



Yacob Pothumuriyil Ouseph
Practising Company Secretary

2nd Floor, 11/572, Kalarikkal Building
Karingachira, Irumpanam P.O.,
Tripunithura, Kochi, Ernakulam,
Kerala – 682301, Mob: 9447118386
Email: rajupo2012@gmail.com
PAN: ABXPY1496Q

Scrutinizer Report

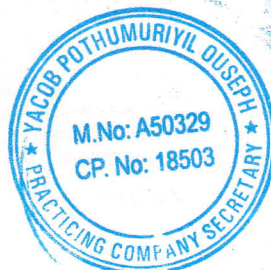
To,
The Chairman,
Salem Erode Investments Limited
CIN: L31200WB1931PLC007116
14, Motilal Nehru Road, Kolkata,
West Bengal, India - 700029

Sir,

Sub: Scrutinizer's report on remote E – Voting process by Salem Erode Investments Limited

Ref: Appointment as Scrutinizer vide. Board Meeting held on Wednesday, the 13th day of January, 2021.

I, Mr. Yacob Pothumuriyil Ouseph, Practising Company Secretary having office at 02nd Floor, Kalarikkal Building, Karingachira, Tripunithura, Kerala – 682301, was appointed as Scrutinizer by the Board of Directors of Salem Erode Investments Limited (“hereinafter refer to as “the Company”) on Wednesday, the 13th day of January, 2021 for the purpose of scrutinizing the remote e – voting process carried out pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter refer to as “the Act”) read together with the Companies (Management and



Administration) Rules, 2014, including any statutory modifications or re-enactments thereof for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter refer to as “the Listing Regulations”), Secretarial Standard-2 issued by the Institute of Company Secretaries of India (hereinafter refer to as “SS-2”) and other applicable laws and regulations, in respect of the resolutions, as mentioned in the Notice of Postal Ballot dated 18th day of January, 2021 (hereinafter refer to as “the Notice”) and submit my report as under:

- 1) The compliance with the provisions of the Act and the rules made thereunder, the Listing Regulations and SS – 2 relating to voting through remote e-voting by the Shareholders on the resolutions proposed in the Notice is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through remote e – voting are conducted in fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, on the resolutions to the Chairman of the Company, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL) and the reports generated by the Registrar and Share Transfer Agent.
- 2) The Company had engaged Central Depository Services Limited (CDSL) as the agency for providing the e – voting platform to the Members.
- 3) The Company has appointed Niche Technologies Private Limited, having its office at 3A, Auckland Road, Elgin, 7th Floor, Room No. 7A and 7B, Kolkatta, West Bengal, India – 700 017 as Registrar and Share Transfer Agent.
- 4) The Company has completed the dispatch of Notice to the Members and list of Beneficial Owners, whose names made available by Niche Technologies Private Limited, Registrar and Share Transfer Agent as on the cut-off date



ie. Friday, the 15th day of January, 2021 and whose e-mail IDs was available with the Company and Depositories. Pursuant to the Circulars (Nos. 14/2020 dated 08th day of April, 2020, 17/2020 dated 13th day of April, 2020 and 39/2020 dated 31st day of December, 2020) issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ P/ 2020/ 79 dated 12th day of May, 2020 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular"), the Company has dispatched the notices/ forms only through e - mails. The Company has not dispatched the postal ballot notices/ forms to those members whose e-mail IDs were not available with the Company and Depositories. Further, the Company has also not received any physical ballot form and accordingly, voting done through e-voting only was considered for this report.

- 5) The Equity Shareholders holding shares as on the "cut off" date i.e. Friday, the 15th day of January, 2021 were entitled to vote on the proposed resolutions (item nos. 01 to 06 as set out in the Notice).
- 6) The Company has published advertisements on Friday, the 22nd day of January, 2021 in The Echo of India (English Newspaper) and Arthik Lipi (Bengali Newspaper) informing about the completion of dispatch of Postal Ballot notices/ forms, to the Members along with the process of registration of e-mail ids with the Company or Registrar and Share Transfer Agent and other related matters mentioned therein.
- 7) The e-voting remained open from Monday, the 25th day of January, 2021 at 10.00 a.m. IST and ends on Tuesday, the 23rd day of February, 2021 at 5.00 p.m. IST.



- 8) The votes exercised through e-voting at CDSL from Monday, the 25th day of January, 2021 (10.00 a.m. IST onwards) and ends on Tuesday, the 23rd day of February, 2021 (5.00 p.m. IST), being the last day of receipt of remote e – voting were considered for scrutiny.
- 9) The votes cast through e – voting were unblocked on Tuesday, the 23rd day of February, 2021 from the CDSL e – voting platform, in the presence of two witnesses, who are not in employment of the Company.
- 10) The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Postal Ballot.
- 11) The votes cast through e – voting process for the purpose of this report were reconciled and matched with the records maintained with the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- 12) The result of the e – voting is as under:



1. Appointment of M/s. Mohandas & Associates, Chartered Accountants, Thrissur as the Statutory Auditors of the Company in Casual Vacancy and fixation of remuneration – Ordinary Resolution

Particulars	E – Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



**2. Adoption of new set of Articles of Association of the Company -
Special Resolution**

Particulars	E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



3. Approval of Borrowing Limit – Special Resolution.

Particulars	E – Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

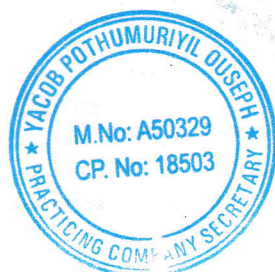
Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



4. Creation of mortgage or charge on the assets, properties or undertaking(s) of the Company – Special Resolution.

Particulars	E – Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

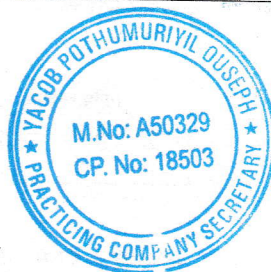
Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



5. Investments, Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013 - Special Resolution

Particulars	<i>E - Voting</i>	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



6. Issue of Secured Non - Convertible Debentures on Private Placement basis – Special Resolution

Particulars	E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Less: Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	17	93,74,452

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100



- 13) The details of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, available from the CDSL e-voting platform is enclosed.
- 14) The register, other related papers and all other relevant records were sealed and handed over to the Company Secretary of the Company for safe keeping.
- 15) Based on the above reports, all of the above resolutions, as set out in the Notice were passed unanimously.



A handwritten signature in black ink, consisting of a series of loops and a wavy line, positioned above the name of the Company Secretary.

CS. Yacob Pothumuriyil Ouseph

Practising Company Secretary
02nd Floor, Kalarikkal Building,
Karingachira, Tripunithura,
Kochi, Ernakulam, Kerala - 682301
M. No. 50329 & COP No. 18503
UDIN: A050329B003361065

Place: Kochi
Date: 24.02.2021

Countersigned By

A handwritten signature in blue ink, appearing to be "T.G. Babu", positioned above the name of the Chairman.

T.G. Babu
Chairman
DIN: 08315374

