



**Yacob Pothumuriyil Ouseph**

Practising Company Secretary  
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**Scrutinizer Report**

To,

The Chairman  
M/s. Salem Erode Investments Limited  
CIN: L31200WB1931PLC007116  
14, Motilal Nehru Road, Kolkata,  
West Bengal, India - 700029

Sir,

Sub: Scrutinizer's report on E - Voting process by M/s. Salem Erode Investments Limited

Ref: Appointment as Scrutinizer vide. Board Meeting held on Saturday, the 29<sup>th</sup> day of August, 2020.

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 M/s. Salem Erode Investments Limited ("hereinafter refer to as "the Company") on Saturday, the 29<sup>th</sup> day of August, 2020 for the purpose of scrutinizing the remote e - voting process of 89<sup>th</sup> Annual General Meeting (hereinafter refer to as "the Annual General Meeting" or "the AGM"), of the Company held as on Tuesday, the 29<sup>th</sup> day of September, 2020 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 29<sup>th</sup> day of August, 2020 (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 (CDSL) and the reports generated by the Registrar and Share Transfer Agent.
- 2) The Company held the 89<sup>th</sup> AGM on Tuesday, the 29<sup>th</sup> day of September, 2020 through video conferencing at 11.00 a.m. 1ST in accordance with the provisions of the Act, read with General Circular No. 20/2020 dated 05<sup>th</sup> day of May, 2020 together with General Circular Nos. 14/2020 & 17/2020 dated 08<sup>th</sup> day of April, 2020 and 13<sup>th</sup> day of April, 2020 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ Pf 2020/ 79 dated 12<sup>th</sup> day of May, 2020 (hereinafter referred to as "SEBI Circular"). It is observed that twelve (12) Members were present at the AGM through VC/ OAVM.
- 3) The Company had engaged M/s. Central Depository Services Limited (CDSL) as the agency for providing the e - voting platform to the Members.
- 4) The Company has appointed M/s. 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 Registrar and Share Transfer Agent.
- 5) The Company has engaged M/s. Turn On Technologies LLP having office at J 104, Fortune City, 155 Old Jessore Road, Kolkata, West Bengal, Kolkata - 700132 as the agency for providing VC / OAVM facility at the AGM.
- 6) The Company has completed the dispatch of Notices and Annual Reports to the Members and list of Beneficial Owners, whose names made available by M/s. Niche Technologies Private Limited, Registrar and Share Transfer



Agent as on the cut-off date for Dispatch eligibility ie. Friday, the 21<sup>st</sup> day of August, 2020 and whose e-mail IDs were available with the Company and Depositories. Pursuant to MCA Circulars and SEBI Circular the Company has dispatched the notices and Annual Reports only through e-mails. 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 Friday, the 04<sup>th</sup> day of September, 2020 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 Registrar and Share Transfer Agent.

- 7) The Equity Shareholders holding shares as on the "cut off date i.e. Tuesday, the 22<sup>nd</sup> day of September, 2020 were entitled to vote on the proposed resolutions (item nos. 01 to 03 as set out in the Notice).
- 8) The Company has published advertisements on Friday, the 04<sup>th</sup> day of September, 2020 in The Echo of India (English Newspaper) and Arthik Lipi (Bengali 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.
- 9) The e-voting remained open from Saturday, the 26<sup>th</sup> day of September, 2020 (10.00 a.m. IST) to Monday, the 28<sup>th</sup> day of September, 2020 (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.
- 10) The votes exercised through e-voting at CDSL from Saturday, the 26<sup>th</sup> day of September, 2020 (10.00 a.m. IST) to Monday, the 28<sup>th</sup> day of September, 2020 (05.00 p.m. IST), being the last day of remote-voting and e-voting at the Annual General Meeting were considered for scrutiny.
- 11) The votes cast through e-voting were unblocked on Tuesday, the 29<sup>th</sup> day of September, 2020 from the CDSL e-voting platform, in the presence of two witnesses, who are not in employment of the Company.



- 12) 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.
- 13) 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.
- 14) 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, 2020 together with report of Board of Directors and Auditors thereon – Ordinary Resolution**

Particulars	Remote E – Voting	
	Number of members voted	Votes held
Number of Members & Shares held by Members	17	93,74,452
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	17	93,74,452



Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100

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

**2. Appointment of Director in place of Ms. Umadevi Anilkumar (DIN 06434467) who retires by rotation and being eligible, offers herself for re-appointment - Ordinary Resolution**

Particulars	<b>Remote E - Voting</b>	
	<b>Number of members voted</b>	<b>Votes held</b>
Number of Members & Shares held by Members	17	93,74,452
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	17	93,74,452



Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100

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

**3. Ratification of appointment of Statutory Auditors - Ordinary Resolution.**

Particulars	<b>Remote E - Voting</b>	
	<b>Number of members voted</b>	<b>Votes held</b>
Number of Members & Shares held by Members	17	93,74,452
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	17	93,74,452



Particulars	Total Number of Members voted	Number of Votes cast	% of total number of valid votes cast
Assent	17	93,74,452	100
Dissent	0	0	0
Total	17	93,74,452	100

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

- 15) 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.
- 16) 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.
- 17) Based on the above reports, all of the above resolutions, as set out in the Notice were passed with requisite majority.




Place: Kochi  
Date: 30.09.2020

**CS. Yacob Pothumuriyil Ouseph**  
Practising Company Secretary  
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