



MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND
E-VOTING AT THE ANNUAL GENERAL MEETING
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To

The Chairman and Managing Director

60th Annual General Meeting of the Equity Shareholders of

M/s. SUPER SPINNING MILLS LIMITED

(CIN: L17111TZ1962PLC001200)

Held on Monday, 29th August, 2022, at 03:00 PM (IST)

through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 60th Annual General Meeting of M/s. Super Spinning Mills Limited held on 29th August, 2022

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. Super Spinning Mills Limited** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 60th Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 60th Annual General Meeting of the Company held on Monday, 29th August, 2022, at 03:00 PM (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") during the year(s) 2020, 2021 & 2022 permitting the conduct of the Annual General Meeting through VC/OAVM facility.



Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 60th Annual General Meeting dated 04th August, 2022.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 60th Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 5 in the Notice convening the 60th Annual General Meeting of the Company dated 04th August, 2022, based on the reports generated from the e-voting system provided by M/s. Link Intime India Private Limited ("LI IPL"), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, in addition to the above, I submit my report as under:

- a. The Notice dated 04th August, 2022 convening the 60th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 60th Annual General Meeting of the Company, were sent through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA Circulars and SEBI Circulars. The Company has also placed the notice of the 60th Annual General Meeting on its website.
- b. The Company has availed the e-voting services offered by the M/s. Link Intime India Private Limited ("LI IPL") for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Friday, the 26th day of August, 2022 at 9:00 AM (IST) and ended on Sunday, the 28th day of August, 2022 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 22nd August, 2022 were entitled to vote on the resolutions set out in the Notice of the 60th Annual General Meeting. The remote e-voting module of LI IPL was disabled on Sunday, the 28th day of August, 2022 at 05:00 PM (IST).



- d. Upon the commencement of the 60th Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 60th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 29th day of August, 2022 at 03.45 PM (IST) in the presence of Ms. Monika Nagaraj (Witness No.1) and Mr.A.Selten Jayaraj (Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of LI IPL.
- g. I have scrutinized the votes cast by remote e-voting and by e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of LI IPL, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 in the Notice convening the 60th Annual General Meeting as under:



Ordinary BusinessResolution No: 1**Ordinary resolution**

Adoption of the audited financial statements of the company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	38	1,46,42,627	99.98
E-Voting at AGM	21	96,09,995	100.00
Total Voting	59	2,42,52,622	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	2,715	0.02
E-Voting at AGM	0	0	0.00
Total Voting	2	2,715	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 900 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Ordinary Business**Resolution No: 2****Ordinary resolution**

Re-appointment of Mr. Sumanth Ramamurthi (DIN 00002773) as Director, who retires by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	38	1,46,42,627	99.98
E-Voting at AGM	21	96,09,995	100.00
Total Voting	59	2,42,52,622	99.99

VOTES CAST AGAINST THE RESOLUTION

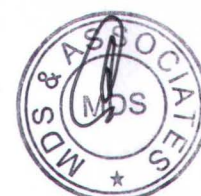
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	2,715	0.02
E-Voting at AGM	0	0	0.00
Total Voting	2	2,715	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 900 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary Business

Resolution No: 3

Ordinary resolution

Appointment of M/s. CSK Prabhu & Co, (Firm Registration No. 002485S), Chartered Accountants, as Statutory Auditors of the Company for a term of 5 years.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	38	1,46,42,627	99.98
E-Voting at AGM	21	96,09,995	100.00
Total Voting	59	2,42,52,622	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	2,715	0.02
E-Voting at AGM	0	0	0.00
Total Voting	2	2,715	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 900 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



Special Business**Resolution No: 4****Special resolution**

Re-appointment of Mr. Sumanth Ramamurthi (DIN 00002773), as Chairman and Managing Director.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	38	1,46,42,627	99.98
E-Voting at AGM	21	96,09,995	100.00
Total Voting	59	2,42,52,622	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	2,715	0.02
E-Voting at AGM	0	0	0.00
Total Voting	2	2,715	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 900 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 4 may be considered as passed with requisite majority.



Special BusinessResolution No: 5

Special resolution

Re-appointment of Mr. B Lakshmi Narayana (DIN: 00504396), as an Independent Director of the Company for a second term of five (5) consecutive years.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	38	1,46,42,627	99.98
E-Voting at AGM	21	96,09,995	100.00
Total Voting	59	2,42,52,622	99.99

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	2	2,715	0.02
E-Voting at AGM	0	0	0.00
Total Voting	2	2,715	0.01

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total Voting	0	0

- 1 shareholder holding 900 equity shares have abstained from voting through remote e-voting facility


Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 30th August, 2022

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 have been passed with requisite majority.

Yours faithfully


MDS & ASSOCIATES
 Prop : M.D.SELVARAJ M.Com, MBA,FCS,
 COMPANY SECRETARY IN PRACTICE
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 UDIN: F000960D000871390