

September 25, 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  
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 24<sup>th</sup> (Twenty Fourth) Annual General Meeting of the Equity Shareholders of "**Salona Cotspin Limited**" held on 24<sup>th</sup> September 2018 at 10.00 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 17<sup>th</sup> August, 2018 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. 17<sup>th</sup> September, 2018 were only considered for e-voting and for voting at the meeting venue. Number of shareholders as on cut-off date is 2219.
2. The E-Voting period remained open from 09.00 AM on Wednesday 19<sup>th</sup> September, 2018 up to 05.00 PM on Sunday 23<sup>rd</sup> 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 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. KRISHNAMOORTHY, F.C.A.,**  
Chartered Accountant  
Membership No: 20439

**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 24<sup>th</sup> September, 2018 around 7.20 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 21<sup>st</sup> May, 2018, 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, 2018. (Ordinary Resolution)	E-Voting	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
2	Declaration of Dividend on Equity Shares for the year ended 31st March, 2018. (Ordinary Resolution)	E-Voting	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
3	Re-appointment of Sri Arunkumar Jhalaria (DIN:0003084), who retires by rotation, as Director. (Ordinary Resolution)	E-Voting	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>



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

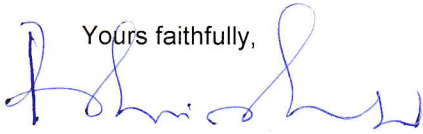
**B. Krishnamoorthi B.Sc., F.C.A.**  
Chartered Accountant

4	Re-appointment of Arunkumar Jhalaria as Director of the company and Fixing his remuneration. (Special Resolution)	E-Voting	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</b>	<b>100.000</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
5	To continue the appointment of Statutory Auditor without ratification at every Annual General Meeting (Ordinary Resolution)	E-Voting	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</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	25	3749968	100.000	0	0	0.000
		Ballot form at the AGM	6	10844	100.000	0	0	0.000
		<b>Total</b>	<b>31</b>	<b>3760812</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 24<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.**  
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