



**Yacob Pothumuriyil Ouseph**  
Practicing Company Secretary

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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,  
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 27<sup>th</sup> day of August, 2024

I, Mr. Yacob P.O., Practising Company Secretary having office at 02<sup>nd</sup> Floor, Kalarikkal Building, Karingachira, Tripunithura, Ernakulam, Kerala – 682301, was appointed as the Scrutinizer by the Board of Directors of Salem Erode Investments Limited (“the Company”) on Tuesday, 27<sup>th</sup> day of August, 2024 for the purpose of scrutinizing the remote e-voting process of 93<sup>rd</sup> Annual General Meeting (“Annual General Meeting” or “AGM”) of the Company held as on Saturday, 28<sup>th</sup> day of September, 2024 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 (“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 (“the Listing Regulations”), Secretarial Standard-2 issued by the Institute of Company Secretaries of India (“SS-2”) and other applicable laws and regulations, in respect of the resolutions, as mentioned in the Notice of AGM dated 03<sup>rd</sup> day of September, 2024 (“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 ("CDSL") and the reports generated by the Registrar and Share Transfer Agent ("RTA").
- 2) The Company held 93<sup>rd</sup> AGM on Saturday, 28<sup>th</sup> day of September, 2024 through video conferencing at 10.30 a.m. 1ST in accordance with the provisions of the Act, read with general circular no. 09/2023 dated September 25, 2023 read together with general circular no. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 & 14/2020 dated April 08, 2020 ("MCA Circulars") and the Securities and Exchange Board of India vide. circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and other applicable circulars ("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, 7<sup>th</sup> 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 30<sup>th</sup> day of August, 2024 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 Thursday, 05<sup>th</sup> day of September, 2024. The Company has not dispatched notices and annual reports to those members whose e-mail IDs were not available with the Company or Depositories. However, the Company has published advertisements on Wednesday, 28<sup>th</sup> day of August, 2024 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, 21<sup>st</sup> day of September, 2024 were entitled to vote on the proposed resolutions (item nos. 01 to 07 as set out in the Notice).
- 7) The Company has published advertisements on Saturday, 07<sup>th</sup> day of September, 2024 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, 25<sup>th</sup> day of September, 2024 at 10.00 a.m. IST and ends on Friday, 27<sup>th</sup> day of September, 2024 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, 25<sup>th</sup> day of September, 2024 at 10.00 a.m. IST and ends on Friday, 27<sup>th</sup> day of September, 2024 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, 28<sup>th</sup> day of September, 2024 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, 2024 – Ordinary Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

**2. Appointment of a Director in place of Ms. Umadevi Anilkumar, who retires by rotation and being eligible, offers herself for re-appointment – Ordinary Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

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

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

**4. Re-appointment of Mr. K.G. Anilkumar (DIN: 00766739) as the Managing Director of the Company - Ordinary Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

**5. Appointment of Mr. Shinto Stanly (DIN: 06534505) as an Independent Director of the Company - Ordinary Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%



**6. Alteration of Articles of Association of the Company - Special Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

**7. Increase in Authorized Share Capital and amendment in the Capital clause of Memorandum of Association of the Company - Ordinary Resolution**

(i) Voted in favour of the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	39	91,71,454	99.99
Voting at the AGM	1	10	0.00
Total	40	91,71,464	99.99

(ii) Voted against the resolution:

Type of voting	Number of members who cast their votes	Number of votes cast	% of total number of valid votes cast
Remote e-voting	2	1001	0.01
Voting at the AGM	0	0	0
Total	2	1001	0.01

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(iv) Abstained from voting: 0

(v) Percentage of the total votes received in favour of the resolution (both under e-voting and voting at the AGM): 99.99%

- 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.

Place: Kochi  
Date: 28.09.2024

**CS. Yacob P.O.**  
Practising Company Secretary  
02<sup>nd</sup> Floor, Kalarikkal Building,  
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Kochi, Ernakulam, Kerala – 682301  
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