



Scrutinizer's Report

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

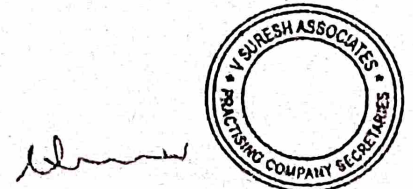
Date: 26th September, 2025

To,
The Chairman of the Annual General Meeting
M/s. SRI NACHAMMAI COTTON MILLS LIMITED,
Door No. 181, 'VASANTHAM',
4th Cross Street, New Fairlands,
Salem 636 016.

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 45th Annual General Meeting of M/s. Sri Nachammai Cotton Mills Limited, held on 26th September, 2025 Friday at 12.00 P.M through video conferencing ('VC') / other audio visual means ('OAVM').

We, V Suresh Associates, Practising Company Secretaries, have been appointed by the Board of Directors of M/s. Sri Nachammai Cotton Mills Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting process and ascertaining the requisite majority, on the resolutions contained in the notice dated 11th August, 2025 issued in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, and 21/2021 dated December 14, 2021 Circular No 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (MCA), Government of India (hereinafter referred to as "MCA Circulars") and the SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and October 03, 2024 issued by the Securities and Exchange Board of India (referred to as 'SEBI Circulars'), Government of India, for the 45th Annual General Meeting of M/s. Sri Nachammai Cotton Mills Limited, held on 26th September, 2025 Friday at 12.00 P.M through video conferencing ('VC') / other audio visual means ('OAVM').



We were also appointed as Scrutinizer to scrutinize the e-voting process during the said Annual General Meeting.

The notice dated 11th August, 2025, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the 45th Annual General Meeting of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories, in compliance with the aforesaid MCA & SEBI Circulars.

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "Trinity Mirror" and in a vernacular newspaper "Makkal Kural" edition on dated 27th August, 2025.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice of 45th Annual General Meeting of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's Report on the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.

The e-voting period remained open from Tuesday, 23rd September, 2025 (9.00 A.M. IST) to Thursday, 25th September, 2025 (5.00 P.M. IST) (both days inclusive).

The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses who were not in employment of the Company.

The Corporate members who had participated in the remote e voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through remote e voting.

The Company had also provided e-voting facility to the shareholders present at the Annual General Meeting through VC / OAVM and who had not cast their vote earlier.

The members of the Company as on the "cut-off" date i.e. Friday, 19th September, 2025 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 45th Annual General Meeting of the Company.)

After the closure of e-voting at the Annual General Meeting, the report on voting done at the Annual General Meeting and the votes cast under remote e-voting facility prior to the Annual General Meeting were unblocked and were counted.

[Handwritten Signature]



Thereafter, the consolidated results containing, inter alia, list of Equity Shareholders, who voted "for", "against" or "abstained", in respect of the each of the resolutions that were put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited ("CDSL"), (i.e.) <https://www.evotingindia.com> and e-voting at the Annual General Meeting, was prepared.

The consolidated results are as follows:

Resolution No 1: Ordinary Business

Ordinary Resolution: Adoption of the audited financial statements for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors' thereon.

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	22	23,94,992	94.81	9	1,31,039	5.19	-	-

Resolution No 2: Ordinary Business

Ordinary Resolution: Appointment of a director in place of Mrs. C.Renuka (DIN.02209915) Director retires by rotation and being eligible, offers herself for re-appointment

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	22	23,94,992	94.81	9	1,31,039	5.19	-	-



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Resolution No 3: Special Business

Ordinary Resolution: Ratification of remuneration of Cost Auditors for the Financial Year 2025-2026

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	21	23,94,990	94.81	10	1,31,041	5.19	-	-

Resolution No 4: Special Business:

Special Resolution: Revision in terms of appointment and remuneration of Mr. P. Palaniappan Chairman cum Managing Director of the Company.

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	21	23,94,990	94.81	10	1,31,041	5.19	-	-

Resolution No 5: Special Business

Special Resolution: Revision in terms of appointment and remuneration of Mrs. P.Umayal Chaiman cum Managing Director of the company

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	21	23,94,990	94.81	10	1,31,041	5.19	-	-



Resolution No 6: Special Business

Ordinary Resolution: Appointment of Secretarial Auditor of the company and to fix their remuneration

Voting Method	Total Valid Votes (A)	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	Abstained Votes
		No. of folios	No. of Shares (B)	% of total number of valid votes cast (B/A)	No. of folios	No. of Shares (C)	% of total number of valid votes cast (C/A)		
Remote E-voting	25,26,031	21	23,94,990	94.81	10	1,31,041	5.19	-	-

Thanking you,

Yours Faithfully,
For V Suresh Associates



V Suresh
Senior Partner
Practising Company Secretaries
Membership No. 2969
CP No. 6032
UDIN: F002969G001352405



All resolutions stand passed under E voting as Ordinary and Special resolutions with requisite majority as specified under companies act, 2013.

For Sri Nachammai Cotton Mills Limited



P. Palaniappan
Managing Director
DIN: 01577805