

Report of Scrutinizer on Remote E - Voting

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)
(xii) of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
Spice Island Apparels Limited
Unit 3043-3048, 3rd Fl, Bhandup Industrial Estate,
Pannalal Silk Mills Compd, L.B.S. Marg,
Bhandup-W, Mumbai - 400078

**Ref: 34th Annual General Meeting held on Thursday, September 29,
2022 at 11.08 A.M.**

**Sub: Scrutinizer's Report on Remote e-voting conducted through
Video Conferencing (VC)/Other Audio Visual Means (OAVM)
pursuant to the provisions of Section 108 of the Companies
Act, 2013 ("the Act") read with rule 20 of the Companies
(Management and Administration) Rules, 2014 as amended by
Companies (Management and Administration) Amendment
Rules, 2015**

Dear Sir/Madam,

We, Alok Khairwar & Associates, Company Secretaries, have been appointed as the Scrutinizer by the Board of Director of Spice Island Apparels Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) rules, 2014 (Amendment Rules, 2015) conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 34th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, September 29, 2022 at 11.08 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and concluded at 11.49 A.M.

We were also appointed as scrutinizer to scrutinize the remote e-voting process during the said AGM.



ALOK KHAIRWAR
& ASSOCIATES

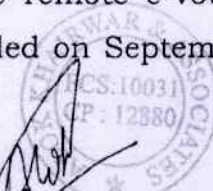
ALOK KHAIRWAR AND ASSOCIATES

F214 B wing, Express Zone Mall,
Western Express Highway,
Near Oberoi Mall, Malad East,
Mumbai - 400 097.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) by the shareholders on the resolutions proposed in the Notice of 34th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means (by remote e-voting) in the meeting are conducted in a faith and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by CDSL.

The Notice dated May 27, 2022, Convening Annual General Meeting (AGM) of the Company along with Statement setting out material fact under Section 102 of the Companies Act, 2013 were sent to the Shareholder on September 05, 2022 in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on September 29, 2022 at 11.00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) through electronic mode to those Members whose email addresses are registered with the Company /Depositories, in compliance with the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021 and No. 2/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars').

In accordance with the Notice of 34th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on September 05, 2022, the remote e-voting commenced on September 26, 2022, 09:00 AM and ended on September 28, 2022, 05:00 P.M.



The Equity Shareholders holding shares as on September 23, 2022, "cutoff date" was entitled to vote on the resolutions stated in the Notice of 34th Annual General Meeting of the Company.

This Annual General Meeting of the Equity Shareholders of Spice Islands Apparels Limited was convened through Video Conferencing (VC)/Other Audio Visual Means (OAVM) pursuant to the General Circular number 14/2020, 17/2020 and 20/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) without the physical presence of the shareholders at common venue.

The votes on remote e-voting were unblocked at 12.18 p.m. on September 29, 2022, the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL (<https://evotingindia.com>) and the same are being handed over to the Chairman/Company Secretary.

The results of the scrutiny of voting by remote e-voting in respect of resolutions contained in Notice dated May 27, 2022 are as under;

(1) Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on March 31, 2022 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	74	2483622	100.00



Handwritten signature and circular stamp of Alok Khairwar & Associates. The stamp contains the text: FCS: 10031, CP: 12880.



ALOK KHAIRWAR
& ASSOCIATES

ALOK KHAIRWAR AND ASSOCIATES

F214 B wing, Express Zone Mall,
Western Express Highway,
Near Oberoi Mall, Malad East,
Mumbai - 400 097.

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that the numbers of votes cast in favour of the aforesaid Resolution are more than the number of votes cast against accordingly the resolution be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(2) Resolution

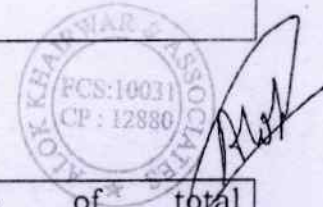
To appoint a Director in place of Mr. Umesh Mohan Katre (DIN 00196300), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	74	2483622	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast (Shares) – E	% of total number of valid



	in E-voting	Voting	votes cast
Remote e-voting	-	-	-

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that the numbers of votes cast in favour of the aforesaid Resolution are more than the number of votes cast against accordingly the resolution be considered as passed with requisite majority.

Invalid Votes: There were no invalid votes.

(3) Resolution

To consider and approve the Loan, Gurantee, Security in accordance with the provision of Section 185 of the Companies Act, 2013. (Special Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	67	31995	100

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-



FCS:10031
CP: 12880



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(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	1	28500	-

Result: We report that the number of votes cast in favour of the resolution was not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting, we report that the Special Resolution with regard to Resolution No 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Invalid Votes: There is one invalid vote.

(4) Resolution

To consider and approve the Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013. (Special Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	67	31995	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) – E Voting	% of total number of valid votes cast
Remote e-voting	-	-	

(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	1	28500	-

Result: We report that the number of votes cast in favour of the resolution was not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting, we report that the Special Resolution with regard to Resolution No 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Invalid Votes: There is one invalid vote.

(5) Resolution

To consider and approve to keep Registers and Returns at a place other than Registered Office. (Special Resolution)

(i) Voted in **favour** of the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	74	2483622	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

ALOK KHAIWAR & ASSOCIATES
FCS-10031
CP: 12880
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(iii) Invalid Votes:

Mode of Voting	Numbers of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Remote e-voting	-	-	-

Result: We report that the number of votes cast in favour of the resolution was not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting, we report that the Special Resolution with regard to Resolution No 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

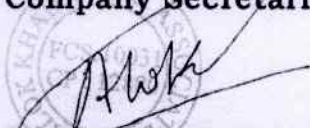
Invalid Votes: There were no invalid votes.

All the relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 34th Annual General Meeting and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For Alok Khairwar & Associates
Company Secretaries**


**CS Alok Khairwar
(Proprietor)**

FCS: 10031

CP No: 12880

P. R. No: 1761/2022

UDIN: F010031D001090484

Place: Mumbai

Dated: September 30, 2022