



Scrutinizer's Report

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

The Chairman
M/s. Sandhya Spinning Mill Limited,
Reg. Office : No. 47, P.S.K, Nagar,
Rajapalayam-626108.

Dear Sir,

Sub: **e-voting and ballot process in respect of your Company's 23rd Annual General Meeting (AGM) held on 10th August 2017 - submission of Scrutinizer's Report.**

1. I, R. Palaniappan, Prop, M/s. N.A. Jayaraman & Co., Chartered Accountants, 9, Cedar Wood, No.11, 4th Main Road, Raja Annamalaipuram, Chennai – 600028, have been appointed as Scrutinizer by the Board of Directors of Sandhya Spinning Mill Limited, ("the Company") for the purpose of scrutinizing 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 5 resolutions contained in the notice convening the 23rd AGM of the Members of the Company, held at 11.00 AM on Thursday, the 10th August 2017 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 scrutinizer'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.
 - 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.
 - 4.4. 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.
5. I have recorded the particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
6. 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
1	Adoption of Financial Statements for the year ended 31 st March, 2017.	Ordinary Resolution
2	Appointment of Smt. R. Sudarsanam as Director, who retires by rotation.	Ordinary Resolution
3	Appointment of Smt. P.V. Nirmala Raju as Director, who retires by rotation.	Ordinary Resolution
4	Appointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants, as Auditors.	Ordinary Resolution
5	Ratification of fee payable to M/s. RKMS & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2017-18.	Ordinary Resolution






The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

R. No	Nature of Resolution	Subject matter in brief	Total valid votes	Assent (For)		Dissent (Against)		Invalid Votes Number of Votes
				Number of Votes	Percentage	Number of Votes	Percentage	
1	Ordinary Resolution	Adoption of Financial Statements for the year ended 31st March, 2017.	3,756,110	3,756,110	100.00%	0	0.00%	0
2	Ordinary Resolution	Appointment of Smt. R. Sudarsanam as Director, who retires by rotation.	3,756,110	3,756,110	100.00%	0	0.00%	0
3	Ordinary Resolution	Appointment of Smt. P.V. Nirmala Raju as Director, who retires by rotation.	3,756,110	3,756,110	100.00%	0	0.00%	0
4	Ordinary Resolution	Appointment of M/s. M.S.Jaganathan & N.Krishnaswamy, Chartered Accountants, as Auditors.	3,756,110	3,756,110	100.00%	0	0.00%	0
5	Ordinary Resolution	Ratification of fee payable to M/s. RKMS & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the financial year 2017-18.	3,756,110	3,756,110	100.00%	0	0.00%	0

7. All the five (5) Ordinary Resolutions have been passed with the requisite majority on the date of the AGM, namely 10th August, 2017.

Yours faithfully,

For **N.A. JAYARAMAN & CO.,**
Chartered Accountants
FRN :- 0013105.


(R. PALANIAPPAN)
Proprietor.
M.No.205112

Rajapalayam
10th August, 2017



COUNTER SIGNED BY :
For SANDHYA SPINNING MILL LIMITED


(P.R. VENKETRAMA RAJA)
Chairman.