

Srinivasan Krishnaswami
Chartered Accountant

29 August 2024

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 30th Annual General Meeting (AGM) on 28 August 2024 conducted through Video Conferencing (VC) – Consolidated Scrutiniser Report.

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 30th 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 25 September 2023 in respect of five (5) resolutions to be considered at the 30th AGM.
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, 2024 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 Smt. R. Sudarsanam (DIN: 00433926), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

ORDINARY BUSINESS : 3

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

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"RESOLVED THAT Shri S. Kanthimathinathan (DIN: 01124581), 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 in accordance with the provisions of Sections 149,150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act, Justice Shri P.P.S. Janarthana Raja (DIN: 06702871), who was appointed as Additional Director of the Company with effect from 13th February, 2024, and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and who holds office upto the date of Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (Five) consecutive years with effect from 13th February, 2024 to 12th February, 2029."

SPECIAL BUSINESS : 5

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 only) plus applicable taxes and out-of-pocket expenses payable to M/s. RKMS & Associates, Cost Accountants (Firm Registration No. 000335) appointed as the Cost Auditors of the Company by the Board of Directors, for the financial year 2024-25 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. 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,

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allotted E-Voting Serial Number (EVSN) 240819002 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.

6. 21 August 2024 was fixed as the cut-off date for determining the eligibility to vote.
7. The remote e-voting facility prior to AGM was made available from 9:00 AM on 25 August 2024 to 5:00 PM on 27 August 2024.
8. It was 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 05 August 2024 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 2023-24 containing Notice of AGM, Board's Report and Financial Statements by e-mails to members by 06 August 2024.

Physical copies of the AGM Notice and Annual Report were sent to the Members, those who had specifically requested for the same, in view of the exemption provided by MCA vide Circulars referred above.

11. Notice convening the 30th AGM was sent to the Directors and Auditors of the Company on 06 August 2024.
12. On the completion of the e-voting process:
 - 12.1. 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.
 - 12.2. 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.
13. I have also verified and confirmed that no member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
14. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.

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

Resolution Number	Total No. of Ballots	Total No. of Votes	Invalid Votes		Total Valid Votes	Votes cast in favour			Votes cast against		
			No. of Ballots	Total Invalid Votes		No. of Ballots	No. of Votes	Percentage of votes	No. of Ballots	No. of Votes	Percentage of votes
1	21	32,263,904	0	0	32,263,904	21	32,263,904	100.00%	0	0	0.00%
2	21	32,263,904	0	0	32,263,904	21	32,263,904	100.00%	0	0	0.00%
3	21	32,263,904	0	0	32,263,904	21	32,263,904	100.00%	0	0	0.00%
4	21	32,263,904	0	0	32,263,904	21	32,263,904	100.00%	0	0	0.00%
5	21	32,263,904	0	0	32,263,904	21	32,263,904	100.00%	0	0	0.00%

16. All the five resolutions have been passed with requisite majority.

S. Srinivasan
Srinivasan Krishnaswami
Chartered Accountant
Membership Number : 021510
Scrutiniser
UDIN: 24021510BKAHFG1840

For SANDHYA SPINNING MILL LIMITED

K. Ganeswaran
(K. GNANESWARAN)
Chief Financial Officer



Rajapalayam
29 August 2024