



Yacob Pothumuriyil Ouseph
Practising Company Secretary

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Tripunithura, Ernakulam,
Kerala - 682301, Mob: 9447118386
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Peer Review Certificate No. 1710/2022

Scrutinizer Report

To,
The Chairman
Salem Erode Investments Limited
CIN: L31200TN1931PLC145816
Door No. 61/A8 (38/A8), VJP Parijatham Apartments,
1st 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 13th day of June, 2023

I, Mr. Yacob P.O., Practising Company Secretary having office at 02nd Floor, Kalarikkal Building, Karingachira, Tripunithura, Ernakulam, Kerala – 682301, was appointed as the Scrutinizer by the Board of Directors of Salem Erode Investments Limited (“hereinafter refer to as “the Company”) on Tuesday, the 13th day of June, 2023 for the purpose of scrutinizing the remote e-voting process of 92nd Annual General Meeting (hereinafter refer to as “the Annual General Meeting” or “the AGM”) of the Company held as on Saturday, the 15th day of July, 2023 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 15th day of June, 2023 (hereinafter refer to as “the Notice”) and submit my report as under:



- 1) The compliance with the provisions of the Act and rules made thereunder, the Listing Regulations and SS-2 relating to 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 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 (hereinafter refer to as "RTA").
- 2) The Company held the 92nd AGM on Saturday, the 15th day of July, 2023 through video conferencing at 10.30 a.m. 1ST in accordance with the provisions of the Act, read with general circular no. 10/2022 dated December 28, 2022 read together with general circular nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 & 14/2020 dated April 08, 2020 (hereinafter collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide. circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and other applicable circulars (hereinafter collectively referred to as "SEBI Circulars"). It is observed that 20 (twenty) members were present at the AGM through VC.
- 3) The Company had engaged CDSL as the agency for providing e-voting platform to the members and VC/OAVM facility at the AGM.
- 4) Niche Technologies Private Limited, having its office at 3A, Auckland Road, 7th Floor, Room No. 7A and 7B, Kolkatta, West Bengal, India - 700 017 is the RTA of the Company.
- 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 RTA as on the cut-off date for dispatch eligibility ie. Friday, the 16th day of June, 2023 and whose e-mail IDs were available with the Company and Depositories. Pursuant to MCA Circulars and SEBI Circulars the Company has dispatched notices and annual reports only through e-mails on Wednesday, 21st day of June, 2023. The Company has not dispatched 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 Wednesday, the 14th day of June, 2023 in The New Indian Express (English Newspaper) and Dinamani (Tamil Newspaper), intimating the



members the process of registration of e-mail ids with the Company or RTA or Depositories.

- 6) The Equity Shareholders holding shares as on the "cut off" date i.e. Saturday, the 08th day of July, 2023 were entitled to vote on the proposed resolutions (item nos. 01 to 03 as set out in the Notice).
- 7) The Company has published advertisements on Thursday, 22nd day of June, 2023 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 12th day of July, 2023 at 10.00 a.m. IST and ends on Friday, the 14th day of July, 2023 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 12th day of July, 2023 at 10.00 a.m. IST and ends on Friday, the 14th day of July, 2023 at 05.00 p.m. IST, being the last day of remote e-voting and e-voting at the AGM were considered for scrutiny.
- 10) The votes cast through e-voting were unblocked on Saturday, 15th day of July, 2023 from the CDSL e-voting platform, in the presence of two witnesses, who are not in employment of the Company.
- 11) The particulars of reports downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of AGM.
- 12) The votes cast through e-voting process for the purpose of this report were reconciled and matched with the records maintained with the RTA of the Company and authorization 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:

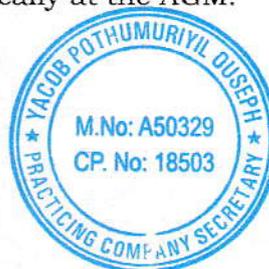


1. Approval of audited financial statements of the Company for the financial year ended March 31, 2023 – Ordinary Resolution

Particulars	Remote e-voting	
	Number of members voted	Votes held
Number of members & shares held by members	68	92,92,204
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	68	92,92,204

Particulars	Total number of members voted	Number of votes cast	% of total number of valid votes cast
Assent	68	92,92,204	100
Dissent	0	0	0
Total	68	92,92,204	100

None of the members voted electronically at the AGM.

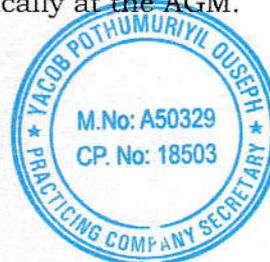


2. Appointment of a Director in place of Mr. K.G. Anilkumar, who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution

Particulars	Remote e-voting	
	Number of members voted	Votes held
Number of members & shares held by members	68	92,92,204
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	68	92,92,204

Particulars	Total number of members voted	Number of votes cast	% of total number of valid votes cast
Assent	67	92,92,129	99.999
Dissent	1	75	0.001
Total	68	92,92,204	100

None of the members voted electronically at the AGM.

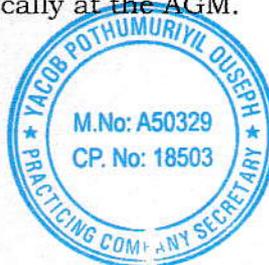


3. Re-appointment of M/s. Manikandan & Associates, Chartered Accountants, Thrissur as the Statutory Auditors of the Company and fixation of remuneration - Ordinary Resolution.

Particulars	Remote e-voting	
	Number of members voted	Votes held
Number of members & shares held by members	68	92,92,204
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	68	92,92,204

Particulars	Total number of members voted	Number of votes cast	% of total number of valid votes cast
Assent	67	92,92,129	99.999
Dissent	1	75	0.001
Total	68	92,92,204	100

None of the members voted electronically at the AGM.



- 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, other electronic documents, registers, other related papers and all other relevant records were sealed and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman considers, approves and signs the Minutes of AGM.
- 15) Based on the above reports, all of the above resolutions, as set out in the Notice were passed with requisite majority.



CS. Yacob P.O.

Practising Company Secretary
02nd Floor, Kalarikkal Building,
Karingachira, Tripunithura,
Kochi, Ernakulam, Kerala – 682301
M. No. 50329 & COP No. 18503
UDIN: A050329E000618963

Place: Kochi
Date: 15.07.2023