

K. SRINIVASAN
CHARTERED ACCOUNTANT

No.10,2nd Floor
Salai Road Extension,
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25 August 2021

The Chairman
Sandhya Spinning Mill Limited
No.47, P.S.K. Nagar
Rajapalaiyam - 626 108.

Dear Sir,

Sub: Remote E-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 27th Annual General Meeting on 25th August 2021 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated report

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 27th AGM. I submit my report as under:

1. As required by the Companies Act, 2013, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), in respect of Five (5) Ordinary Resolutions to be considered at the 27th AGM.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No.	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Company's Audited Financial Statements for the year ended 31st March 2021.
2	Ordinary	Ordinary	Reappointment of Shri. P. R. Venketrama Raja (DIN: 00331406), as Director, liable to retire by rotation.
3	Ordinary	Ordinary	Reappointment of Smt. P.V. Nirmala Raju (DIN: 00474960), as Director, liable to retire by rotation.
4	Special	Ordinary	The Authorised Share Capital of the Company to be increased from Rs. 20 Crores to Rs. 32 Crores divided into 2,80,00,000 (Two Crore Eighty Lakhs) Equity Shares of Rs. 10 each and 40,00,000 (Forty Lakhs) 7.50% Cumulative Redeemable Preference Shares of Rs. 10 each.

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Item No.	Nature of Business	Type of Resolution	Subject Matter
5	Special	Ordinary	Ratification of remuneration of Rs.65,000/- plus applicable taxes and out of pocket expenses to M/s. RKMS & Associates; (Firm Registration No. 000335), Cost Audit Firm, appointed as the Cost Auditor of the Company for the financial year 2021-22.

3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4. Voting was not exercised regarding shares that were transferred to Investor Education and Protection Fund Authority (IEPF).
5. Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 210816037 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. The remote e-voting facility prior to the AGM was made available from 9:00 AM on 22nd August 2021 to 5:00PM on 24th August 2021.
7. It was announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
8. The prescribed particulars with regard to the remote e-voting process were duly advertised on 31st July 2021 in Business Line (English – All Editions), Dinamani (Tamil – Madurai Editions). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
9. The Company completed the despatch of Annual Report for 2020-21 containing Notice, Board's Report and Financial Statements by e-mail to the Members by 2nd August 2021.

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10. 19th August 2021 was fixed as the cut-off date for determining the eligibility to vote.
11. On the completion of the e-voting process:
- 11.1 I allowed a time of 15 minutes from the close of AGM to enable shareholders attending the AGM to cast their votes.
- 11.2 I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company. Due to the social distancing norms on account of COVID-19, I invited the two witnesses to login to my computer using remote login, and the activity was witnessed.
- 11.3 I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.
12. I have also verified and confirm that no member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
13. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
14. The results of e-voting for the AGM are as under:

Resolution No	Votes cast in favour			Votes cast against		
	No. of Ballots voted	No. of Votes	Percentage of votes	No. of Ballots voted	No. of Votes	Percentage of votes
1	12	13,206,208	100%	0	0	0%
2	12	13,206,208	100%	0	0	0%
3	12	13,206,208	100%	0	0	0%
4	12	13,206,208	100%	0	0	0%
5	12	13,206,208	100%	0	0	0%


15. All the Five resolutions have been passed with requisite majority.

KRISHNASWAMI
SRINIVASAN

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutiniser for the AGM
UDIN: 21021510AAAACY2535

Digitally signed by
KRISHNASWAMI SRINIVASAN
Date: 2021.08.25 16:41:47 +05'30'

COUNTER SIGNED BY :
For SANDHYA SPINNING MILL LIMITED


(V. GURUSAMY)
VP (Finance) Cum Secretary.