

Srinivasan Krishnaswami
Chartered Accountant

30th August 2025

To
The Chairman
Sandhya Spinning Mill Limited
47, P.S.K Nagar,
Rajapalayam - 626108

Dear Sir,

Sub: Remote e-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 31st AGM on 29th August 2025 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 31st AGM. I submit my report as under:

1. As required by Companies Act, 2013, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act), Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) and Ministry of Corporate Affairs (MCA) General circular dated 19th September 2024.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Ordinary Business: 1

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT the Company's Audited Financial Statements for the year ended 31st March, 2025, and the Reports of the Board of Directors' and Auditor's thereon be and are hereby considered and adopted."

Ordinary Business: 2

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Shri P.R. Venketrama Raja (DIN: 00331406), who retires by rotation, be and is hereby re-appointed as a Director of the Company."



Srinivasan Krishnaswami
Chartered Accountant

Ordinary Business: 3

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Smt. P.V. Nirmala Raju (DIN: 00474960), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Special Business: 4

To consider and pass the following Resolution, as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 80,000/- (Rupees Eighty Thousand) plus applicable taxes and out-of-pocket expenses, payable to M/s. SVM & Associates, Practising Cost Accountants (Firm Registration No. 000536), appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2025-26 for auditing the Cost Records relating to manufacture of textile products, be and is hereby ratified and confirmed."

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. Shares lying in Investor Education Protection Fund (IEPF) were not considered for remote e-voting.
5. Central Depository Services (India) Limited (CDSL), the agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 250816008 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
6. 22nd August 2025 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to the AGM was made available from 9:00 AM (IST) on Tuesday, 26th August 2025 to 5:00 PM (IST) on Thursday, 28th August 2025.



Srinivasan Krishnaswami
Chartered Accountant

8. The Company Secretary announced that the remote e-voting facility was made available by CDSL during and fifteen minutes after 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.
9. The prescribed particulars with regard to the remote e-voting process were duly advertised on 03rd August 2025 and 07th August 2025 in Business Line (English - All Editions) and 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.
10. The Company completed the despatch of Annual Report for 2024-25 containing Notice of AGM, Board's Report and Financial Statements by e-mails to members by 06th August 2025.
11. Physical copies of the AGM Notice and Annual Report were sent to the Members, those who had specifically requested for the same.
12. Notice convening the 31st AGM was sent to the Directors and Auditors of the Company on 06th August 2025.
13. On the completion of the e-voting process:
 - 13.1 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.
 - 13.2 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.
14. I have also verified and confirm that no voting rights had been exercised in respect of the equity shares lying in IEPF.
15. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.



Srinivasan Krishnaswami
Chartered Accountant

16. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution 1:

i. Votes cast:

Total number of ballots	Total number of votes cast
25	3,22,66,296

ii. Invalid votes:

Total number of invalid ballots	Total number of invalid votes
0	0

iii. Valid votes:

Total number of valid ballots	Total number of valid votes
25	3,22,66,296

iv. Votes cast in favour of the resolution:

Number of ballots	Number of votes cast in favour of the resolution	Percentage of votes cast in favour to the valid votes
25	3,22,66,296	100.00%

v. Votes cast against the resolution:

Number of ballots	Number of votes cast against the resolution	Percentage of votes cast against to the valid votes
0	0	0.00%

Resolution 2:

i. Votes cast:

Total number of ballots	Total number of votes cast
25	3,22,66,296

ii. Invalid votes:

Total number of invalid ballots	Total number of invalid votes
0	0

iii. Valid votes:

Total number of valid ballots	Total number of valid votes
25	3,22,66,296

iv. Votes cast in favour of the resolution:

Number of ballots	Number of votes cast in favour of the resolution	Percentage of votes cast in favour to the valid votes
25	3,22,66,296	100.00%

v. Votes cast against the resolution:

Number of ballots	Number of votes cast against the resolution	Percentage of votes cast against to the valid votes
0	0	0.00%



Srinivasan Krishnaswami
Chartered Accountant

Resolution 3:

i. Votes cast:

Total number of ballots	Total number of votes cast
25	3,22,66,296

ii. Invalid votes:

Total number of invalid ballots	Total number of invalid votes
0	0

iii. Valid votes:

Total number of valid ballots	Total number of valid votes
25	3,22,66,296

iv. Votes cast in favour of the resolution:

Number of ballots	Number of votes cast in favour of the resolution	Percentage of votes cast in favour to the valid votes
25	3,22,66,296	100.00%

v. Votes cast against the resolution:

Number of ballots	Number of votes cast against the resolution	Percentage of votes cast against to the valid votes
0	0	0.00%

Resolution 4:

i. Votes cast:

Total number of ballots	Total number of votes cast
25	3,22,66,296

ii. Invalid votes:

Total number of invalid ballots	Total number of invalid votes
0	0

iii. Valid votes:

Total number of valid ballots	Total number of valid votes
25	3,22,66,296

iv. Votes cast in favour of the resolution:

Number of ballots	Number of votes cast in favour of the resolution	Percentage of votes cast in favour to the valid votes
25	3,22,66,296	100.00%

v. Votes cast against the resolution:

Number of ballots	Number of votes cast against the resolution	Percentage of votes cast against to the valid votes
0	0	0.00%



Srinivasan Krishnaswami
Chartered Accountant

17. All the four resolutions have been passed with requisite majority.

SRINIVASAN
KRISHNASWAMI

Digitally signed by
SRINIVASAN KRISHNASWAMI
Date: 2025.08.30 12:05:35
+05'30'

Srinivasan Krishnaswami
Chartered Accountant
Membership Number: 021510
Scrutiniser
UDIN: 25021510BMMMMTA2036
Trichy
30th August 2025

For **SANDHYA SPINNING MILL LIMITED**




(E. MOHANALOGAPRIYA)
SECRETARY