

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration)
Rules, 2014]*

To,

The Chairman
Simpson & Company Limited
861/862 Anna Salai
Chennai 600002

Sub : Scrutinizer's Report on remote e-voting conducted at the 96th (Ninety-Sixth) Annual General Meeting of the shareholders of Simpson and Company Limited held on Wednesday, September 29, 2021 at 4.00 p.m. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM)

Sir,

I, Ms. Lalitha Kannan (ACS 8304 & CP 1894) of LK & Associates, Practicing Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Simpson & Company Limited pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process at the 96th Annual General Meeting (AGM) of Simpson & Company Limited (hereinafter referred to as the Company) on Wednesday, September 29, 2021 at 4.00 p.m. (IST) to be held through VC/Other Audio Visual Means (OAVM) on agenda items contained in the Notice dated September 6, 2021. I was also appointed as Scrutinizer for the remote e-voting process during the said Annual General Meeting and submit my report as hereunder :

1. The Company held the 96th Annual General Meeting on September 29, 2021 through video conferencing at 4.00 p.m. (IST) in accordance with the provisions of Companies Act, 2013 read with General Circular No. 20/2020 dated May 5, 2020, General Circular Nos. 14/2020 dated April 8, 2020 and General Circular 17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs.



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2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolution set out in the Notice of the 96th Annual General Meeting of the Company is the responsibility of the management.

My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and issue the Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, on the resolutions set out in the Notice of the meeting.

3. The Company has informed that on the basis of Register of Members, it has completed dispatch of Notice of AGM and Annual Report on September 7, 2021 by E-mail (Shareholders who had registered their email ids) and by Post (Shareholders who have not registered their email ids) and the Notice of AGM and Annual Report was also made available on the Company's website. This is in compliance with the MCA Circular No 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular Number 17/2020 dated April 13, 2020.
4. Voting rights were reckoned as on Wednesday, September 22, 2021 being the Cut-off date for the purpose of deciding the entitlements of members to cast their vote through remote e-voting.
5. The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the members of the Company.
6. The remote e-voting period commenced at 10.00 a.m. on Sunday, September 26, 2021 and ended at 5.00 p.m. on Tuesday, September 28, 2021 and the members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Business, on the e-voting platform provided by CDSL.
7. Voting at the AGM:

Pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, after closure of period of remote e-voting, I referred the list providing details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held by them.

On the day of the Ninety-Sixth AGM, CDSL provided e-voting facility to members attending the AGM and who had not cast their votes through remote e-voting to cast their votes.



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8. Process of scrutiny and counting of votes:

After voting at the AGM concluded, I unblocked the results of the remote e-voting and e-voting by Members at the AGM, on the e-voting platform of CDSL and downloaded the results.

9. Consolidated Voting Results:

The consolidated voting results with respect to each item on the Agenda as set out in the Notice of the 96th Annual General Meeting dated September 29, 2021 are enclosed. (Annexure I).

Thanking You

Yours faithfully

For L K & Associates
Company Secretaries

Lalitha Kannan

LALITHA KANNAN
M 8304 CP 1894
UDIN : A008304C001037244



Date: 29-09-2021

Place: Chennai

Simpson & Company Limited – Ninety-Sixth Annual General Meeting held on September 29, 2021

Consolidated Voting Results

Item No. 1 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
"RESOLVED THAT the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the year ended 31 st March, 2021 and the Reports of the Directors and the Auditors thereon be and are hereby received and adopted."	Assent / For /Favour	10	29310	100
	Dissent / Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Item No. 2 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
"RESOLVED THAT the total Dividend of Rs. 65.00 per equity share (650%) (including interim dividend of Rs. 42.50 per equity share (425%) already declared and paid) on the Equity Shares be declared for the financial year ended 31st March 2021."	Assent / For /Favour	10	29310	100
	Dissent / Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Item No. 3 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
"RESOLVED THAT Mr. P. S. Rajamani (DIN: 01560303) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director."	Assent / For /Favour	10	29310	100
	Dissent / Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Item No. 4 : Special Resolution		No. of Members	No. of Valid Votes	%
<p>"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Shri P.S. Rajamani (DIN: 01560303) as a Whole-time Director of the Company, for a period of three years from 29th January, 2021 to 28th January, 2024, as recommended/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 13th January, 2021 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."</p>	Assent / For /Favour	10	29310	100
	Dissent / Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Item No.5 : Special Resolution		No. of Members	No. of Valid Votes	%
"RESOLVED THAT pursuant to the provisions of Section 149(4), 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force, Dr. Sandhya Shekhar (DIN 06986369) who was re-appointed by the Board on 30th June, 2021 for a second term of 3 years as an Independent Director subject to the approval of shareholders at the General meeting be and is hereby appointed for a second term as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 3 years from 23rd July, 2021 to 22nd July, 2024."	Assent / For /Favour	10	29310	100
	Dissent / Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Item No.6 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
"RESOLVED THAT pursuant to the Provisions of Section 148 of the Companies Act, 2013, the remuneration is fixed at Rs.3,00,000/- (Rupees Three lakhs only) to M/s. A.N. Raman & Associates., Cost Accountants (Firm Registration Number 102111) who has been appointed as Cost Auditors by the Board of Directors for the Financial year 2021-2022 as recommended by the Audit Committee be and is hereby ratified"	Assent / For /Favour	10	29310	100
	Dissent/ Against	-	-	-
	Total	10	29310	100

Invalid Votes	0	0
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Based on the aforesaid results, Ordinary/Special Resolutions as contained from Item No.1 to Item No. 6 of the Notice dated September 6, 2021 have been passed with requisite majority.

Thanking you

For L K & Associates
Company Secretaries

Lalitha Kannan

LALITHA KANNAN
M 8304 CP 1894
UDIN : A008304C001037244



Date: 29-09-2021
Place: Chennai