



Sri Lakshmi Saraswathi Textiles (Arni) Limited

"CIN : L17111TN1964PLC005183"

RO/MS/SEC- 004 /2025-26

April 7, 2025

The BSE Limited
Listing Department,
Phiroze Jeejeebhoy Towers
Dalai Street, Mumbai-400 001

Dear Sir,

Ref : Company Code – SLSTLQ - 521161
ISIN – INE456D01010

Sub: Outcome of Meeting of Equity Shareholders convened and held on Friday, 04th April 2025 as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench - Voting Results and Scrutinizer Report.

We wish to inform you that the Meeting of Equity Shareholders convened as per the directions of the Hon'ble National Company Law Tribunal, Chennai Bench was held on Friday, 04th April 2025 at 11:00 hrs (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM).

In this regard, we furnish the following:

Voting Results & Scrutinizer report of remote e-voting and e-voting at the meeting (Regulation 44) of SEBI LODR (Annexure – 1)

The meeting of Equity Shareholders concluded at :11.45 AM

We request you to take the above on record and note the compliance under relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Please take the above on record.

Thanking you,

Yours faithfully,
For **SRI LAKSHMI SARASWATHI
TEXTILES (ARNI) LIMITED**

**(JITENDRA KUMAR PAL)
COMPANY SECRETARY**



Annexure 1

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for the scheme of arrangement between Sri Lakshmi Saraswathi Textiles (Arni) Limited and SLST Industries Limited and their respective Shareholders and Creditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1835953	1835953	100.0000	1178550	657403	64.1928	35.8072
	Poll							
	Postal Ballot (if applicable)							
	Total		1835953	1835953	100.0000	1178550	657403	64.1928
Public- Institutions	E-Voting	100	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		100	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1496697	603239	40.3047	185085	418154	30.6819	69.3181
	Poll							
	Postal Ballot (if applicable)							
	Total		1496697	603239	40.3047	185085	418154	30.6819
Total	Total	3332750	2439192	73.1886	1363635	1075557	55.9052	44.0948
Whether resolution is Pass or Not.							No	

Date : 07.04.2025
Place: Chennai

For **SRI LAKSHMI SARASWATHI
TEXTILES (ARNI) LIMITED**

**(JITENDRA KUMAR PAL)
COMPANY SECRETARY**

S. VEDHAVEL | ADVOCATE
SCRUTINIZER - SRI LAKSHMI SARASWATHI TEXTILES (ARNI) LIMITED
AND SLST INDUSTRIES LIMITED

2nd Floor, No.89/a, 1st Main Road, Gandhi Nagar, Adyar, Chennai - 600020

6 April 2025

FORM NO. MGT-13
SCRUTINIZERS' REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To

The Chairperson

Meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors
Sri Lakshmi Saraswathi Textiles (Arni) Limited

Sub: Scrutinizers' Report on Voting Results of Equity Shareholders Meeting held on
04 April 2025 for Sri Lakshmi Saraswathi Textiles (Arni) Limited

Sir,

I, S. Vedhavel, having office at 2nd Floor, No.89/a, 1st Main Road, Gandhi Nagar, Adyar, Chennai - 600020, the undersigned Scrutinizer, appointed to scrutinize the voting conducted for the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Sri Lakshmi Saraswathi Textiles (Arni) Limited ("Demerged Company") and Equity Shareholders and Unsecured Creditors of SLST Industries Limited ("Resulting Company") pursuant to the orders passed by the Hon'ble National Company Law Tribunal ("NCLT"), Chennai Bench dated 08 October 2024 and revised vide orders dated 25 October 2024 and 10 February 2025, hereby submit my detailed report for the Meeting of Equity Shareholders of Sri Lakshmi Saraswathi Textiles (Arni) Limited, as under:

1. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up-to-date, the Notice convening the meeting, including Statement under Section 102 of the Act have been dispatched to all the Equity Shareholders, Secured Creditors, and Unsecured Creditors of the company and other persons eligible to receive the notice through electronic means (wherever email addresses are available with the company) and through registered post, and simultaneously the notice convening the meeting was also sent to Bombay Stock Exchange, placed on the website of the company and the website of Central Depository Services (India) Limited (CDSL).
2. As per the directions of Hon'ble NCLT, Chennai Bench, the company issued a public advertisement with respect to the meeting, dispatch of notices, and conducting of voting through electronic means in two newspapers - "Business Standard" (English) and in "Makkal Kural" Tamilnadu Edition (Tamil) on 03 March 2025. The members of the company were given the facility to vote


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S. VEDHAVEL | ADVOCATE

SCRUTINIZER - SRI LAKSHMI SARASWATHI TEXTILES (ARNI) LIMITED AND SLST INDUSTRIES LIMITED

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electronically on the e-voting platform provided by the CDSL. The electronic voting facility was conducted in compliance with Sections 108, 109, 230-232, and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and directions given by Hon'ble National Company Law Tribunal, Chennai Bench.

