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Consolidated Scrutinizer's Report

29th July, 2015

The Chairman

Messrs. PARRY AGRO INDUSTRIES LIMITED

PARRY House, 5th Floor,

43, Moore Street,

Chennai 600001.

Ref: The 5th Annual General Meeting of the members of Messrs. Parry Agro Industries Limited.

Dear Sir,

The Board of Directors of **Messrs. Parry Agro Industries Limited** vide resolution dated 4th May, 2015 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Saturday, July 25, 2015 (9.00 AM) (IST) to Monday, July 27, 2015 (5.00 PM) (IST) and to conduct the Polling process relating to the 5th AGM of the members of the Company held on Tuesday, 28th July, 2015 at 12:00 Noon at The Rectangular Hall, Dare House, No.2, N.S.C. Bose Road, Chennai- 600001.

We now submit our consolidated Report as under:

- 1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. Neither were there any invalid polling papers nor were any invalid votes on remote e-voting.
- 4. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr K Satheesh and Mr.I Selvam, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of Karvy Computershare Private Limited.
- 5. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:







Item No. 1 - Adoption of the Financial Statements, Directors' Report and the Independent Auditors' Report for the financial year ended 31st March, 2015 (Ordinary Resolution).

(i) Votes in favour of the resolution:

40	350947	71	3		67019)	3576490	100.00
Number o members voted ir Remote E- Voting	votes	of cast –	Number members/ Proxies voted Poll	of by	Number votes (Shares) -	of cast Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast

(ii) Votes against the resolution:

NIL	NIL	NIL	NIL	NIL	0.00
Number of members voted in Remote E- Voting	Number votes ((Shares) Remote E-Voting	of Number of members/ Proxies - voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of tota number o valid vote cast

(iii) Abstained Votes:

voting NIL	NIL	NïL	NIL	Poll
Number members voted Remote	Number of votes cast (Shares) – Remote E-Voting	members/Proxies	(votes cast through Remote E-Voting and

(iv) Invalid Votes:

NIL		NIL	NIL	NIL	NIL
Number members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 2 -Declaration of Dividend on Equity Shares (Ordinary Resolution).

(i) Votes in favour of the resolution:

40	35094	71	3		67019	9	Poll 3576490	100.00
Number of members voted in Remote E- Voting	votes	of cast –	Number members/ Proxies voted Poll	of by	Number votes (Shares) -	of cast Poll	Total Number of votes cast through Remote E-Voting and	% of total number of valid votes cast

(ii) Votes against the resolution:

Remote E- Voting		Remote E-Voting		NIL	NIL	Remote E-Voting and Poll	cast
Number members voted	of in	Number votes (Shares)	of cast –	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through	number of

(iii) Abstained Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote e- voting	Number of votes cast (Shares) – Remote E-Voting			Total Number of votes cast through Remote E-Voting and Poll

(iv) Invalid Votes:

NIL		NIL	NIL	NIL	NIL
voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





R. Sridharan & Associates Company Secretaries

Item No. 3 – Appointment of Mr. M.M. Venkatachalam (DIN: 00152619) as director who retires by Rotation (Ordinary Resolution)

(i) Votes in favour of the resolution:

37		34557:	33	3		67019	9	Poll 3522752	100.00
members	of in	Number votes (Shares) Remote E-Voting	of cast -	Number members/ Proxies voted Poll	of by	Number votes (Shares) -	of cast Poll	Total Number of votes cast through Remote E-Voting and	% of total number of valid votes cast

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	
NIL		NIL		NIL	NIL	NIL	0.00

(iii) Abstained Votes:

3	53738	NIL	NIL	53738
members voted	Number of votes cast (Shares) – Remote E-Voting			Total Number of votes cast through Remote E-Voting and Poll

(iv) Invalid Votes:

NIL		NIL	NIL	NIL	NIL
members voted Remote E- Voting	of in	Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 4 - Ratification of the Appointment of M/s.Deloitte Haskins & Sells, Chartered Accountants, Chennai as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

40	3509471	3	67019	3576490	100.00
Number of members voted in Remote E- Voting	votes cas	of Number of members/ Proxies voted by Poll	votes cast	of votes cast through Remote E-Voting and	% of total number of valid votes cast

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	
NIL		NIL	7	NIL	NIL	NIL	0.00

(iii) Abstained Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote e- voting	Number of votes cast (Shares) – Remote E-Voting		cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll

(iv) Invalid Votes:

NIL		NIL	NIL	NIL	NIL
Number members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





R. Sridharan & Associates Company Secretaries

Item No. 5 – Appointment of Mr. Ramesh K B Menon (DIN:05275821) as a Non-Executive Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

40	350947	1	3		6701	9	3576490	100.00
Number or members voted in Remote E- Voting	votes	of cast –	Number members/ Proxies voted Poll	of by	Number votes (Shares) -	of cast Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast

(ii) Votes against the resolution:

NIL	NIL	NIL	NIL	NIL	0.00
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	

(iii) Abstained Votes:

NIL	NIL	NIL	NIL	NIL
Number members voted Remote voting	Number of votes cast (Shares) – Remote E-Voting	members/Proxies	cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll

(iv) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
Number members voted Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 6 – Payment of remuneration by way of Commission to Non-Executive Directors (Special Resolution)

(i) Votes in favour of the resolution:

40		35094	71	3		67019		3576490	100.00)
Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast –	Number members/ Proxies voted Poll	of by	Number votes (Shares) - P	of cast oll	through Remote E-Voting and	number	otal of otes

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast –	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of tota number of valid votes cast
NIL	[8]	NIL		NIL	NIL	NIL	0.00

(iii) Abstained Votes:

NIL	NIL	NIL	NIL	NIL
members	Number of votes cast (Shares) – Remote E-Voting	members/Proxies	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll

(iv) Invalid Votes:

NIL	NIL	NIL	NIL	NIL
Number of members voted in Remote E- Voting	f Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll

RESULT:

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

5TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT – PARRY AGRO INDUSTRIES LIMITED



RIES LIMITED

R. Sridharan & Associates Company Secretaries

- 6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.
- 7. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you, Yours faithfully,

For R. Sridharan & Associates Company Secretaries

CS R. Sridharan CP No. 3239 FCS No. 4775

FOY PARRY AGRO INDUSTRIES LTD.

A. SRIDHAR
Head Operations-Plantations

