

1	Date of AGM	24 th September 2014
2	Total Number of Share holders on record date	3881
3	Number of shareholders present in the meeting in person or through proxy -Promoter or Promoter Group -Public Number of shareholders who participated in e-voting and postal ballot in lieu of E-voting as per Clause 35B of the listing agreement.	2 71 52
4	Number of shareholders attended the meeting through Video Conferencing -Promoter or Promoter Group -Public	Not Arranged

5	Detail of the Agenda	Resolution required	Mode of voting
1	To Consider and adopt Audited Financial Statements for the year ended 31 st March,2014 and the report of the Directors and Auditors thereon	Ordinary Resolution	e-voting & Postal Ballot
2	Declaration of Dividend on Equity Shares.	Ordinary Resolution	e-voting & Postal Ballot
3	Re-appointment of Mrs.Vidya Jyothish Pillai, as a Director who retires by rotation.	Ordinary Resolution	e-voting & Postal Ballot
4	Appointment of Auditors and to fix their remuneration.	Ordinary Resolution	e-voting & Postal Ballot
5	Appointment of Sri. K.N.Sreedharan, as an Independent Director.	Ordinary Resolution	e-voting & Postal Ballot
6	Appointment of Dr.K.Venkatachalam, as an Independent Director.	Ordinary Resolution	e-voting & Postal Ballot
7	Appointment of Sri .R.Soundararaja Perumal, as an Independent Director.	Ordinary Resolution	e-voting & Postal Ballot
8	Special Resolution under section 180(1)(c) of the Companies Act ,2013 for borrowing limits of the Company.	Special Resolution	e-voting & Postal Ballot
9	Special Resolution under section 180(1)(a) of the Companies Act ,2013 for Creation of charge / Mortgage on assets of the Company .	Special Resolution	e-voting & Postal Ballot
10	Special Resolution under section 14 of the Companies Act ,2013 for amendment of Articles of Association	Special Resolution	e-voting & Postal Ballot

Further the following details of e-voting and Postal Ballot are given below:



Item No.1 Ordinary Resolution - To Consider and adopt Audited Financial Statements for the year ended 31st March,2014 and the report of the Directors and Auditors thereon

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0.00
Public-Institutional holders	411627	0.00	0.00	0	0	0.00	0.00
Public-others	2606273	124703	4.785	124703	0	100	0.00
Total	5875000	2981803	50.75	2981803	0	100	0.00

The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

Item No.2 Ordinary Resolution - Declaration of Dividend on Equity Shares.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0.00
Public-Institutional holders	411627	396000	96.204	396000	0	100	0.00
Public-others	2606273	124703	4.785	124703	0	100	0.00
Total	5875000	3377803	57.49	3377803	0	100	0.00



The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

Item No.3 Ordinary Resolution - Re-appointment of Mrs.Vidya Jyothish Pillai, as a Director who retires by rotation.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0.00
Public-Institutional holders	411627	396000	96.204	396000	0	100	0.00
Public-others	2606273	124703	4.785	124703	0	100	0.00
Total	5875000	3377803	57.49	3377803	0	100	0.00

The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

Item No.4 Ordinary Resolution - Appointment of Auditors and to fix their remuneration.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	0	396000	0	100
Public-others	2606273	124703	4.785	124703	0	100	0
Total	5875000	3377803	57.49	2981803	396000	88.276	11.724



The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

ItemNo.5 Ordinary Resolution - Appointment of Sri. K.N.Sreedharan, as an Independent Director.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	0	396000	0	100
Public-others	2606273	124703	4.785	124703	0	100	0
Total	5875000	3377803	57.49	2981803	396000	88.276	11.724

The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

ItemNo.6 Ordinary Resolution - Appointment of Dr.K.Venkatachalam, as an Independent Director.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	0	396000	0	100
Public-others	2606273	124703	4.785	124703	0	100	0
Total	5875000	3377803	57.49	2981803	396000	88.276	11.724



The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

ItemNo.7 Ordinary Resolution - Appointment of Sri .R.Soundararaja Perumal, as an Independent Director.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) { (2)/(1) }*100	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	396000	0	100	0
Public-others	2606273	124703	4.785	124703	0	100	0
Total	5875000	3377803	57.49	3377803	0	100	0

The above resolution was declared to have been passed as an ordinary resolution with requisite majority.

