

Srinivasan Krishnaswami
Chartered Accountant

19 August 2023

To
The Chairman
Sandhya Spinning Mill Limited
No.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 29th Annual General Meeting on 18 August 2023 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 29th 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) general circular dated 28 December 2022 in respect of four (4) resolutions to be considered at the 29th 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 31 March, 2023.
2	Ordinary	Ordinary	Reappointment of Shri P.R. Venketrama Raja (DIN: 00331406), as Director, who retires by rotation.
3	Ordinary	Ordinary	Reappointment of Smt. P.V. Nirmala Raju (DIN: 00474960), as Director, who retires by rotation.
4	Special	Ordinary	Ratification of remuneration of Rs. 75,000 plus applicable taxes and out of pocket expenses to M/s RKMS and Associates, Cost Audit Firm, appointed as the Cost Auditor of the Company for the financial year 2023-24

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For SANDHYA SPINNING MILL LIMITED

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

Srinivasan Krishnaswami
Chartered Accountant

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 agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 230809001 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 15 August 2023 to 5:00 PM on 17 August 2023.
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 21 July 2023 in Hindu Business Line (English – All Editions), Dinamani (Tamil – Madurai Editions). The advertisement also stated the way the Member 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 2022-23 containing Notice, Board's Report and Financial Statements by e-mail to the Members by 22 July 2023.
10. 11 August 2023 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.

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For SANDHYA SPINNING MILL LIMITED

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

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Chartered Accountant

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 Number	Total Votes		Votes cast in favour			Votes cast against		
	No. of Members	No. of Votes	No. of Members	No. of Votes	Percentage of votes	No. of Members	No. of Votes	Percentage of votes
1	18	2,70,32,041	18	2,70,32,041	100%	0	0	0%
2	18	2,70,32,041	18	2,70,32,041	100%	0	0	0%
3	18	2,70,32,041	18	2,70,32,041	100%	0	0	0%
4	18	2,70,32,041	18	2,70,32,041	100%	0	0	0%

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

KRISHNASWA MI SRINIVASAN Digitally signed by KRISHNASWAMI SRINIVASAN
Date: 2023.08.19 13:22:52 +05'30'

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutinizer for the AGM
UDIN: 23021510BGTPHY6033
Rajapalayam
19 August 2023

For SANDHYA SPINNING MILL LIMITED

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