

FORM No. MGT-13

Report of Scrutinizer

To,

The Chairman
Simpson and Company Limited
861-862 Anna Salai
Chennai 600 002

Sir,

Sub : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 97th Annual General Meeting (AGM) of Simpson and Company Limited held on Thursday, September 29, 2022 at 4.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

I, Ms. Lalitha Kannan (ACS 8304 & CP 1894) of LK & Associates, Practicing Company Secretaries, was appointed as Scrutinizer 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 by the Members at the 97th (Ninety- Seventh) Annual General Meeting (AGM) of Simpson & Company Limited (hereinafter referred to as the Company) held on Thursday, September 29, 2022 at 4.00 p.m. (IST) held through VC/Other Audio Visual Means (OAVM) and the remote e-voting process during the said AGM, on the agenda items contained in the Notice dated September 6, 2022. I hereby submit my Report as under on the result of remote e-voting in respect of the said resolutions :

1. The Company held the 97th Annual General Meeting on September 29, 2022 through video conferencing at 4.00 p.m. (IST) in accordance with the provisions of Companies Act, 2013 read with General Circular Nos. 14/2020 dated April 8, 2020, General Circular 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs.



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 97th 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, 2022 by E-mail (Shareholders who had 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, Circular Number 17/2020 dated April 13, 2020 and Circular No. 2/2022 dated 5th May, 2022.
4. Voting rights were reckoned as on Friday, September 23, 2022 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 Monday, September 26, 2022 and ended at 5.00 p.m. on Wednesday, September 28, 2022 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-Seventh 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.



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 on Thursday, September 29, 2022 around 6.00 p.m. in the presence of two witnesses, who are not in the employment of the Company and downloaded the results.

9. Consolidated Voting Results:

Consolidated Voting Results with respect to each item on the Agenda as set out in the Notice of the 97th (Ninety-Seventh) AGM dated September 29, 2022 are enclosed.
(Annexure I)

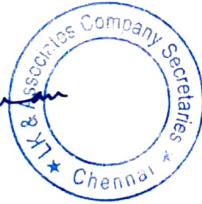
10. It is observed that 11(Eleven) Members casted their votes through remote e-voting and No Member cast their votes through e-voting at the AGM.

Thanking You

Yours faithfully

For LK & ASSOCIATES
Company Secretaries

Lalitha Kannan



LALITHA KANNAN
CP NO 1894 ACS 8304
UDIN : A008304D001087547

Date : 30.09.2022

Place : Chennai

**Simpson & Company Limited – Ninety-Seventh Annual General Meeting held on
September 29, 2022**

Consolidated Voting Results

Item No. 1 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them (shares)	% of total number of valid votes cast
"RESOLVED THAT the Audited Financial Statements of the Company (including Consolidated Financial Statements) for the year ended 31st March, 2022 and the Reports of the Directors and the Auditors thereon be and are hereby received and adopted."	Assent / For /Favour	11	29313	100
	Dissent / Against	0	0	0
	Total	11	29313	100

Invalid Votes	0	0
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Item No. 2 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them (shares)	% of total number of valid votes cast
"RESOLVED THAT the total dividend of ₹ 18,750/-per equity share (750%) (including interim dividend of ₹ 13,125/- per equity share (525%) already declared and paid) on the paid up Equity Shares be declared for the financial year ended 31st March 2022."	Assent / For /Favour	11	29313	100
	Dissent / Against	0	0	0
	Total	11	29313	100

Invalid Votes	0	0
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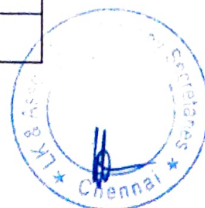


Item No. 3 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them (shares)	% of total number of valid votes cast
"RESOLVED THAT Dr. R. Mahadevan (DIN: 00001690) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director."	Assent / For /Favour	11	29313	100
	Dissent / Against	0	0	0
	Total	11	29313	100

Invalid Votes	0	0
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Item No. 4 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them (shares)	% of total number of valid votes cast
"RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 including any amendments, as may be applicable and pursuant to the recommendation of the Audit committee R.G.N. PRICE & CO., CHARTERED ACCOUNTANTS, (Firm Registration Number: 002785S), having office at 861, Anna Salai, Chennai-600 002, be and are hereby appointed as Auditors of the Company to hold office for a period of 5 years from the conclusion of 97th Annual General meeting until the conclusion of the 102nd Annual General Meeting of the Company and the Board of Directors be and is hereby authorized to fix the remuneration payable as may be mutually agreed between them."	Assent / For /Favour	11	29313	100
	Dissent/ Against	0	0	0
	Total	11	29313	100

Invalid Votes	0	0
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Item No.5 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them (shares)	% of total number of valid votes cast
"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 2022-23 as recommended by the Audit Committee be and is hereby ratified"	Assent / For /Favour	11	29313	100
	Dissent/ Against	0	0	0
	Total	11	29313	100

Invalid Votes	0	0
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Based on the aforesaid results, Ordinary Resolutions as contained from Item No.1 to Item No. 5 of the Notice dated September 6, 2022 have been passed with requisite majority.

Thanking you

For L K & Associates
Company Secretaries

Lalitha Kannan



LALITHA KANNAN
M 8304 CP 1894
UDIN : A008304D001087547

Date: 30-09-2022

Place: Chennai