



Yacob Pothumuriyil Ouseph  
Practising Company Secretary

2<sup>nd</sup> Floor, 11/572, Kalarikkal Buildg.  
Karingachira, Irumpanam P.O.  
Tripunithura, Ernakulam,  
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PAN: ABXPY1496Q

**Scrutinizer Report**

To,

The Chairman  
Salem Erode Investments Limited  
CIN: L31200TN1931PLC145816  
Door No. 61/A8 (38/A8), VJP Parijatham Apartments,  
1<sup>st</sup> Avenue, Ashok Nagar, Chennai, Tamil Nadu - 600083

Sir,

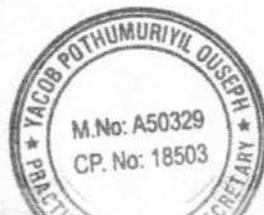
Sub: Scrutinizer's report on e-voting process by Salem Erode Investments Limited

Ref: Appointment as Scrutinizer vide. Board Meeting held on Friday, the 27<sup>th</sup> day of August, 2021

I, Mr. Yacob Pothumuriyil Ouseph, Practising Company Secretary having office at 02<sup>nd</sup> Floor, Kalarikkal Building, Karingachira, Tripunithura, Kerala - 682301, was appointed as the Scrutinizer by the Board of Directors of Salem Erode Investments Limited ("hereinafter refer to as "the Company") on Friday, the 27<sup>th</sup> day of August, 2021 for the purpose of scrutinizing the remote e-voting process of 90<sup>th</sup> Annual General Meeting (hereinafter refer to as "the Annual General Meeting" or "the AGM") of the Company held as on Saturday, the 25<sup>th</sup> day of September, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility pursuant to Section 108 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 AGM dated 01<sup>st</sup> day of September, 2021 (hereinafter refer to as "the Notice") and submit my report as under:

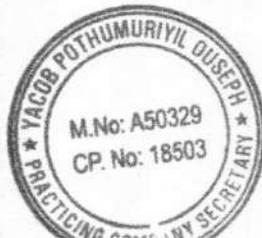


- 1) The compliance with the provisions of the Act and the rules made thereunder, the Listing Regulations and SS-2 relating to voting through remote by the Shareholders on the resolutions proposed in the Notice is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the said voting process are conducted in fair and transparent manner and render Consolidated 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 (hereinafter refer to as "CDSL") and the reports generated by the Registrar and Share Transfer Agent.
- 2) The Company held the 90<sup>th</sup> AGM on Saturday, the 25<sup>th</sup> day of September, 2021 through video conferencing at 11.00 a.m. 1ST in accordance with the provisions of the Act, read with General Circular No. 02/2021 dated January 13, 2021 read together with General Circular Nos. 20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020 & 17/2020 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide. Circular Nos. SEBI/HO/CFD/ CMD1/ CIR/P/ 2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated January 15, 2021 (hereinafter collectively referred to as "SEBI Circulars"). It is observed that 12 (twelve) Members were present at the AGM through VC/ OAVM.
- 3) The Company had engaged CDSL as the agency for providing the e-voting platform to the Members and VC/ OAVM facility at the AGM.
- 4) The Company has appointed Niche Technologies Private Limited, having its office at 3A, Auckland Road, Elgin, 7<sup>th</sup> Floor, Room No. 7A and 7B, Kolkatta, West Bengal, India - 700 017 as the Registrar and Share Transfer Agent.
- 5) The Company has completed the dispatch of Notices and Annual Reports to the Members and list of Beneficial Owners, whose names made available by the Registrar and Share Transfer Agent as on the cut-off date for dispatch eligibility ie. Tuesday, 31<sup>st</sup> day of August, 2021 and whose e-mail IDs were available with the Company and Depositories. Pursuant to MCA Circulars and SEBI Circulars the Company has dispatched the notices and Annual Reports only through e-mails on Thursday, the 02<sup>nd</sup> day of September, 2021. The Company has not dispatched the notices and Annual Reports to those members whose e-mail IDs were not available with the Company and



Depositories. However, the Company has published advertisements on Saturday, 28<sup>th</sup> day of August, 2021 in The Echo of India (English Newspaper) and Arthik Lipi (Bengali Newspaper), intimating the Members the process of registration of e-mail ids with the Company or the Registrar and Share Transfer Agent.

