

H. M. CHORARIA

Practising Company Secretary
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Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20[3][xi]
of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
of the Annual General Meeting of the members of the
SALEM ERODE INVESTMENTS LIMITED
Registered Office : 14, Motilal Nehru Road, Kolkata 700 029,
scheduled to be held at the Registered office of the Company
on Friday, the 5th September, 2014 at 12.00 NOON.

Dear Sir,

Sub: E - voting Scrutiny Report

I, Hanuman Mal Choraria, Practising Company Secretary having C P No. 1499, have been appointed, by the Board of Directors of the Salem Erode Investments Limited [the Company] as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with rules 20(3) (ix) of the Companies (Management and Administration) Rules,2014 (Rules) on the resolutions contained in the Annual General Meeting [AGM] of the members of the Company, to be held on the 05th day of September, 2014.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the Resolutions contained in the Notice of the AGM of the members of the Company. My responsibility as Scrutinizer for e - voting process is restricted to make a Scrutinizer's Report of votes cast "In favour" or "Against" the resolutions stated above, based on the reports generated from e - voting system provided by the Central Depository Services (India) Limited (CDSL) the authorized agency engaged by the Company to provide e - voting facility. This E - voting Report is generated on the basis of information available/ downloaded from the CDSL website: www.evotingindia.co.in

Further to the above, I hereby submit the E- voting Scrutiny Report:

1. The e-voting period remained open from (09.00 A.M to 06.00 P.M.) IST on Monday, 1st September, 2014.



2. The Members of the Company as on the cut off/entitlement date i. e. 18th July, 2014 were entitled to vote on the resolutions as set out in the Notice of the Annual General Meeting of the members of the Company.

3. As stated above, the e- voting period ended at 06.00 P.M. on 1st September, 2014. The vote cast on e- voting were unlocked by me in the presence of two witnesses Mr. Amit Choraria and Mr. Shyam Agarwal who are not in the employment of the Company. They have signed below in confirmation of the votes being unlocked in their presence.

The details of the E - voting (EVSN-140716016) are as under:

A - Ordinary Business:

Item no. 1 -Adoption of Financial Statements, Reports of the Board of Directors' and Auditors' for the year ended on 31.03.2014- as Ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no. 2 To appoint Mrs. Prerana Goenka (DIN:01048668), who retire by rotation at the ensuing Annual General Meeting as director of the Company- as Ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no. 3- To appoint Auditors and fix their remuneration - as Ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Special Businesses:

Item no.4 To appoint Mr. Sunil Kumar Kanoria (DIN: 00789030) who was appointed as an Additional director and hold office upto the ensuing Annual General Meeting, is proposed to be appointed as Director of the company liable to retire by rotation- as Ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no.5 - To appoint Mr. Sunil Kumar Kanoria (DIN: 00789030) who was appointed as an Additional director and hold office upto the ensuing Annual General Meeting, is proposed to be appointed as Managing Director of the company-as ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

(ii) Voted against the resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no.6- To appoint Mr. Abhishek Hamirbasia as Chief Financial Officer (CFO)- as Ordinary Business:

i) Voted in favour of the Resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no.7- To appoint Mr. Prashant Gupta (DIN: 06915283) as an Independent Director- as ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

Item no.8- To appoint Mr. V N Purohit (DIN: 00291853) as an Independent Director - as ordinary resolution:

i) Voted in favour of the Resolution:

Number of members participated in e -voting	Number of votes cast by them	% of total number of valid votes cast
4	1064530	100

ii) Voted against the resolution:

Number of members participated in e- voting	Number of votes cast by them	% of total number of valid votes cast
0	0	0

5. In terms of the provisions of clause 20(3) of the rules, I have maintained the Register of E - voting in electronic form, the register and all other papers relating to electronic voting shall remain in my safe custody until the chairman of the Annual General Meeting considers, approve and signs the minutes of Annual General Meeting.

Thanking you.

Witnesses



(Amit Choraria)
14/2 Old China Bazar Street,
Kolkata-700001.



