

Srinivasan Krishnaswami
Chartered Accountant

22 August 2022

The Chairman
Sri Vishnu Shankar Mill Ltd
Sri Vishnu Shankar Mill Premises
Post Box No. 109
P.A.C. Ramasamy Raja Saiai
Rajapalayam 626117

Dear Sir,

Sub: Remote E-voting [Prior to and at the Annual General Meeting (AGM)] in respect of your Company's 41st Annual General Meeting on 20th August 2022 conducted through Video Conferencing (VC) - Scrutiniser's Consolidated report

I have been appointed to act as the Scrutiniser for the remote e-voting process, in connection with your Company's 41st AGM. I submit my report as under:

1. As required by the Companies Act, 2013, the Company has provided remote e-voting facility in terms of Section 108 of the Companies Act, 2013 (the Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), and Ministry of Corporate Affairs' (MCA) circular dated 5th May, 2022 (the Rules), in respect of six (6) ordinary resolutions and one (1) special resolution to be considered at the 41st AGM.
2. The items of business set out in the notice convening the AGM and covered by the remote e-voting process were:

Item No	Nature of Business	Type of Resolution	Subject Matter
1	Ordinary	Ordinary	Adoption of Company's Separate (Standalone) and Consolidated Audited Financial Statements and the reports of Board of Directors for the year ended 31 st March 2022.
2	Ordinary	Ordinary	To declare dividend of Rs 1/-per share for the year ended 2021-22.
3	Ordinary	Ordinary	Reappointment of Shri S. Kanthimathinathan (DIN: 01124581) as a director, liable to retire by rotation
4	Ordinary	Ordinary	Reappointment of Shri Arunkumar Goenka (DIN: 00393845) as a director, liable to retire by rotation.
5	Ordinary	Ordinary	Reappointment of M/s. M.S. Jagannathan & N. Krishnaswami, Chartered Accountants as a statutory auditor for a second term of 5 years.

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Item No	Nature of Business	Type of Resolution	Subject Matter
6	Special	Special	Reappointment of Smt. Sharadha Deepa (DIN: 00383799) as a Managing Director for a period of 5 years w.e.f. 01-04-2023.
7	Special	Ordinary	Ratification of remuneration of Rs.90,000/- (exclusive of GST and out of pocket expenses) to Shri M. Kannan, Cost Auditor of the company, for the year 2022-23
3.			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 on the resolutions contained in the notice of the AGM to the members of the Company. My responsibility is to scrutinise the remote e-voting process in a fair and transparent manner and make a consolidated report of the total votes cast in favour or against.
4.			Central Depository Services (India) Limited (CDSL), the recognized agency selected by your Company to provide a secure e-voting platform for the remote e-voting process, allotted E-Voting Serial Number (EVSN) 220809014 for the same. CDSL also provided the web-based platform for conducting the AGM through VC.
5.			The remote e-voting facility prior to the AGM was made available from 9.00 AM on 17 th August 2022 to 5.00 PM on 19 th August 2022.
6.			It was announced that the remote e-voting facility was made available by CDSL during the AGM to enable members present at the AGM through VC and who did not cast their vote through remote e-voting prior to the AGM, to exercise their voting rights.
7.			The prescribed particulars with regard to the remote e-voting process were duly advertised on 26 th July 2022 in Hindu Business Line (English – All Editions), Dinamani (Tamil – Madurai Edition). The advertisement also stated the manner in which the Members who had not registered their e-mail address could register the same with the Company.
8.			The Company completed the despatch of Annual Report for 2021-22 containing Notice, Board's Report and Financial Statements by mail to the Members by 26 th July 2022.
9.			13 th August 2022 was fixed as the cut-off date for determining the eligibility to vote.
10.			On the completion of the e-voting process:
10.1			I allowed a time of 15 minutes from the close of AGM to enable shareholders attending the AGM to cast their votes.
10.2			I unblocked the votes cast through remote e-voting, both prior to and at the AGM, in the presence of two witnesses not in the employment of the Company.
10.3			I scrutinised the votes cast through remote e-voting and validated the same with the list of eligible members and their holding as on the cut-off date.

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11. I have also verified and confirm that:
- 11.1. No voting rights had been exercised in respect of the equity shares lying in Unclaimed Suspense Account and IEPF.
- 11.2. No member who had exercised their vote through remote e-voting facility, participated in the e-voting process at the AGM.
12. I have recorded particulars of the votes cast through remote e-voting in a separate register maintained by me in electronic form.
13. The combined results of voting through remote e-voting prior to and at the AGM are as under:

Resolution No	Votes cast in favour			Votes cast against		
	No. of Members voted	No. of Votes	Percentage of votes	No. of Members voted	No. of Votes	Percentage of votes
1	50	10,15,480	100%	0	0	0%
2	50	10,15,480	100%	0	0	0%
3	50	10,15,480	100%	0	0	0%
4	50	10,15,480	100%	0	0	0%
5	50	10,15,480	100%	0	0	0%
6	50	10,15,480	100%	0	0	0%
7	50	10,15,480	100%	0	0	0%

14. All the seven resolutions have been passed with requisite majority.

b. g. m. r. e. y

K. Srinivasan
Chartered Accountant
Membership No.: 021510
Scrutiniser for the AGM
UDIN: 22021510APMGCC5817

COUNTER SIGNED BY

For SRI VISHNU SHANKAR MILL LIMITED

P.R. Venketrama Raja
(P.R. VENKETRAMA RAJA)
CHAIRMAN.

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