll at AGM	3,255,456	-	-	-	-	-	-	
		Promoter - Ballot by Post		-	-	-	-	-		
		Total (A)		3,255,456	2,828,619	86.889	2,828,619	-	100.000	-
		Public - Institutions - E-Voting	-	-	-	-	-	-	-	-
		Public - Institutions - Poll at AGM		-	-	-	-	-	-	
		Public - Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (B)	-	-	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2,006,944	1597	0.080	1597	0	100.000	-	
		Public - Non Institutions - Poll at AGM		409068	20.383	409068	0	100.000	-	
		Public - Non Institutions - Ballot by Post		-	-	-	-	-	-	
		Total (C)	2,006,944	410,665	20.463	410,665	-	100.000	-	
Total (A+B+C)	5,262,400	3,239,284	61.555	3,239,284	-	100.000	-			