



Ambika Cotton Mills Limited

24/09/2016

Ref.No.ACM/834 /2016-17

To,

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir,

REF: NSE - AMBIKCO , BSE - Scrip Code: 531978

Sub: Furnishing of details of Voting results of 28th Annual General Meeting of the Company held on 23.09.2016 in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

As per the provisions of Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company had provided facility for remote e-voting to the shareholders to cast their vote electronically on the resolutions proposed in the Notice of 28th Annual General Meeting dated 06.08.2016. The e-voting facility was opened from 20.09.2016 (9am) to 22.09.2016 (5pm).

In terms of the provisions of the Companies Act, 2013 voting by ballot paper was also conducted for the shareholders present at the meeting and who had not cast their vote through remote e-voting.

The Board of Directors had appointed Mr.B.Krishnamoorthi, Chartered Accountant, Coimbatore as the Scrutiniser for overseeing remote e-voting and also voting by ballot paper at the AGM.

The Scrutiniser had carried out the scrutiny of the votes cast by remote e-voting and by ballot paper at the meeting and submitted his consolidated report. On the basis of the Report Sri.P.V.Chandran, Chairman and Managing Director declared that all the resolutions mentioned in the Notice of AGM dated 06.08.2016 have been passed with requisite majority.

The Scrutiniser's Report is enclosed herewith for your records.

Thanking you,
For Ambika Cotton Mills Limited

R. Anguswamy
Compliance officer

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tel : +91 422 2491501, +91 422 2491502 fax : +91 422 2499623

email : ambika@acmills.in

CIN : L17115TZ1988PLC002269

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

September 23, 2016

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

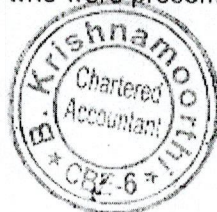
The Chairman
Ambika Cotton Mills Limited
Regd. Office: No.9 A, Valluvar street
Sivanandha Colony
Coimbatore – 641012.

Dear Sir,

I, B. Krishnamoorthi, BSc, FCA Practicing Chartered Accountant, Coimbatore was appointed by the Board of Directors of the Company at their meeting held on 6th August, 2016 to act as Scrutinizer for the 28th (Twenty Eighth) Annual General Meeting of the Equity Shareholders of "**Ambika Cotton Mills Limited**" held on 23rd September 2016 at 12.00 Noon at The Residency, 1076 Avanashi Road, Coimbatore 641018 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 26th August, 2016 to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the Annual General Meeting of "Ambika Cotton Mills Limited" (Item No.1 (One) to 6 (Six) of the Notice of Annual General Meeting of Ambika Cotton Mills Limited. The Members holding equity shares as on the cut-off date i.e. 16th September, 2016 were only considered for e-voting and for voting at the meeting venue.
2. The E-Voting period remained open from 09.00 AM on Tuesday 20th September, 2016 up to 05.00 PM on Thursday 22nd September, 2016.
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.



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

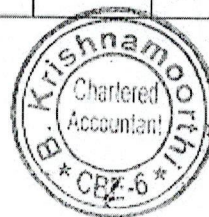
Resi : "Shreekara" No. 9, Right House, Rajarajeshwari Estates, Mullai Nagar, Marudhamalai Road, Coimbatore 641 041, Phone : 0422 4512371

B. Krishnamoorthi B.Sc., F.C.A.

Chartered Accountant

4. 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 23rd September, 2016 around 2.00 PM in the presence of two witnesses, namely Mr.K.Marimuthu and Mr.R.Sasidharan, who are not in employment of the Company.
6. In tune with the Instructions contained in the instructions given for e-voting sent along with the Notice dated 6th August, 2016, 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 Ballot Form.
7. 2 Ballot Forms involving 9 shares which were incomplete and / or were otherwise defective were treated as invalid.
8. I have collated the votes received through E-Voting process and Physical Ballot forms voted at 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	Approval of Financial Statements for the year ended 31 st March, 2016, the Report of the Board of Directors and the Report of the Auditors thereon. (Ordinary Resolution)	E-Voting	24	2878725	100.000	0	0	0.000
		Ballot form at the AGM venue	56	5557	100.000	0	0	0.000
		Total	80	2884282	100.000	0	0	0.000
2	Declaration of Interim Dividend as Final Dividend on equity shares. (Ordinary Resolution)	E-Voting	24	2878725	100.000	0	0	0.000
		Ballot form at the AGM venue	56	5557	100.000	0	0	0.000
		Total	80	2884282	100.000	0	0	0.000
3	Appointment of Director in the place of Mrs. Vidya Jyothish Pillai (DIN:05215930) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)	E-Voting	23	2878665	99.998	1	60	0.002
		Ballot form at the AGM venue	56	5557	100.000	0	0	0.000
		Total	79	2884222	99.998	1	60	0.002



