

*L K & Associates
Company Secretaries*

43/18, Ground Floor, Gandhi Nagar,
3rd Main Road, Adyar, Chennai 600 020
Tel: + 91-44-43329167 | Mobile: 98843 71313
email: gane70@gmail.com

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 of the Extra-Ordinary General Meeting of shareholders of Simpson and Company Limited held on Friday, December 30, 2022 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 for the purpose of remote e-voting by Members at the Extra-Ordinary General Meeting (EGM) of Simpson & Company Limited (hereinafter referred to as the Company) held on Friday, December 30, 2022 at 4.00 p.m. (IST) held through VC/Other Audio Visual Means (OAVM) on agenda items contained in the Notice dated December 5, 2022, submit my report as under:-

1. The Company held an Extra-Ordinary General Meeting on December 30, 2022 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, General Circular 17/2020 dated April 13, 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 EGM by the shareholders on the resolution set out in the Notice of the Extra-Ordinary 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 resolution 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 the Extra-Ordinary General Meeting on December 5, 2022 by E-mail (Shareholders who had registered their email ids) and the Notice of Extra Ordinary General Meeting 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, December 02, 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 Tuesday, December 27, 2022 and ended at 5.00 p.m. on Thursday, December 29, 2022 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.
7. Voting at the Extra-Ordinary General Meeting:

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 Extra-Ordinary General Meeting, 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.

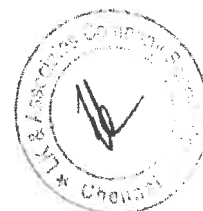
On the day of the Extra-Ordinary General Meeting, CDSL provided e-voting facility to members attending the Extra-Ordinary General Meeting and who had not cast their votes through remote e-voting to cast their votes.

8. Process of scrutiny and counting of votes:

After voting at the Extra-Ordinary General Meeting concluded, I unblocked the results of the remote e-voting and e-voting by Members at the Extra-Ordinary General Meeting, on the e-voting platform of CDSL 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 the only item on the Agenda as set out in the Notice of the Extra-Ordinary General Meeting dated December 30, 2022 are enclosed.
(Annexure I)



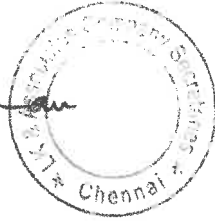
10. It is observed that 11(Eleven) Members cast their votes through remote e-voting and no member cast their votes through e-voting at the EGM.

Thanking You

Yours faithfully

For LK & ASSOCIATES
Company Secretaries

Lalitha Kannan



LALITHA KANNAN
M: A8304 CP NO 1894
UDIN : A008304D002842542

Date : 31.12.2022

Place : Chennai

**Simpson & Company Limited – Extra-Ordinary General Meeting held on
December 30, 2022**

Consolidated Voting Results

Item No. 1 : Special Resolution

APPROVAL OF SCHEME OF MERGER OF M/S. SHARDLOW INDIA LIMITED (TRANSFEROR COMPANY-1) AND M/S. WHEEL & PRECISION FORGINGS INDIA LIMITED (TRANSFERORCOMPANY-2) WITH M/S. SIMPSON AND COMPANY LIMITED (TRANSFeree COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the Regional Director, Ministry of Corporate Affairs (MCA), Chennai and such other approval as may be necessary the Scheme of Merger of the Wholly Owned Subsidiaries viz., M/s. Shardlow India Ltd (Transferor Company-1), M/s. Wheel & Precision Forgings India Ltd (Transferor Company-2), with M/s. Simpson and Company Ltd (Transferee Company), the holding Company, as contained in the draft Scheme of Merger appended to the notice convening the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme of Amalgamation and to accept such modifications, amendments, limitation and or conditions, if any, which may be required and/or imposed by the Regional Director, MCA, Chennai, or by any such authorities, if and when applicable while sanctioning the scheme of Amalgamation and delegate such powers as the Board may deem fit and proper.”

	No. of Members Voting	No. of Valid Votes	No. of Invalid Votes	% of total number of valid votes cast
Assent / For /Favour	11	29313	0	100
Dissent / Against	0	0	0	0
Total	11	29313	0	100



Based on the aforesaid results the Special Resolution as contained in Item No.1 of the Notice dated December 5, 2022 has been passed with requisite majority

Thanking you

For L K & Associates
Company Secretaries

Lalitha Kannan

LALITHA KANNAN
M A8304 CP 1894
UDIN : A008304D002842542



Authentication of The Certificate copy

For SIMPSON & CO. LTD.,

J. L.

Chief Financial Officer
& Company Secretary

Date: 31-12-2022

Place: Chennai