(Shyam Agarwal)
14/2 Old China Bazar Street,
Kolkata-700001.

Kolkata

Dated 03.09.2014

Your's truly



(H M Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499

H. M. CHORARIA

Practising Company Secretary
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Room No. 401, 4th Floor
14/2, Old China Bazar street
Kolkata-700001.

FORM NO. MGT-13 REPORT OF SCRUTINEZER

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

To,

The Chairman,
of the Annual General Meeting of the members of the
SALEM ERODE INVESTMENTS LIMITED
Registered Office : 14, Motilal Nehru Road, Kolkata 700 029,
scheduled to be held at the Registered office of the Company
on Friday, the 5th September, 2014 at 12.00 NOON.

Dear Sir,

I, Hanuman Mal Choraria, Practising Company Secretary having C P No. 1499, have been appointed as Scrutinizer, by the Chairman of the Annual General Meeting for the purpose of poll taken on below mentioned Resolutions at the Annual General Meeting of the members of The Salem Erode Investments Limited held on Friday, the 5th September, 2014 at 12.00 Noon at 14, Motilal Nehru Road, Kolkata 700 029, hereby submit my Report as under

1. After declaration of the poll by the Chairman, Ballot box kept for polling was marked by identification mark placed on that.
2. Ballot Box was subsequently opened in my presence and poll paper were diligently scrutinized. The poll paper was reconciled with the records maintained by the Company/ Registrar & transfer Agent of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e on E- voting as well as on poll. As per the information given by the Company name of the shareholder who had voted on E- voting through CDSL facilities have been blocked and ballot paper duly numbered serially were issued only to those members and their proxies who were present at the Annual General Meeting and who had not voted on E-voting.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



Ordinary Business:

Item no. 1 -Adoption of Financial Statements, Reports of the Board of Directors' and Auditors' as
Ordinary Resolution:

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Item no. 2 To appoint in place of Mrs. Prerana Goenka (DIN:01048668), who retire by rotation at the ensuing Annual General Meeting and being eligible offered herself for re-appointment as **Ordinary Resolution:**

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0



Item no. 3- To appoint Auditors and fix their remuneration as **Ordinary Resolution:**

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Special Businesses:

Item no.4 To appoint Mr. Sunil Kumar Kanoria (DIN: 00789030) who was appointed as an Additional director of the company pursuant to section 161 of the companies act, 2013 and who shall hold office upto the ensuing Annual General Meeting, is proposed to be appointed as Director of the company liable to retire by rotation- as **Ordinary Resolution:**

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Item no.5 - To appoint Mr. Sunil Kumar Kanoria (DIN: 00789030) who was appointed as an Additional director of the company pursuant to section 161 of the companies act, 2013 and who shall hold office upto the ensuing Annual General Meeting, is proposed to be appointed as Managing Director of the company-as **ordinary Resolution:**

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Item no.6- To appoint Mr. Abhishek Hamirbasia as Chief Financial Officer (CFO) as **Ordinary Business:**

i)Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Item no.7- To appoint Prashant Gupta (DIN: 06915283) as an Independent Director as an independent director as **ordinary Business**:

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

Item no.8- To appoint Mr. V N Purohit (DIN: 00291853) as an Independent Director as an Independent Director - as **ordinary Business**:

i) Voted in favour of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10	100%

ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

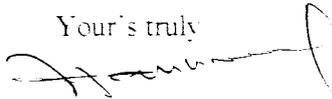
iii) Invalid Votes:

Number of members present and voted (in person or by proxy) whose votes were declares invalid	Number of votes cast by them
0	0

5. List of shareholder who voted "FOR", " AGAINST" and those whose votes were declare " INVALID" for each resolution is enclosed.
6. Poll papers and all other relevant records were sealed and handed over to the director of the Company for safe keeping.

Thanking you.

Your's truly



(H M Choraria)
Practising Company Secretary
FCS No. 2398, C P No. 1499

Kolkata
Dated 05.09.2014