

Srinivasan Krishnaswami
Chartered Accountant

20 August 2022

To

The Chairman
Sandhya Spinning Mill Limited
No.47, P.S.K. Nagar
Rajapalaiyam 626108

Dear Sir,

Sub: Remote E-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 28th Annual General Meeting on 20th August 2022 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 28th 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), and Ministry of Corporate Affairs (MCA) circular dated 05th May, 2022 in respect of Eight (8) Resolutions to be considered at the 28th 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 2022.
2	Ordinary	Ordinary	Declaration of accumulated Preference Dividend of Rs. 90 Lakhs on 30,00,000 Nos. of 7.50% Cumulative Redeemable Preference Shares of Rs. 10/- each.
3	Ordinary	Ordinary	Declaration of Equity Dividend of Rs. 0.50 per share for the year ended 31st March 2022.
4	Ordinary	Ordinary	Reappointment of Smt. R. Sudarsanam (DIN: 00433926), as Director, liable to retire by rotation.
5	Ordinary	Ordinary	Reappointment of Shri. S. Kanthimathinathan (DIN: 01124581) as Director, liable to retire by rotation.

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For SANDHYA SPINNING MILL LIMITED

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

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Item No.	Nature of Business	Type of Resolution	Subject Matter
6	Ordinary	Ordinary	Reappointment of M/s. M.S. Jagannathan & N.Krishnaswami, Chartered Accountants, Firm Registration No. 001208S, as statutory auditors of the Company, and to hold office from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the year 2027.
7	Special	Special	Re-appointment of Smt. B. Sri Sandhya Raju (DIN: 02325596) as Managing Director of the Company for a period of 5 years with effect from 01-04-2023, at a remuneration equivalent to 5% of the net profits of the Company.
8	Special	Ordinary	Ratification of remuneration of Rs.75,000/- 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 2022-23.

- 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.
- Voting was not exercised regarding shares that were transferred to Investor Education and Protection Fund Authority (IEPF).
- 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) 220808001 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
- The remote e-voting facility prior to the AGM was made available from 9:00 AM on 17th August 2022 to 5:00PM on 19th August 2022.
- 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.
- The prescribed particulars with regard to the remote e-voting process were duly advertised on 26th July 2022 in Hindu Business Line (English – All Editions), Dinamani (Tamil –

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Madurai Editions). The advertisement also stated the way 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 2021-22 containing Notice, Board's Report and Financial Statements by e-mail to the Members by 26th July 2022.
10. 13th August 2022 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 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.
 - 11.2. 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 Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	15	2,70,03,941	100%	0	0	0%
2	15	2,70,03,941	100%	0	0	0%
3	15	2,70,03,941	100%	0	0	0%
4	15	2,70,03,941	100%	0	0	0%
5	15	2,70,03,941	100%	0	0	0%
6	15	2,70,03,941	100%	0	0	0%
7	15	2,70,03,941	100%	0	0	0%
8	15	2,70,03,941	100%	0	0	0%

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

b. 

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutinizer for the AGM
UDIN: 22021510APMIJK3701

For SANDHYA SPINNING MILL LIMITED


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