

REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014)

To, The Chairman,

43rd (Forty Third) Annual General Meeting (AGM) of the Equity Shareholders of Sri Nachammai Cotton Mills Limited held on Monday, September 25, 2023, at 03:00 p.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).

Dear Sir,

I, M.R.L. Narasimha, Practising Company Secretary, residing at 'LOTUS' 370-A Alagesan Road SB Mission Post Coimbatore 641-011, appointed as Scrutinizer by the Board of Directors of Sri Nachammai Cotton Mills Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 43rd Annual General Meeting of the Equity Shareholders of the Company held on Monday, September 25, 2023 at 03:00 p.m. through VC, submit my report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 43rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favor or against if any, to the Chairman on the resolutions.
2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronic means (e-voting) was provided by Central Depository Services (India) Limited (CDSL)

M. R. L. Narasimha

3. In accordance with the Notice of the 43rd Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 28, 2023, the remote e-voting opened at 9:00 AM on September 22, 2023 and remained open up to 5:00 PM on September 24, 2023.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by CDSL at the AGM.
5. The Equity Shareholders holding shares as on September 18, 2023, "cut off date", were entitled to vote electronically on the resolutions stated in the Notice of the 43rd Annual General Meeting of the Company. For any person who acquired shares after the cut-off day, special instructions were given in the Notice dt 10-08-2023, with regards to the procedures to be performed for e-voting
6. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services Limited ([https:// www.evotingindia.com](https://www.evotingindia.com)) . The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted. The report was finalized at 16.09 PM on September 25, 2023.
8. Based on the data downloaded from CDSL e-voting system, the total votes cast in favor or against all the resolutions proposed in the Notice of the AGM are as under :

M. R. L. Narasimha

a) **Resolution-1: Ordinary Resolution**

To consider and adopt the audited Annual Financial Statements including Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended as on that date and the Report of the Board of Directors and Auditors thereon

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
Total	23	23,95,866	100

b) **Resolution-2: Ordinary Resolution**

A. Annamalai (DIN. 00625832) Director retires by rotation and being eligible, offers himself for re appointment.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
Total	23	23,95,866	100

M. R. L. Narasimha

c) Resolution-3: Ordinary Resolution

Ratification of remuneration of Cost Auditors for the Financial Year 2023-2024

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
Total	23	23,95,866	100

d) Resolution-4: Special Resolution

Re-Appointment of Smt. Sujatha Sivakumar (DIN 08536232) as Non Executive Independent Director of the company.

Particulars	Remote E-Voting and E-Voting at the AGM		Percentage
	No of Folios	Number of Votes	
Assent	21	23,95,862	99.999
Dissent	2	04	0.001
Abstain	-	-	-
Rejections	-	-	-
Total	23	23,95,866	100

M. R. L. Narasimha

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

9. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 43rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Place:- Coimbatore

Date:- 25-09-2023

UDIN:- F002851E001078464

M. R. L. Narasimha

M.R.L. Narasimha

Practising Company Secretary

FCS:- 2851

COP:- 799

PRC:-1420/2021

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M.No: 2851 C. P. 799, PR. No. 1420/2021
'Lotus' 370-A, Alagesan Rd, SB Mission Post,
Coimbatore - 641 011

All resolutions stand passed under E-Voting as Ordinary and Special Resolution with requisite majority as specified under the Companies Act 2013

For Sri Nachammai Cotton Mills Ltd.,

A.M.W
Managing Director DIN: 01577805
CHAIRMAN