

September 30<sup>th</sup>, 2022

REPORT OF SCRUTINIZER

(Pursuant to the section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Amendment Rules, 2015)

To

The Chairman

76<sup>th</sup> (Seventy Sixth) Annual General Meeting (AGM) of the Equity Shareholders of SRI KANNAPIRAN MILLS LIMITED held on Wednesday, September 28, 2022, at 10:00 A.M. at the Registered office of the Company at the Mills Premises, Sowripalayam Coimbatore 641-028 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

Dear Sir,

I, M.R.L. Narasimha, Practicing Company Secretary, Coimbatore was appointed as Scrutinizer for the 76<sup>th</sup> (Seventy Sixth) Annual General Meeting of Equity Shareholders of SRI KANNAPIRAN MILLS LIMITED held on 28<sup>th</sup> September 2022 at 10.00 AM for the purpose of scrutinizing the E-Voting ( remote e voting ) and electronic voting (e-voting) process 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, 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 76<sup>th</sup> 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.

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2. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Central Depository Services (India) Limited ('CDSL').
3. In accordance with the Notice of the 76<sup>th</sup> 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 September 1<sup>st</sup> 2022, the remote e-voting opened at 9:00 AM IST on September 25<sup>th</sup> 2022 and remained open up to 5:00 PM IST on September 27<sup>th</sup>, 2022.
4. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by Central Depository Services (India) Limited ('CDSL') at the AGM.
5. The Equity Shareholders holding shares as on September 21<sup>st</sup>, 2022, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 76<sup>th</sup> Annual General Meeting of the Company.
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 Central Depository Services (India) Limited ('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 in the presence of two witnesses Sri.K.Pradeep and SRI. M.L.Adithya Sudharshan who are not in the employment of the company and downloaded from the e-voting website of Link (<https://www.evotingindia.com>) at 10.59 AM on September 28, 2022. The e-voting data/results downloaded from the e-voting system of Central Depository Services (India) Limited ('CDSL') were scrutinized and reviewed, the votes were counted, and the results were prepared
8. Based on the data downloaded from Central Depository Services (India) Limited ('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:

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**Consolidated Results**

- i. To receive consider and adopt the audited financial statements including Balance Sheet as at 31st March 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date together with the Report of the Directors and Auditors thereon (Ordinary Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	45	39,80,406	45	39,80,406	100
Dissent	-	-	-	-	-
Rejection	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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**Consolidated Results**

- ii. To appoint a Director in place of Mr. K G Balakrishnan (DIN : 00002174), who retires by rotation and being eligible offer himself for re-appointment. (Ordinary Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	45	39,80,406	45	39,80,406	100
Dissent	-	-	-	-	-
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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

**Consolidated Results**

- iii. To appoint M/s Gopalaiyer and Subramanian, Chartered Accountants, (Firm Registration No.000960S) as the Statutory Auditors of the Company. **(Ordinary Resolution)**

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	43	39,78,244	43	39,78,244	99.95
Dissent	2	2,162	2	2,162	.05
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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**Consolidated Results**

- iv. To appoint Mr G P Muniappan (DIN : 01653599) as an Independent Director of the Company for a term of five consecutive years, with effect from 19.02.2022. (Special Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	44	39,78,806	44	39,78,806	99.96
Dissent	1	1,600	1	1,600	.04
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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Consolidated Results

- v. Re-appointment of , Mr K B Nagendra Murthy (DIN : 00359864) as Independent Director of the Company for a term from 27.03.2022 to 26.03.2027 (Special Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	44	39,78,806	44	39,78,806	99.96
Dissent	1	1,600	1	1,600	.04
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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

**Consolidated Results**

- vi. To appoint Mrs V Bhuvaneshwari (DIN : 01628512) as an Independent Director of the Company for a term of five consecutive years, with effect from 18.05.2022. (Special Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	44	39,78,806	44	39,78,806	99.96
Dissent	1	1,600	1	1,600	.04
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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**Consolidated Results**

- vii. Consent of the Members be and is hereby accorded for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security for securing the borrowings availed / to be availed by the Company. (Special Resolution).

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	44	39,78,806	44	39,78,806	99.96
Dissent	1	1,600	1	1,600	.04
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

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**Consolidated Results**

- viii. To enter a contract(s)/transactions for a period of 3 years with K G Denim Limited, a related party. (Ordinary Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	38	27,23,744	38	27,23,744	99.94
Dissent	1	1,600	1	1,600	.06
Rejections	-	-	-	-	-
Total	39	27,25,344	39	27,25,344	100

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Consolidated Results

- ix. To enter into a contract(s) / transactions for a period of 3 years with Sri Balamurugan Textile Processing Limited, a related party. (Ordinary Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	41	32,77,672	41	32,77,672	99.95
Dissent	1	1,600	1	1,600	.05
Rejections	-	-	-	-	-
Total	42	32,79,272	42	32,79,272	100

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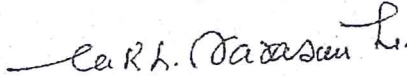
**Consolidated Results**

- x. Appointment of Cost Auditor Mr M Nagarajan, Cost Accountant, and ratification of remuneration payable to the auditor. (Ordinary Resolution)

Particulars	Consolidated Remote E-Voting and E-Voting		Total		Percentage
	No of Folios	Number of Votes	No of Folios	Number of Votes	
Assent	43	39,78,244	43	39,78,244	99.95
Dissent	2	2,162	2	2,162	.05
Rejections	-	-	-	-	-
Total	45	39,80,406	45	39,80,406	100

Thanking you,

Yours faithfully,

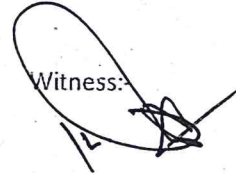
  
(M.R.L. NARASIMHA)

SCRUTINIZER

UDIN :- F002851D001087539

PRC No :-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

  
Witness:-

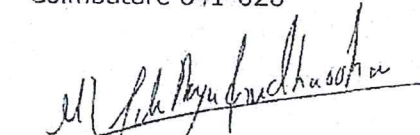
1) K Pradeep

89, Mariamman Koil Street

Udayampalayam

Sowripalayam Post

Coimbatore 641-028

  
2) M.L. Adithya Sudharshan

'LOTUS' 370-A Alagesan Road

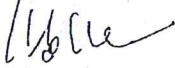
SB Mission Post

Coimbatore 6410-011

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

Based on the aforesaid results, I report that the Ordinary Resolution and Special Resolution as contained in Item.No.1 to Item. No .10 of the Notice dated 22<sup>nd</sup> August 2022, has been passed with requisite majority.

For SRI KANNAPIRAN MILLS LIMITED

  
K G Balakrishnan

CHAIRMAN

DIN: 00002174