

H. M. CHORARIA

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Scrutinizer's Report

**[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,
of the 86th 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 Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani,
Kolkata-700071, on Friday, the 08th September, 2017 at 11.00 AM.

Dear Sir,

Re: Consolidated Report of Scrutinizer on voting through Polling Paper and Remote e-voting on the resolutions proposed at the 86th Annual General Meeting of the Members of Salem Erode Investments Limited held at **Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700071, on Friday, the 08th September, 2017 at 11.00 AM**

I, Hanuman Mal Choraria, Practising Company Secretary and proprietor of H. M. Choraria & Co., having C P No. 1499, was appointed by the Board of Directors of **Salem Erode Investments Limited** (the Company) to act as the Scrutinizer for the purpose of scrutinizing the e-voting process (remote e-voting) and voting through polling papers at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended in respect of the below mentioned resolutions proposed at the 85th Annual General Meeting of the Company, held on Friday, the 08th September, 2017 at 11.00 AM at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700071

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting through polling papers at the AGM by the shareholders on the resolutions proposed in the Notice of the 86th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means (by remote e-voting) and through polling papers at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report generated electronically for voting through polling papers at the AGM.



On the basis of the above and pursuant to Rule 20(4)(xii), I hereby submit consolidated Scrutinizer's Report on the remote e-voting and voting through polling papers at the AGM, as under:

I). The remote e-voting period commenced from 05th September, 2017 at 10.00 A. M. and ended on 07th September, 2017 at 5.00 P.M.

II). The Members of the Company as on the cut-off date i.e. 01st September, 2017 were entitled to vote on the resolutions as set out in the Notice dated 17th July, 2017 for the 86th Annual General Meeting of the members of the Company.

III). The voting at the AGM began after the close of discussions on the Resolutions proposed at the AGM. The voting process was carried out by distributing polling papers at the AGM, 1 (one) locked ballot box was placed at the venue of the AGM for dropping of polling papers therein;

IV). Subsequent to the conclusion of voting through polling papers at the venue of the 86th AGM, I observed that no votes cast through polling papers and thereafter the votes cast through remote e-voting were unblocked, in the presence of two witnesses, Shri Prem Chand Maloo and Ms. Sunita Chakraborty who are not in the employment of the Company. The polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, M/s Niche Technologies private Limited, to the extent available with them and the authorizations / proxies lodged with the Company.

V). The relevant data relating to remote e-voting process were also reconciled with the records maintained by the Registrar and Share Transfer Agent and the authorizations lodged with me and were found to be in order.

VI). The details of the E - voting (EVSN-170721008) 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 31.03.2017- as Ordinary Resolution:

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	3	8515240	13	6717	16	8521957	99.5561
Voted against the resolution	2	38000	0	0	2	38000	00.4439
Total	5	8553240	13	6717	18	8559957	100
Invalid Votes	0	0	2	467341	2	467341	

Item no. 2 To appoint Ms. Ekta Goswami (DIN:07412983), who retire by rotation at the ensuing Annual General Meeting as director of the Company- as Ordinary Resolution:



Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	3	8515240	12	6716	15	8521956	99.5561
Voted against the resolution	2	38000	0	0	2	38000	00.4439
Total	5	8553240	12	6716	17	8559956	100
Invalid Votes	0	0	2	467341	2	467341	

Item no. 3- To rectify the appointment of the Auditors and fix their remuneration - as Ordinary Resolution:

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	3	8515240	13	6717	16	8521957	99.5561
Voted against the resolution	2	38000	0	0	2	38000	00.4439
Total	5	8553240	13	6717	18	8559957	100
Invalid Votes	0	0	2	467341	2	467341	

Special Businesses:

Item no.4 To appoint Mr. Vishal Gupta (DIN: 07720208) who was appointed as an Additional Director and hold office up to the ensuing Annual General Meeting, is proposed to be appointed as Director of the company liable to retire by rotation- as Ordinary Resolution:

Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	3	8515240	13	6717	16	8521957	99.5561
Voted against the resolution	2	38000	0	0	2	38000	00.4439
Total	5	8553240	13	6717	18	8559957	100
Invalid Votes	0	0	2	467341	2	467341	

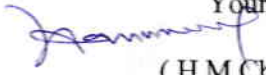
Item no.5 - To appoint Mr. Harsh Vardhan Bhardwaj (DIN: 02819677) who was appointed as an Additional director and hold office up to the ensuing Annual General Meeting, is proposed to be appointed as director and also Independent Director of the company-as ordinary Resolution:



Particulars	Remote e-voting		Voting at AGM through Polling Papers		Total		% of total number of valid votes cast
	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	No. of Shareholders	No. of Votes	
Voted in favour of the resolution	3	8515240	12	6716	15	8521956	99.5561
Voted against the resolution	2	38000	0	0	2	38000	00.4439
Total	5	8553240	12	6716	17	8559956	100
Invalid Votes	0	0	2	467341	2	467341	

VII). In terms of the provisions of Rule 20(4)(xiv), of the Companies (Management and Administration) Amendment Rules, 2015, I have maintained the Registers of remote e-voting in electronic form and the list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid. The registers and all other papers relating to electronic voting and voting by polling paper shall remain in my safe custody until the Chairman signs the Minutes of 85th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you.
Your's truly


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

Kolkata
Dated 09.09.2017

