

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: 0431-2140542 Phone: 044-42059739/45008214

Email: srinivasan.k@msjnk.com

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]

The Chairman
Sandhya Spinning Mill Limited
47 PSK Nagar
Rajapalayam 626108

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 24th Annual General meeting (AGM) held on 10 August 2018 - submission of Scrutiniser's report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 5, GF, Abirami Apartments, 14 VOC Road, Cantonment, Trichy 620001, have been appointed as Scrutinizer by the Board of Directors of Sandhya Spinning Mill Limited, ("the Company") for the purpose of scrutinising the e-voting process and the continuation of the ballot process at the AGM and ascertaining the requisite majority on voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the 6 resolutions contained in the notice convening the 24th AGM of the members of the Company, held at 11:00 AM on Friday, the 10th August 2018 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam- 626108.
2. 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 and the continuation of the ballot process at the AGM on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to conduct the ballot process at the AGM and scrutinize the remote e-voting process in a fair and transparent manner and make a consolidated scrutiniser's report of the total votes cast in favour or against.
3. The Chairman announced that the ballot process be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting, to exercise their voting rights. I displayed to the members present an empty ballot box meant to be used for the ballot process and locked that. I also authenticated ballot papers in Form No. MGT-12 for use in the ballot process and had them distributed to the members at the AGM hall who wanted to vote.
4. On the completion of the voting through ballot process:
 - 4.1. I opened the ballot box in the presence of two witnesses not in the employment of the Company.
 - 4.2. I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.



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- 4.3. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
5. I have also verified and confirm that no member who had exercised their vote through remote e-voting facility, participated in the ballot process at the AGM.
6. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
7. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

| Resolution No. | Brief Text of Resolution | Type of Business | Type of Resolution |
|----------------|--|-------------------|---------------------|
| 1 | Adoption of Financial Statements for the year ended 31st March, 2018. | Ordinary Business | Ordinary Resolution |
| 2 | Appointment of Smt. R. Sudarsanam, as Director, who retires by rotation. | Ordinary Business | Ordinary Resolution |
| 3 | Appointment of Shri S. Kanthimathinathan as Director, who retires by rotation. | Ordinary Business | Ordinary Resolution |
| 4 | Alteration of Articles of Association. | Special Business | Special Resolution |
| 5 | Re-appointment of Shri N.K. Shrikantan Raja, as an Independent Director. | Special Business | Special Resolution |
| 6 | Ratification of fee payable to M/s. RKMS & Associates, Cost Accountant, appointed as Cost Auditor of the Company for the financial year 2018-19. | Special Business | Ordinary Resolution |



8. The equity shares lying in Investor Education and Protection Fund (IEPF) Authority on which voting rights were frozen in accordance with Section 125 and other applicable provision of Company Act, 2013 and IEPF (Accounting, Audit, Transfer and refund) Rules, 2016 were not considered in the ballot process.
9. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

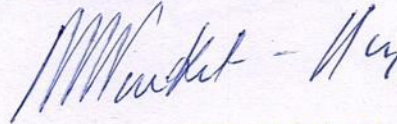
| Resolution No | Total valid ballots / votes | | Valid ballots / votes cast in favour of the resolution | | | Valid ballots / votes cast in against of the resolution | | |
|---------------|-----------------------------|------------|--|------------|-----------------|---|------------|-----------------|
| | Ballots | Votes cast | Ballots | Votes cast | % of votes cast | Ballots | Votes cast | % of votes cast |
| 1 | 25 | 37,26,385 | 25 | 37,26,385 | 100.00% | 0 | 0 | 0.00% |
| 2 | 25 | 37,27,085 | 25 | 37,27,085 | 100.00% | 0 | 0 | 0.00% |
| 3 | 25 | 37,27,085 | 25 | 37,27,085 | 100.00% | 0 | 0 | 0.00% |
| 4 | 25 | 37,27,085 | 25 | 37,27,085 | 100.00% | 0 | 0 | 0.00% |
| 5 | 25 | 37,27,085 | 25 | 37,27,085 | 100.00% | 0 | 0 | 0.00% |
| 6 | 25 | 37,27,085 | 25 | 37,27,085 | 100.00% | 0 | 0 | 0.00% |

10. All the four (4) ordinary resolutions and two (2) special resolutions have been passed with the requisite majority on the date of the AGM held on 10th August 2018.


K.Srinivasan
Chartered Accountant
Membership No. 021510
Partner
M.S. Jagannathan & N. Krishnaswami
Chartered Accountants
Firm Registration Number : 001208S
Unit – 5, Ground Floor, Abirami Apartments,
No.14, V.O.C Road, Contonment,
Trichy – 620001.



COUNTER SIGNED BY :
For SANDHYA SPINNING MILL LIMITED



(P.R. VENKETRAMA RAJA)
Chairman.

Rajapalayam
10 August 2018