



**MDS & Associates**  
Company Secretaries in Practice

**M.D.Selvaraj** M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.  
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**SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT**  
**(IN LIEU OF E-VOTING AT THE AGM)**  
**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the**  
**Companies (Management and Administration) Rules, 2014 and Clause 35B of the**  
**Listing agreement)**

To  
The Chairman  
95<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s.THE THIRUMBADI RUBBER COMPANY LIMITED**  
(L01116KL1919PLC017342)  
To be held on Thursday the 11<sup>th</sup> day of September, 2014 at 11.30 AM at  
Thirumbadi Estate, Mookkam Post - 673 602,  
Kozhikode District, Kerala, India.

Dear Sir,

**Sub: Scrutinizers Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Postal ballot (in lieu of e-voting at the AGM) forms received from the shareholders who do not have access to e-voting.**

I, M D Selvaraj, FCS, Proprietor of M/s.MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of M/s. THE THIRUMBADI RUBBER COMPANY LIMITED ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice convening the 95<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on Thursday, 11<sup>th</sup> September 2014 at 11:30 AM at Thirumbadi Estate, Mookkam Post - 673 602, Kozhikode District, Kerala, India.



**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the Resolution(s) as set out in the Notice convening the 95<sup>th</sup> Annual General Meeting dated 27<sup>th</sup> May 2014.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot (in lieu of e-voting at the AGM) at the 95<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 95<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and of the Postal Ballot forms received upto 8<sup>th</sup> September 2014.

Further in addition to the above, I submit my report as under:

- The Notice dated 27<sup>th</sup> May 2014 convening the Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Companies Act, 2013 along with the Postal Ballot forms (in lieu of e-voting at AGM) were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 11<sup>th</sup> September 2014.
- The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided to the shareholders who do not have access to e-voting to send their voting in writing on a Postal Ballot (in lieu of e-voting at the AGM) in terms of the provisions of Clause 35B of the Listing Agreement entered into with the Madras Stock Exchange Limited.
- The shareholders of the Company holding shares as on the "cut-off" date of 8<sup>th</sup> August 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 10 in the Notice of the 95<sup>th</sup> AGM of M/s. The Thirumbadi Rubber Company Limited.



- The voting period for e-voting commenced on Friday, 5<sup>th</sup> September 2014 at 9:00 AM and ended on Sunday, 7<sup>th</sup> September 2014 at 6:00 PM. The Postal Ballot forms received upto 5:00 PM on Monday the 8<sup>th</sup> September 2014 were considered for my scrutiny.
- I, as the Scrutinizer, unblocked the votes cast through e-voting, on 8<sup>th</sup> September, 2014 at 11:21 AM in the presence of Mr. S. Sarathraj (the undersigned as Witness No.1) and Mr. A. Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

Witness No.1  
.....

Name: Mr. S. Sarathraj

Witness No.2  
.....

Name: Mr. A. Selten Jayaraj

I now hereby submit my Consolidated Report on the Result of the E-voting together with that of the Postal ballot (in lieu of e-voting at the AGM) in respect of the said Resolution(s), as under;



**Item No.1****ORDINARY RESOLUTION:**

To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

[rounded off]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>



**ORDINARY RESOLUTION:**To declare a dividend for the year ended 31<sup>st</sup> March, 2014**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

*[rounded off]***VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>



**Item No.3****ORDINARY RESOLUTION:**

To appoint a Director in the place of Shri.S.K.Bangur (DIN: 00053237), who retires by rotation, and being eligible, offers himself for re-appointment.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
Total Voting	62	2,05,085	99.94%

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
Total Voting	2	113	0.06%



**ORDINARY RESOLUTION:**

To re-appoint M/s. Dhandhanian & Associates (FRN: 316052E), Chartered Accountants, Kolkata as Statutory Auditors of the Company for a period of three years upto the 98<sup>th</sup> Annual General Meeting and to fix their remuneration.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
Total Voting	62	2,05,085	99.94%

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
Total Voting	2	113	0.06%



**Item No. 5**
**SPECIAL RESOLUTION:**

To appoint Mr. S.K.Poddar (DIN: 01301006) as Independent Director of the Company for a period of five years from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>





**SPECIAL RESOLUTION:**

To appoint Shri.S.H.Jhaver (DIN: 00379070) as Independent Director of the Company for a period of five years from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

[rounded off]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>



**SPECIAL RESOLUTION:**

To appoint Shri.Krishna Kumar Lohia (DIN: 00690802) as Independent Director of the Company for a period of five years from the conclusion of the AGM.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
Total Voting	62	2,05,085	99.94%

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
Total Voting	Nil	Nil	Nil

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
Total Voting	2	113	0.06%



Item No. 8**ORDINARY RESOLUTION:**

To re-appoint Smt.Shashi Devi Bangur (DIN: 00053300) as Whole-time Director of the Company for a period of three years with effect from 14<sup>th</sup> November 2014.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,041	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,078</b>	<b>99.94%</b>

[rounded off]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	1	7	Negligible
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>



**SPECIAL RESOLUTION:**

To alter the Articles of Association of the Company

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

[rounded off]

**VOTES CASTED AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>



**SPECIAL RESOLUTION:**

To authorize the Board of Directors to mortgage or otherwise dispose of or to create or modify charge, hypothecate the whole or substantially the whole of the undertaking of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013.

**VOTES CASTED IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	10	14,037	100.00%
Postal ballot (in lieu of e-voting at the AGM)	52	1,91,048	99.94%
<b>Total Voting</b>	<b>62</b>	<b>2,05,085</b>	<b>99.94%</b>

[rounded off]

**VOTES CASTED AGAINST THE RESOLUTION**

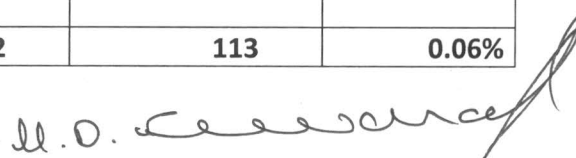
Mode of Voting	Number of Members Voted through electronic means and Postal ballot (in lieu of e-voting at the AGM)	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	Nil	Nil	Nil
<b>Total Voting</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Casted	Percentage of Total Number of Votes Casted
E-voting	Nil	Nil	Nil
Postal ballot (in lieu of e-voting at the AGM)	2	113	0.06%
<b>Total Voting</b>	<b>2</b>	<b>113</b>	<b>0.06%</b>

Date : 10<sup>th</sup> September 2014

Place : Coimbatore



**MDS & ASSOCIATES**  
 Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
 COMPANY SECRETARY IN PRACTICE  
 FCS - 960, CP - 411  
 "SURYA" 35, MAYFLOWER AVENUE  
 SOWRI PALAYAM ROAD, COIMBATORE - 641 012