

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 Extraordinary General Meeting (EGM) of Simpson and Company Limited held on Friday, September 27, 2024 at 3.00 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 Extraordinary General Meeting (EGM) of Simpson & Company Limited (hereinafter referred to as the Company) held on Friday, September 27, 2024 at 3.00 p.m. (IST) held through VC/Other Audio Visual Means (OAVM) and the remote e-voting process during the said EGM, 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 Extraordinary General Meeting on September 27, 2024 through video conferencing at 3.00 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. 02/2022 dated 5th May, 2022 and Circular No 09/2023 dated September 25, 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 Extraordinary General Meeting by the shareholders on the resolution set out in the Notice of the Extraordinary General (EGM) 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. As confirmed by the Company, the notice of EGM was sent through electronic mode to those members whose email addresses were registered with the Company/the Registrar and Share Transfer Agent of the Company/Depository Participant(s) on September 5, 2024 and the Notice of EGM was also made available on the Company's website.
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 Special Business, on the e-voting platform provided by CDSL.
6. Voting at the EGM:

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 EGM, 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 EGM, CDSL provided e-voting facility to members attending the EGM 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 EGM concluded, I unblocked the results of the remote e-voting and e-voting by Members at the EGM, 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 EGM 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 EGM.

Thanking You

Yours faithfully

For LK & ASSOCIATES
Company Secretaries

Lalitha Kannan

LALITHA KANNAN
CP NO 1894 ACS 8304
UDIN : A008304F001348159
PR No: 2906/2023



Date : 27-09-2024

Place : Chennai

**Simpson & Company Limited – Extraordinary General Meeting held on
September 27, 2024**

Consolidated Voting Results

Item No. 1 : 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 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 re-appointment of Sri A Krishnamoorthy (DIN: 00001778) as Chairman and Managing Director of the Company, for a period of five years from October 11, 2024 to October 10, 2029, as recommended/approved by the Nomination & Remuneration Committee and the Board of Directors at their meeting held on September 4, 2024 with an annual remuneration including the monetary value of perquisites, as may be fixed by the Board of Directors pursuant to the recommendation by the Nomination and Remuneration Committee from time to time as per the provisions under Section 197 read with Schedule V of The Companies Act, 2013 with the overall managerial remuneration together with remuneration payable to the Whole Time Director which may exceed ten percent of the net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment by virtue of second proviso (i) to Section 197(1) of The Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.</p> <p>RESOLVED FURTHER THAT requisite e-form/s be filed with the Registrar of Companies”</p>	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 : 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 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 Sri P.S. Rajamani (DIN: 01560303) as a Whole-time Director of the Company, for a period of three years from 29th January, 2024 to 28th January, 2027, as recommended/approved by the Nomination & Remuneration Committee and the Board of Directors at their meeting held on January 25, 2024 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, as may be recommended by the Nomination and Remuneration Committee from time to time as per the provisions under Section 197 read with Schedule V of The Companies Act, 2013 with the overall managerial remuneration together with remuneration payable to the Chairman & Managing Director which may exceed ten percent of the net profits computed in the manner laid down in Section 198 of The Companies Act, 2013 during the tenure of appointment by virtue of second proviso (i) to Section 197(1) of The Companies Act, 2013.</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> <p>RESOLVED FURTHER THAT requisite e-form/s be filed with the Registrar of Companies”</p>	Assent / For /Favour	11	29314	100
	Dissent / Against	0	0	0
	Total	11	29314	100

Invalid Votes	0	0
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Based on the aforesaid results, Special Resolutions as contained from Item No.1 to Item No. 2 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 : A008304F001348159
PR No: 2906/2023

Date: 27-09-2024
Place: Chennai