

# LK & ASSOCIATES

COMPANY SECRETARIES

**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 99<sup>th</sup> Annual General Meeting ( AGM ) of Simpson and Company Limited held on Friday, September 27, 2024 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 99<sup>th</sup> ( Ninety- Ninth ) Annual General Meeting (AGM) of Simpson & Company Limited (hereinafter referred to as the Company) held on Friday, September 27, 2024 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 4, 2024. I hereby submit my Report as under on the result of remote e-voting in respect of the said resolutions :

The Company held the 99<sup>th</sup> Annual General Meeting on September 27, 2024 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 8th April, 2020, followed by Circular No.17/2020 dated 13th April, 2020, Circular No.20/2020 dated 5th May, 2020, Circular No.02/2021 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ( MCA).



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1. 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 99<sup>th</sup> 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.
2. 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 5, 2024 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 and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022.
3. Voting rights were reckoned as on Friday, September 20, 2024 being the Cut-off date for the purpose of deciding the entitlements of members to cast their vote through remote e-voting.
4. The Company has availed the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facilities to the members of the Company.
5. The remote e-voting period commenced at 10.00 a.m. on Tuesday, September 24, 2024 and ended at 5.00 p.m. on Thursday, September 26, 2024 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.
6. 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-Ninth 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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7. 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 Friday, September 27, 2024 around 5.00 p.m. in the presence of two witnesses, who are not in the employment of the Company and downloaded the results.

8. Consolidated Voting Results:

Consolidated Voting Results with respect to each item on the Agenda as set out in the Notice of the 99<sup>th</sup> (Ninety-Ninth ) AGM dated September 27, 2024 are enclosed.  
( Annexure I )

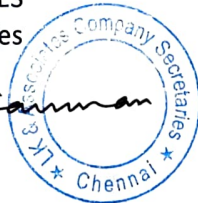
9. It is observed that 11 Members cast their votes through remote e-voting and no Member cast their vote through e-voting at the AGM.

Thanking You

Yours faithfully

For LK & ASSOCIATES  
Company Secretaries

*Lalitha Kannan*



LALITHA KANNAN  
CP NO 1894 ACS 8304  
UDIN : A008304F001348412  
PR No: 2906/2023

Date : 27-09-2024  
Place : Chennai

**Simpson & Company Limited – Ninety-Ninth Annual General Meeting held on  
September 27, 2024**

**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 March 31, 2024 and the Reports of the Directors and the Auditors thereon be and are hereby received and adopted."	Assent / For /Favour	11	29314	100
	Dissent / Against	0	0	0
	Total	11	29314	100

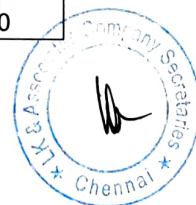
Invalid Votes	0	0
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Item No. 2 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them ( shares )	% of total number of valid votes cast
"RESOLVED THAT the total dividend of Rs.25,000/-per equity share (1000%) (including interim dividend of Rs.18,750/- per equity share (750%) already declared and paid) on the paid up Equity Shares be declared for the financial year ended March 31, 2024."	Assent / For /Favour	11	29314	100
	Dissent / Against	0	0	0
	Total	11	29314	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	29314	100
	Dissent / Against	0	0	0
	Total	11	29314	100

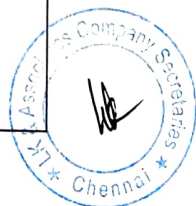
Invalid Votes	0	0
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Item No.4 : Ordinary Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them ( shares )	% of total number of valid votes cast
"RESOLVED THAT pursuant to the Provisions of Section 148 of the Companies 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 2024-25 as recommended by the Audit Committee be and is hereby ratified and the Board be hereby given powers to modify the remuneration if required."	Assent / For /Favour	11	29314	100
	Dissent/ Against	0	0	0
	Total	11	29314	100

Invalid Votes	0	0
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Item No.5 : Special 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 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, Mr. R Vijayaraghavan (DIN 00026763) who was re-appointed by the Board on July 12, 2024 for a second term of 5 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 5 years from July 23, 2024 to July 22, 2029."	Assent / For /Favour	11	29314	100



<p><b>RESOLVED FURTHER THAT</b> 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> <p><b>RESOLVED FURTHER THAT</b> requisite e-form/s be filed with the Registrar of Companies”</p>				
	Dissent/ Against	0	0	0
	Total	11	29314	100

Invalid Votes	0	0
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Item No.6 : Special Resolution		No. of Members who exercised their votes	Total No. of Valid Votes cast by them ( shares )	% of total number of valid votes cast
<p>“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), Mrs. Rashmi Hemant Urdhwarshie (DIN:08668140) who was appointed by the Board on September 4, 2024 with immediate effect as an Independent Director subject to the approval of shareholders at the General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of two years from September 4, 2024 to September 3, 2026.</p> <p><b>RESOLVED FURTHER THAT</b> 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</p>	Assent / For /Favour	11	29314	100



necessary, proper or expedient to give effect to this resolution.  <b>RESOLVED FURTHER THAT</b> requisite e-form/s be filed with the Registrar of Companies”				
	Dissent/ Against	0	0	0
	Total	11	29314	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. 4 of the Notice and Special Resolution contained in Item No 5 and 6 of the Notice dated September 4, 2024 have been passed with requisite majority.

Thanking you

For L K & Associates  
Company Secretaries

*Lalitha Kannan*



LALITHA KANNAN  
M 8304 CP 1894  
UDIN : A008304F001348412  
PR No: 2906/2023

Date: 27-09-2024

Place: Chennai