ItemNo.8 Special Resolution – Resolution under section 180(1)(c) of the Companies Act ,2013 for borrowing limits of the Company.

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) { (2)/(1) }*100	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	396000	0	100	0
Public-others	2606273	124703	4.785	124683	20	99.984	0.016
Total	5875000	3377803	57.49	3377783	20	99.999	0.001



The above resolution was declared to have been passed as a Special resolution with requisite majority.

ItemNo.9 Special Resolution – Resolution under section 180(1)(a) of the Companies Act ,2013 for Creation of charge / Mortgage on assets of the Company .

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	396000	0	100.000	0.000
Public-others	2606273	124703	4.785	124683	20	99.984	0.016
Total	5875000	3377803	57.49	3377783	20	99.999	0.001

The above resolution was declared to have been passed as a Special resolution with requisite majority.

ItemNo.10 Special Resolution – Resolution under section 14 of the Companies Act ,2013 for amendment of Articles of Association

Promoters/ Public	No.of. Shares held	No.of. Votes Polled	%of Votes polled on O/s shares	No.of Votes in Favour	No.of Votes against	% of Votes in Favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) $\{ (2)/(1) \} * 100$	(4)	(5)	(6)	(7)
Promoter & promoter group	2857100	2857100	100	2857100	0	100	0
Public-Institutional holders	411627	396000	96.204	396000	0	100	0
Public-others	2606273	124703	4.785	124683	20	99.984	0.016
Total	5875000	3377803	57.49	3377783	20	99.999	0.001



The above resolution was declared to have been passed as a Special resolution with requisite majority.

Thanking you,

Yours faithfully,

For Ambika Cotton Mills Limited



(R. Anguswamy)

Compliance Officer

Encl: As above



**REPORT OF SCRUTINIZER
[E-VOTING]**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman
Ambika Cotton Mills Limited
Regd.off: No.9-A, Valluvar Street
Sivanandha Colony
Coimbatore 641012

Dear Sir,

I, K. Murali Mohan, FCA Practicing Chartered Accountant, Coimbatore was appointed by the Board Directors of the Company at their meeting held on 9.8.2014 to act as Scrutinizer for the 26th (Twenty Sixth) Annual General Meeting of the Equity Shareholders of "Ambika Cotton Mills Limited" to be held on 24th September 2014 at 12.00 Noon at The Residency, 1076, Avinashi Road, Coimbatore 641018 for the purpose of scrutinizing the E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on E-Voting carried out as per section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The E-Voting period remained open from 09.30 AM on Wednesday 17th September, 2014 up to 05.30 pm on Friday 19th September, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on 14th August, 2014 (cut-off date), who were entitled to vote on the proposed 10 (Ten) Resolutions mentioned in the Notice of the Annual General Meeting of "Ambika Cotton Mills Limited" (Item No. 1 to 10 (Ten) of the Notice of Annual General Meeting of Ambika Cotton Mills Limited.
3. The Votes cast through E-Voting were unblocked on 20th September, 2014 around 11.00 AM in the presence of two witnesses, namely Mr.K.Jayakumar and Mr.R.Sasidharan, who are not employees of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
5. In terms of the mandatory provisions of Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, the Company has provided to the shareholders, who do not have access to the E-Voting facility, an option to send the assent or dissent in writing on a postal ballot. The postal ballot forms were dispatched to the shareholders along with the Notice of 26th Annual General Meeting of the Company and a sealed addressed Business Reply Envelope. Voting rights reckoned on the shareholding as on the above mentioned cut-off date i.e. 14th August, 2014. The last date for receipt of the physical ballot forms was on 19th September 2014. The physical ballot forms received upto the last date stated above, were diligently scrutinized and reconciled with the records maintained by the Registrars and Share Transfer Agents of the Company viz. S.K.D.C. Consultants Limited, Coimbatore.