3. The meetings were convened pursuant to the aforementioned orders of Hon'ble NCLT Chennai Bench dated 08 October 2024 and revised orders dated 25 October 2025 and 10 February 2025 directing the meetings to be held on 04 April 2025 for Equity Shareholders (at 11:00 AM), Secured Creditors (at 12:00 PM), and Unsecured Creditors (at 2:00 PM). Shareholders list as on record date 28 March 2025 was duly considered for voting eligibility:

Category	Number of Members	Total Number of Shares
Equity Shareholders	3339	33,32,750

4. The resolution as set out in the notice is reproduced below:

“RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including amendments thereof), read with observation letter(s) issued by BSE Limited dated August 1, 2023 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Chennai Bench (hereinafter also referred to as “NCLT” or “the Tribunal”) and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board



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**SCRUTINIZER - SRI LAKSHMI SARASWATHI TEXTILES (ARNI) LIMITED
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of Directors of the Company, the Scheme of Arrangement of M/s. Sri Lakshmi Saraswathi Textiles (Arni) Ltd., ('DEMERGED COMPANY) and M/s. SLST Industries Limited (RESULTING COMPANY) and their respective shareholders and Creditors ('Scheme' or 'the Scheme') placed before this meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board, be and is hereby authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Scheme of Arrangement."

"RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from Equity Shareholders of the Company."

5. Equity Shareholders Meeting (11:00AM on 04 April 2025)

5.1.The meeting commenced at 11:03 AM, with the delay of three minutes due to technical glitches faced due to the Internet connection.

5.2.When the meeting commenced, the Hon'ble Chairperson addressed the members, and on verification it was found that the quorum as required by the order of Hon'ble NCLT, Chennai Bench requiring 605 equity shareholders was not present. The meeting was attended by 3 shareholders, namely, (i) A.V.Mani Sundaram, (ii) J. Abhishek, and (iii) D. Suresh.

5.3.The Hon'ble Chairperson, reconvened the meeting at 11:33 AM. The quorum present at the reconvened meeting, had a strength of four equity shareholders, namely, (i) A.V.Mani Sundaram, (ii) J. Abhishek, (iii) D. Suresh, and (iv) Ajit Bhandari. The Hon'ble Chairperson opened the floor for questions which were put forth by (i) A.V.Mani Sundaram and (ii) J. Abhishek, and the same was answered by the Managing Director of the demerged company. The meeting concluded at 11:45 AM and the equity shareholders were informed that the voting portal would be kept open for 30 minutes for those members who were present in the meeting and had not voted earlier through remote e-voting to cast their vote pursuant to circulars

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mentioned aforesaid and the provisions of law read with Companies (Management and Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs, and were informed that the portal would be closed by 12:15 PM.

5.4.The facility for e-voting was blocked at 12:15PM, and the electronic votes cast were taken into account by unblocking in the presence of three independent directors of the demerged company.

5.5.The members who had participated in the e-voting had been provided the copies of the relevant resolutions to exercise their votes through e-voting. None of the votes were invalidated.

5.6.The results of the voting seeking approval of the equity shareholders of the company to the proposed scheme of arrangement is as under:

Table 1:

Particulars	Votes Cast	Votes in Favour	% Votes in Favour	Votes Against	% Votes Against
Electronic	24,39,192	13,63,635	55.91%	10,75,557	44.09%
Invalid	0	0	0%	0	0%
Total	24,39,192	13,63,635	55.91%	10,75,557	44.09%

Table 2:

Particulars	Number of Members (%)	Number of Shares (%)
Remote e-voting	66 (100%)	24,39,192 (100%)
Voted at the Meeting	0	0
Voted in favour	52 (78.79%)	13,63,635 (55.91%)
Voted against	14 (21.21%)	10,75,557 (44.09%)
Invalid Votes	0	0

RESULT: RESOLUTION FOR SCHEME OF ARRANGEMENT HAS NOT BEEN PASSED BY THE EQUITY SHAREHOLDERS WITH THE REQUISITE MAJORITY.

5.7.Further, in compliance with the SEBI Master-Circular No. SEBI/HO/CFD/POD-2/CTR/2023/93 dated 20 June 2023, the Resolution placed before the public equity shareholders and the results of the voting on the same through

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remote e-voting prior to the meeting and e-voting process during the meeting, seeking approval of the public equity shareholders of the company are given below:

5.7.1.Votes in favor of the resolution (Public Shareholding)

Mode of Voting	No. of Public Equity Shareholders in Favour	No. of Valid Votes Cast (Shares)	% of Public Shareholder in Favour of the resolution
Remote E-voting	49 (74.24%)	1,85,085	30.68%
Total	49 (74.24%)	1,85,085	30.68%

5.7.2.Votes against the resolution (Public Shareholding)

Mode of Voting	No. of Public Equity Shareholders Against	No. of Valid Votes Cast (Shares)	% of Public Shareholder Against the resolution
Remote E-voting	11 (16.67%)	4,18,154	69.32%
Total	11 (16.67%)	4,18,154	69.32%

RESULT: RESOLUTION FOR SCHEME OF ARRANGEMENT HAS NOT BEEN PASSED BY THE EQUITY SHAREHOLDERS (PUBLIC SHAREHOLDING) WITH THE REQUISITE MAJORITY.

6. While a majority in number of shareholders voted in favor of the resolution (52 out of 66, i.e. 78.79% in number), the votes cast in favor of the resolution (13,63,635 shares, being 55.91% of the total shares voted) did not meet the requirement of a three-fourth majority in value as mandated under Section 230(6) of the Companies Act, 2013. As the threshold of three-fourth in value was not attained, the resolution has not been passed by the requisite majority.
7. I hereby confirm that the voting process was conducted fairly, transparently, and in strict compliance with the provisions of the Companies Act, 2013, applicable rules, and directions of the Hon'ble NCLT Chennai Bench.

Thanking you,



S. VEDHAVEL
Scrutinizer