

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

To,

SANDHYA SPINNING MILL LIMITED

No.47, P.S.K Nagar

Rajapalayam 626 108

Kind Attn: Mr. V.Gurusamy, Company Secretary

Sub.: Report on Postal Ballot Voting of SANDHYA SPINNING MILL LIMITED ('the Company').

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Ordinary Resolution for:

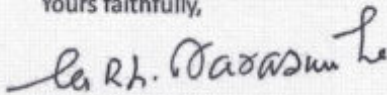
1. ALTERATION OF MEMORANDUM OF ASSOCIATION.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots conducted only through the electronic voting process.
- b) The register showing the particulars of the e-votes registered on the Central Depository Services Limited (CDSL) e-voting system in respect of the said resolution.

Thanking-you.

Yours faithfully,



M.R.L. Narasimha

Practicing Company Secretary

M.no: 2851

COP: 799

PRC: 1420/2021

30/9/23

Report of Scrutinizer on E-voting by members of M/S. SANDHYA SPINNING MILL LIMITED

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For SANDHYA SPINNING MILL LIMITED



(V. GURUSAMY)

VP (Finance) Cum Secretary.

'Lotus', 370-A, Alagesan Road, SB Mission Post, Coimbatore - 641 011

Phone 0422 - 2448926, 2441765 Mobile : +91 98422 54175, 95858 54175 E-mail mrln54@gmail.com / mrln54@outlook.com

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

To,
The Chairman
SANDHYA SPINNING MILL LIMITED
No.47, P.S.K Nagar
Rajapalayam 626 108

Report of Scrutinizer

I, M.R.L. Narasimha, Practicing Company Secretary (Membership No. FCS 2851), having my office at 'LOTUS' 370-A Alagesan Road SB Mission Post Coimbatore 641-011, have been appointed as the Scrutinizer to conduct the Postal ballot process through electronic voting process ("remote e-voting") instead of submitting the Postal Ballot Form physically in respect of the following Ordinary Resolution:

1. ALTERATION OF MEMORANDUM OF ASSOCIATION.

pursuant to the Postal Ballot Notice dated August 12, 2023, issued under Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as ('MCA Circulars') and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated August 12, 2023, along with statement setting out material facts under Section 102 of the Act in respect of the above-mentioned resolution, as confirmed by the Company, was sent, electronically only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose email addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by Central Depository Securities Limited for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 25, 2023, were entitled to vote on the resolution as contained in the Notice.

The newspaper advertisement for the postal ballot was given on Wednesday, August 30, 2023 in Business Line (English) and Makkal Kural (Tamil) newspapers respectively.

Report of Scrutinizer on E-voting by members of M/S. SANDHYA SPINNING MILL LIMITED

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M.R.L.

For SANDHYA SPINNING MILL LIMITED

V. GURUSAMY

VP (Finance) Cum Secretary.

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

The voting period for remote e-voting commenced at 9.00 a.m. (IST) on Friday, September 01, 2023, and ended at 5.00 p.m. (IST) on Saturday, September 30, 2023, and the Central Depository Securities Limited e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked at 17.15 pm on Saturday, September 30, 2023

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the Central Depository Securities Limited e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favor or against the said resolution.

I would like to mention that the voting rights of Members were in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, August 25, 2023, and as per the Register of Members of the Company.


I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Ordinary Resolution as under: -

Lu R

Report of Scrutinizer on E-voting by members of M/S. SANDHYA SPINNING MILL LIMITED

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For SANDHYA SPINNING MILL LIMITED


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

M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

Resolution: -1 Ordinary Resolution

ALTERATION OF MEMORANDUM OF ASSOCIATION

i. Voted in favor of resolution.

Number of members voted	Number of Valid votes cast(shares)	% of total number of valid votes cast
20	2,72,26,087	100

ii. Voted against the resolution.

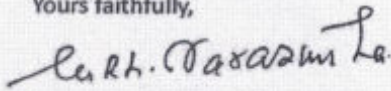
Number of members voted	Number of Valid votes cast(shares)	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Voted

Number of members voted	Number of Valid votes cast(shares)	% of total number of valid votes cast
Nil	Nil	Nil

Thanking you,

Yours faithfully,



(M.R.L. NARASIMHA)

SCRUTNIZER

UDIN :- F002851E001149031

Mno :- 2851

COP :- 799

PRC No :- 1420/2021

30/9/2023

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851 C, P. 700, DR. No. 1420/2021
'Lotus' 370-A, Alagesan Rd, SB Mission Post,
Coimbatore - 641 011

Report of Scrutinizer on E-voting by members of M/S. SANDHYA SPINNING MILL LIMITED

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For SANDHYA SPINNING MILL LIMITED


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

'Lotus', 370-A, Alagesan Road, SB Mission Post, Coimbatore - 641 011


Phone 0422 - 2448926, 2441765 Mobile : +91 98422 54175, 95858 54175 E-mail mrln54@gmail.com / mrln54@outlook.com

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

Based on the aforesaid results, I report that the Ordinary Resolution as contained in Item.No.1 of the Notice dated August 12, 2023, has been passed with requisite majority.

Chairman

For SANDHYA SPINNING MILL LIMITED


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

Report of Scrutinizer on E-voting by members of M/S. SANDHYA SPINNING MILL LIMITED

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for SANDHYA SPINNING MILL LIMITED


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