

K. SRINIVASAN
CHARTERED ACCOUNTANT

5 GF Abirami Apartments D1 B Block First Floor Parsn Paradise
14 VOC Road, Cantonment 46 GN Chetty Road T Nagar
Trichy 620001 Chennai 600017
Phone: 0431-4024657 Phone: 044-45008214

Email: srinivasan.k@msjandnk.in

15 September 2020

The Chairman,
M/s. 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 26th Annual General Meeting on 15th September 2020 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 26th AGM. I submit my report as under:

1. 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 MCA circulars dated 5th May, 2020, 13th April, 2020 and 8th April, 2020 in respect of Six (6) resolutions to be considered at the 26th 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 st March, 2020
2	Ordinary	Ordinary	Re-appointment of Smt. R. Sudarsanam, as a Director, who retires by rotation
3	Ordinary	Ordinary	Re-appointment of Shri S. Kanthimathinathan, as a Director, who retires by rotation
4	Special	Special	The Authorised Share Capital of the Company to be increased from Rs.10 Crores to Rs.20 Crores divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs.10 each and 40,00,000 (Forty Lakhs) 7.50% Cumulative Redeemable Preference Shares of Rs.10 each
5	Special	Special	Re-appointment of Shri P.A.S. Krishnama Raja, as an Independent Director for second term of 5 years starting from 19-05-2021 to 18-05-2026
6	Special	Ordinary	Ratification of remuneration of Rs.60,000/- (exclusive

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Item No	Nature of Business	Type of Resolution	Subject Matter
			of GST and out of pocket expenses) to M/s. RKMS & Associates, Cost Audit Firm, appointed as Cost Auditor of the Company for the financial year 2020-21

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) 200901092 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 12th September 2020 to 5.00 PM on 14th September 2020.
7. The Chairman 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 21-08-2020 in Business Standard (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 2019-20 containing Notice, Board's Report and Financial Statements by e-mail to the Members by 22-08-2020.
10. 9th September 2020 was fixed as the cut-off date for determining the eligibility to vote.
11. On the completion of the e-voting process:

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- 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. 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.
- 11.2 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 combined results of voting through remote e-voting prior to and at 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	16	42,93,880	100%	0	0	0%
2	16	42,93,880	100%	0	0	0%
3	16	42,93,880	100%	0	0	0%
4	16	42,93,880	100%	0	0	0%
5	16	42,93,880	100%	0	0	0%
6	16	42,93,880	100%	0	0	0%

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

KRISHNASWAMI
SRINIVASAN

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutiniser for the AGM
UDIN: 20021510AAAADM6908

Digitally signed by
KRISHNASWAMI SRINIVASAN
Date: 2020.09.15 20:58:36 +05'30'

COUNTER SIGNED BY :

For **SANDHYA SPINNING MILL LIMITED**


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