

**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 Ninety-Fifth Annual General Meeting of shareholders of Simpson and Company Limited held on Monday, December 28, 2020 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 Ninety-Fifth Annual General Meeting (AGM) of Simpson & Company Limited (hereinafter referred to as the Company) held on Monday, December 28, 2020 at 4.00 p.m. (IST) held through VC/Other Audio Visual Means (OAVM) on agenda items contained in the Notice dated November 2, 2020, submit my report as under:-

1. The Company held the 95<sup>th</sup> Annual General Meeting on December 28, 2020 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.
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 95<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.



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 December 4, 2020 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 and Circular Number 17/2020 dated April 13, 2020.
4. Voting rights were reckoned as on Friday, December 18, 2020 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 Friday, December 25, 2020 ended at 5.00 p.m. on Sunday, December 27, 2020 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-Fifth 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 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 Ninety-Fifth AGM dated December 28, 2020 are enclosed.( Annexure 1 )

10. It is observed that 15 Members casted their votes through remote e-voting and 3 Members casted their votes through e-voting at the AGM.



List of Members for both, remote e-voting as well as e-voting at the AGM, containing details of Members who voted 'FOR', 'AGAINST' and those whose votes which were considered as invalid along with all other relevant records, were handed over to the Company Secretary, who is authorized by the Board.

Thanking You

Yours faithfully

For LK & ASSOCIATES  
Company Secretaries

*Lalitha Kannan*



LALITHA KANNAN  
CP NO 1894 ACS 8304  
UDIN : A008304B001704119

Date : 28.12.2020

Place : Chennai

For SIMPSON & CO. LTD.,

*[Signature]*

Chief Financial Officer  
& Company Secretary

Simpson & Company Limited – Ninety-Fifth Annual General Meeting held on  
December 28, 2020

## Consolidated Voting Results

Item No. 1 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
To receive, consider and adopt the audited Financial Statements (including Consolidated Financial Statements) for the year ended 31st March, 2020 and the Reports of the Directors and the Auditors thereon	Assent / For /Favour	17	7333416	99.998
	Dissent / Against	1	100	0.001
	Total	18	7333516	100.00

Invalid Votes	0	0
---------------	---	---

Item No. 2 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
To declare dividend of Rs 45/- per Equity Share for the financial year ended 31st March, 2020	Assent / For /Favour	17	7333416	99.998
	Dissent / Against	1	100	0.001
	Total	18	7333516	100.00

Invalid Votes	0	0
---------------	---	---

Item No. 3 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
To re-appoint Dr. R. Mahadevan (DIN: 00001690), who retires by rotation and being eligible offers himself for re-appointment	Assent / For /Favour	17	7333416	99.998
	Dissent / Against	1	100	0.001
	Total	18	7333516	100.00

Invalid Votes	0	0
---------------	---	---



Item No. 4 : Ordinary Resolution		No. of Members	No. of Valid Votes	%
To ratify the remuneration payable to M/s. A.N. Raman & Associates., Cost Accountants (Firm Registration Number 102111), for conducting cost audit for the year March 31, 2021.	Assent / For /Favour	17	7333416	99.998
	Dissent / Against	1	100	0.001
	Total	18	7333516	100.00

Invalid Votes	0	0
---------------	---	---

Based on the aforesaid results, Ordinary/Special Resolutions as contained from Item No.1 to Item No. 4 of the Notice dated November 2, 2020 have been passed with requisite majority

Date: 28-12-2020

Place: Chennai

For LK & ASSOCIATES  
Company Secretaries

*Lalitha Kannan*

LALITHA KANNAN  
CP NO 1894 ACS 8304  
UDIN : A008304B001704119



For SIMPSON & CO. LTD.,

*J.J.*

Chief Financial Officer  
& Company Secretary