- 6) The Equity Shareholders holding shares as on the "cut off" date i.e. Saturday, the 18<sup>th</sup> day of September, 2021 were entitled to vote on the proposed resolutions (item nos. 01 to 04 as set out in the Notice).
- 7) The Company has published advertisements on Friday, 03<sup>rd</sup> day of September, 2021 in The New Indian Express (English Newspaper) and Dinamani (Tamil Newspaper), information about the completion of dispatch of Notices and Annual Reports to the Members along with process for registration of e-mail addresses of the Members for receiving Notices and Annual reports and other related matters mentioned therein.
- 8) The e-voting remained open from Wednesday, the 22<sup>nd</sup> day of September, 2021 at 10.00 a.m. IST and ends on Friday, the 24<sup>th</sup> day of September, 2021 at 05.00 p.m. IST. The Company has also provided e-voting facility at the AGM to enable shareholders attending the AGM through VC/OAVM to cast the votes in case the same has not been cast by them through remote e-voting.
- 9) The votes exercised through e-voting at CDSL from Wednesday, the 22<sup>nd</sup> day of September, 2021 at 10.00 a.m. IST and ends on Friday, the 24<sup>th</sup> day of September, 2021 at 05.00 p.m. IST., being the last day of remote e-voting and e-voting at the Annual General Meeting were considered for scrutiny.
- 10) The votes cast through e-voting were unblocked on Saturday, 25<sup>th</sup> day of September, 2021 from the CDSL e-voting platform, in the presence of two witnesses, who are not in employment of the Company.
- 11) The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Annual General Meeting.
- 12) 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.



13) The consolidated voting results with respect to each item on the agenda set out in the Notice are as under:

**1. Approval of Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 - Ordinary Resolution**

Particulars	Remote E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	21	93,31,109
Less: Number of Members & Invalid/Rejected Votes	0	0
Less: Number of Members & abstained from voting	0	0
Number of Members & Votes not exercised	0	0
Number of Valid Votes Cast	21	93,31,109

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	20	93,31,108	100
Dissent	1	1	0
Total	1	93,31,109	100

None of the Members voted electronically at the Annual General Meeting.



**2. Appointment of a Director in place of Mr. K.G. Anilkumar who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution**

Particulars	Remote E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	21	93,31,109
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	21	93,31,109

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	20	93,31,108	100
Dissent	1	1	0
Total	1	93,31,109	100

None of the Members voted electronically at the Annual General Meeting.



**3. Re-appointment of M/s. Mohandas & Associates, Chartered Accountants, Thrissur as the Statutory Auditors of the Company and fixation of remuneration - Ordinary Resolution.**

Particulars	Remote E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	21	93,31,109
Less: Number of Members & Invalid/Rejected Votes	0	0
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Assent	20	93,31,108	100
Dissent	1	1	0
Total	21	93,31,109	100

None of the Members voted electronically at the Annual General Meeting.



**4. Alteration of Memorandum of Association of the Company with respect to the Object Clause, Liability Clause and Capital Clause - Special Resolution.**

Particulars	Remote E - Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	21	93,31,109
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	21	93,31,109

Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
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None of the Members voted electronically at the Annual General Meeting.



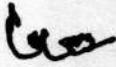
- 14) The details of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, available from the CDSL e-voting platform is enclosed.
- 15) The register, other related papers and all other relevant records were sealed and handed over to the Company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



  
**CS. Yacob Pothumuriyil Ouseph**  
Practising Company Secretary  
02<sup>nd</sup> Floor, Kalarikkal Building,  
Karingachira, Tripunithura,  
Kochi, Ernakulam, Kerala - 682301  
M. No. 50329 & COP No. 18503  
UDIN: A050329C001010211

Place: Kochi  
Date: 26.09.2021

**For Salem Erode Investments Ltd.**

  
**K G Anilkumar**  
Managing Director  
Din : 00766739