

9th November, 2018

To

The Chairman  
Sri Kannapiran Mills Limited  
Post Bag No.1, Sowripalayam  
Coimbatore – 641 028.

Dear Sir,

**Sub :** Postal ballot process under Section 110 of the Companies Act, 2013 ("Act"), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rule") – Submission of **Scrutiniser's report**.

The Board of Directors of your Company has, vide resolutions passed on **21<sup>st</sup> August, 2018, decided to :**

- (a) **Conduct a postal ballot** process to obtain the approval of your members for **adopting new object clause of Memorandum of Association and adopting the new Articles of Association**.
- (b) **Provide the** members of your company to send their assent or dissent on the said resolutions in writing on a **Postal Ballot Form**;
- (c) **Fix 31<sup>st</sup> August, 2018** as the **cut-off date** to determine the **members eligible** to exercise their votes and the number of votes that can be exercised by such members; and
- (d) **Appoint** me as the **Scrutiniser** for conducting the postal ballot process in a fair and transparent manner.

I submit my report as under:

1. Your company had **647 members** holding equity shares on the **Register of members** as on **31<sup>st</sup> August, 2018** ("cut-off date")
2. Postal ballot facility was made available to the members and the postal ballot notice duly contains the necessary particulars.
3. **Postal Ballot notice** was sent on 4th October, 2018 through registered post to members, along with the postal ballot enclosed on self-addressed postage pre-paid envelope.
4. The postal ballot notice has also been placed on the Company's website [www.kannapiran.co.in](http://www.kannapiran.co.in) and has remained on the website till the last date for receipt of postal ballot forms from the members.

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*M. R. L. Narasimha*

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5. The postal ballot notice indicates the process and manner for voting by Postal ballot and also mentioned that:
  - (a) The business set out in the notice may also be transacted through Postal Ballot process.
  - (b) **5th November, 2018 (5.00 P.M. IST)** would be the last date and time for ballots to reach the Scrutiniser.
6. The Company **published advertisements** about having sent the postal ballot notice on **6th October, 2018** in the following newspapers, having wide circulation in Coimbatore District in which the registered office of the Company is situated.
  - (a) "Trinity Mirror" an English newspaper in English language; and
  - (b) "Makkal Kural" a Tamil newspaper in Tamil language (Coimbatore edition).
7. The **postal ballot forms** received were opened in my presence and scrutinised.
8. After 5.00 p.m. on 5th November, 2018, I have finalised the votes in the presence of two witnesses not in the employment of the company.
9. I have:
  - (i) Scrutinised all the **postal ballot forms received** from the members of the company **upto 5.00 p.m. on 5th November, 2018**
  - (ii) Not received any postal forms after **5.00 p.m. on 5th November, 2018**.
  - (iii) Not received any mutilated ballot papers.
  - (iv) Considered one (1) ballot for 192 shares as rejected due to in correct way of placing the tick mark in the ballot form.
  - (v) Matched / confirmed the shareholding as stated in the postal ballot forms with that mentioned in the Register of Members as on cut-off date.
  - (vi) Recorded the details in a separate register maintained for the purpose.

*M. R. L. Narasimha*

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10. A summary of the voting is given below:

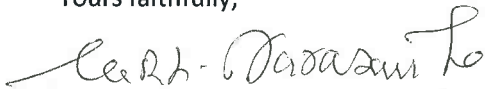
Particulars	Number of members	Number of Shares / Votes
Total eligible members / votes as on cut-off date	647	3636479

Particulars	Resolution No. 1 Adopting new object clause of Memorandum of Association		Resolution No. 2 Adopting the new Articles of Association	
	Ballots	Votes	Ballots	Votes
Participating members and valid ballots exercised :	13	1869718	13	1869718
Valid ballots exercised for the resolution :	13	1869718	12	1869598
Valid ballots exercised against the resolution :	0	0	0	0
Abstained	0	0	1	120
Valid ballots exercised as a percentage :				
(a) For the resolution (assent)		100%		99.99%
(b) Against the resolution (dissent)		Nil		Nil

11. Hence, in terms of Clause 16.6.3 of the Secretarial Standard on General Meetings, the **Special resolutions are deemed to have been passed on 5th November, 2018**, being last date specified by the company for receipt of duly completed postal ballot forms.

12. You may accordingly declare the result of the postal ballot process.

Thanking you,  
Yours faithfully,



**M R L Narasimha**  
Scrutiniser

Witness

1. **K. V. MURUGAN,**  
4/5a ELGI Nagar,  
Phase-1, Vellore,  
COIMBATORE 641 11.

**M.R.L. NARASIMHA, B.Com., FCS.,**  
Practising Company Secretary  
M. No : 2851, C.P. 799,  
Old No : 34-C, New No : 8, IIIrd Cross,  
RAMALINGA NAGAR, K.K. PUDUR,  
COIMBATORE - 641 038  
CELL : 98422 54175

2. **V. SUBBIAH**  
ANNAI ILLAM  
3, GOMATHI NAGAR,  
SAKTHI NAGAR EAST  
NEELIKONAMPALAYAM  
COIMBATORE 641 033