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Office : 'Kanapathy Towers', 3rd Floor, No.1391/A-1, Sathy Road, Ganapathy, Coimbatore 641006

For AMBIKA COTTON MILLS LIMITED

R. Sasidharan

Compliance Officer

6. In tune with the instructions contained in the instructions given for e-voting and postal ballot voting sent along with the Notice dated 9th August, 2014, in respect of members who have voted in both modes (i.e. Postal Ballot Form and through E-Voting), I have considered only E-Voting by not reckoning the voting done through Postal Ballot Form.
7. One shareholder holding 396000 shares has not voted either For or Against and abstained from voting for Resolution number one.
8. One Ballot Form for 5 shares, was incomplete and/ or were otherwise defective.
9. I have collated the votes received through E-Voting and through Postal Ballot Process 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 Financial Statements for the year ended 31.03.2014 (Ordinary resolution)	E-Voting	11	2977358	100.000	0	0	0.000
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	52	2981803	100.000	0	0	0.000
2 Declaration of dividend on equity shares. (Ordinary resolution)	E-Voting	12	3373358	100.000	0	0	0.000
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	53	3377803	100.000	0	0	0.000
3 Re-appointment of Mrs.Vidya Jyotish Pillai as a Director, who retires by rotation (Ordinary resolution)	E-Voting	12	3373358	100.000	0	0	0.000
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	53	3377803	100.000	0	0	0.000
4 Appointment of Auditors and to fix their remuneration. (Ordinary resolution)	E-Voting	11	2977358	88.261	1	396000	11.739
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	52	2981803	88.276	1	396000	11.724
5 Appointment of Sri.K.N.Sreedharan, as an Independent Director. (Ordinary resolution)	E-Voting	11	2977358	88.261	1	396000	11.739
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	52	2981803	88.276	1	396000	11.724
6 Appointment of Dr.K.Venkatachalam, as an Independent Director. (Ordinary resolution)	E-Voting	11	2977358	88.261	1	396000	11.739
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	52	2981803	88.276	1	396000	11.724
7 Appointment of Sri.R.Soundararaja Perumal, as an Independent Director. (Ordinary resolution)	E-Voting	12	3373358	100.000	0	0	0.000
	Postal Ballot	41	4445	100.000	0	0	0.000
	Total	53	3377803	100.000	0	0	0.000
8 Special Resolution under section 180(1)(c) of the Companies Act,2013 for borrowing limits of the Company.	E-Voting	12	3373358	100.000	0	0	0.000
	Postal Ballot	40	4425	99.550	1	20	0.450
	Total	52	3377783	99.999	1	20	0.001

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For AMBIKA COTTON MILLS LIMITED

A. Doreen

Compliance Officer

9	Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 for Creation of charge / Mortgage on assets of the Company.	E-Voting	12	3373358	100.000	0	0	0.000
		Postal Ballot	40	4425	99.550	1	20	0.450
		Total	52	3377783	99.999	1	20	0.001
10	Special Resolution under Section 14 of the Companies Act 2013 for amendments of Articles of Association.	E-Voting	12	3373358	100.000	0	0	0.000
		Postal Ballot	40	4425	99.550	1	20	0.450
		Total	52	3377783	99.999	1	20	0.001

10. 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 26th Annual General Meeting and thereafter the said records will be handed over to the Company Secretary of Ambika Cotton Mills Limited, for safe custody.

Thanking you,

Yours faithfully,

K. Muarali Mohan

(K.MUARALI MOHAN)
SCRUTINIZER

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For AMBIKA COTTON MILLS LIMITED

R. Anand

Compliance Officer