

5 GF Abirami Apartments
14 VOC Road, Cantonment
Trichy 620001
Phone: 0431-2140542

D1 B Block First Floor Parsn Paradise
46 GN Chetty Road T Nagar
Chennai 600017
Phone: 044-42059739/45008214

Email: srinivasan.k@msjandnk.in

14 August 2019

The Chairman,
Sandhya Spinning Mill Limited
47, P.S.K Nagar
Rajapalayam – 626 108

Dear Sir,

Sub: Remote E-voting and ballot process in respect of your Company's 25th Annual General Meeting (AGM) on 14th August 2019 - Consolidated Scrutiniser's report

I have been appointed to act as the Scrutiniser for the remote e-voting and ballot process, in connection with your Company's 25th AGM. I submit my report as under:

- 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 four (4) ordinary resolutions and two (2) special resolutions to be considered at the 25th AGM.
- The items of business set out in the notice convening the AGM and covered by the remote e-voting/ballot process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Financial Statements for the year ended 31st March 2019
2	Ordinary	Ordinary	Appointment of Shri P.R. Venketrama Raja, as Director, who retires by rotation
3	Ordinary	Ordinary	Appointment of Smt. P.V. Nirmala Raju, as Director, who retires by rotation
4	Special	Special	Re-appointment of Smt. B. SriSandhya Raju, as the Managing Director
5	Special	Special	Sell the entire assets of Sandhya Spinning Mill Limited - Andhra Pradesh Unit
6	Special	Ordinary	Ratification of fee payable to M/s. RKMS & Associates, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2019-20



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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 and the continuation of the ballot process at the AGM on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser's report of the total votes cast in favour or against.

4. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked that. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.

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) 190805026 for the same.

6. The prescribed particulars with regard to the remote e-voting process were duly advertised on 21st July 2019 in Dinamani (Tamil – Virudhunagar Edition) and 22nd July 2019 in The Hindu, Business Line (English – All Editions).

7. The cut-off date was fixed as 8th August 2019 for determining the eligibility to vote either through remote e-voting or through ballot process at the AGM venue.

8. On the completion of the voting through ballot process:

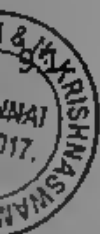
8.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.

8.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.

8.3. I scrutinised the votes cast through remote e-voting and in the ballot process and validated the same with the list of eligible members and their holding as on the cut-off date.

9. I have also verified and confirm that:

No voting rights had been exercised in respect of the equity shares lying in IEPF.



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9.2. No member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.

10. I have recorded particulars of the votes cast through remote e-voting and in the ballot process in a separate register maintained by me in electronic form.

11. The combined results of voting through remote e-voting and ballots process at the AGM venue are as under:

Resolution No.	Total valid ballots / votes		Valid ballots / votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%
2.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%
3.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%
4.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%
5.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%
6.	13	42,67,370	13	42,67,370	100.0000%	0	0	0.0000%

12. All the four (4) ordinary resolutions and two (2) special resolutions have the requisite majority on the date of the AGM, namely 14th August 2019.



K. Srinivasan

Chartered Accountant

Membership No.: 021510

Scrutiniser for the AGM

Partner, M.S. Jagannathan & N. Krishnaswami


Chartered Accountants

Firm Registration No.: 001208S

UDIN: 19021510AAAACR4997

COUNTER SIGNED BY :

F. SANDHYA SPINNING MILL LIMITED


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

Rajapalayam

14 Aug 2019