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

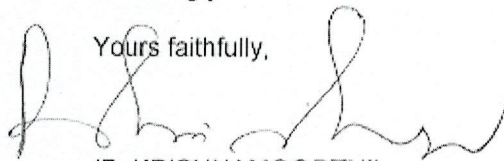
4	Ratification of appointment of Auditors M/s.L.Venkata subbu & Co., and to fix their remuneration (Firm registration no.0004627s). (Ordinary Resolution)	E-Voting	24	2878725	100.000	0	0	0.000
		Ballot form at the AGM venue	56	5557	100.000	0	0	0.000
		Total	80	2884282	100.000	0	0	0.000
5	Re-appointment of Sri.P.V.Chandran (DIN 00628479) as Chairman and Managing Director of the company for a further period of 5 years with effect from 01.04.2017 to 31.03.2022 and approval for remuneration payable to him. (Ordinary Resolution)	E-Voting	22	2878465	99.998	1	60	0.002
		Ballot form at the AGM venue	56	5557	100.000	0	0	0.000
		Total	78	2884022	99.998	1	60	0.002
6	Ratification of Remuneration payable to Cost Auditors for the Financial year 2016-17 (Ordinary Resolution)	E-Voting	24	2878725	100.000	0	0	0.000
		Ballot form at the AGM venue	55	5545	99.784	1	12	0.216
		Total	79	2884270	100.000	1	12	0.000

9. One shareholder holding 200 shares had abstained from voting for resolution no.5

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 28th 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,



(B. KRISHNAMOORTHI)
SCRUTINIZER

B.KRISHNA MOORTHY, F.C.A.
Chartered Accountant
Membership No: 20433

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

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		1	2	3	4	5	6	7	
S/NO	RESOLUTION	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Approval of Financial Statements for the year ended 31st March, 2016, the Report of the Board of Directors and the Report of the Auditors thereon. (Ordinary Resolution)	Promoter - E-Voting	2857100	2857100	100.000	2857100	0	100.000	-
		Promoter - Poll at AGM	-	-	-	-	-	-	-
		Promoetr - Ballot by Post	-	-	-	-	-	-	-
		Total (A)	28,57,100	28,57,100	100.000	28,57,100	-	100.000	-
		Public - Institutions - E-Voting	237616	-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (B)	2,37,616	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2780284	21625	0.778	21625	0	100.000	-
		Public - Non Institutions - Poll at AGM	-	5557	0.200	5557	0	100.000	-
		Public - Non Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (C)	27,80,284	27,182	0.978	27,182	-	100.000	-
		Total (A+B+C)	58,75,000	28,84,282	49.094	28,84,282	-	100.000	-
2	Declaration of Interim Dividend as Final Dividend on equity shares. (Ordinary Resolution)	Promoter - E-Voting	2857100	2857100	100.000	2857100	0	100.000	-
		Promoter - Poll at AGM	-	-	-	-	-	-	-
		Promoetr - Ballot by Post	-	-	-	-	-	-	-
		Total (A)	28,57,100	28,57,100	100.000	28,57,100	-	100.000	-
		Public - Institutions - E-Voting	237616	-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (B)	2,37,616	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2780284	21625	0.778	21625	0	100.000	-
		Public - Non Institutions - Poll at AGM	-	5557	0.200	5557	0	100.000	-
		Public - Non Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (C)	27,80,284	27,182	0.978	27,182	-	100.000	-
		Total (A+B+C)	58,75,000	28,84,282	49.094	28,84,282	-	100.000	-
3	Appointment of Director in the place of Mrs. Vidya Jyothish Pillai (DIN:05215930) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)	Promoter - E-Voting	2857100	2857100	100.000	2857100	0	100.000	-
		Promoter - Poll at AGM	-	-	-	-	-	-	-
		Promoetr - Ballot by Post	-	-	-	-	-	-	-
		Total (A)	28,57,100	28,57,100	100.000	28,57,100	-	100.000	-
		Public - Institutions - E-Voting	237616	-	-	-	-	-	-
		Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
		Public - Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (B)	2,37,616	-	-	-	-	-	-
		Public - Non Institutions - E-Voting	2780284	21625	0.778	21625	60	99.723	0.277
		Public - Non Institutions - Poll at AGM	-	5557	0.200	5557	0	100.000	-
		Public - Non Institutions - Ballot by Post	-	-	-	-	-	-	-
		Total (C)	27,80,284	27,182	0.978	27,122	60	99.779	0.221
		Total (A+B+C)	58,75,000	28,84,282	49.094	28,84,222	60	99.998	0.002
Promoter - E-Voting	2857100	2857100	100.000	2857100	0	100.000	-		

