

## Consolidated Scrutinizer's Report

22<sup>nd</sup> July, 2016

The Chairman

**Messrs. PARRY AGRO INDUSTRIES LIMITED**

Parry House, 5<sup>th</sup> Floor,  
43, Moore Street,  
Chennai 600001.

**Ref: The 6<sup>th</sup> 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 29<sup>th</sup> April, 2016 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 Monday, July 18, 2016 (9.00 AM) (IST) to Wednesday, July 20, 2016 (5.00 PM) (IST) and to conduct the Polling process relating to the 6<sup>th</sup> AGM of the members of the Company held on Thursday, 21<sup>st</sup> July, 2016 at 12:00 Noon at The Rectangular Hall, Dare House, No.2, N.S.C. Bose Road, Chennai- 600001. The shareholders of the Company as on the "cut off" date i.e. Thursday, 14<sup>th</sup> July, 2016 were entitled to vote as set out in the notice of the AGM.

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. There were neither any invalid polling papers nor 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 Ms. A Deepika, 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:

**6<sup>TH</sup> AGM – CONSOLIDATED SCRUTINIZER'S REPORT – PARRY AGRO INDUSTRIES LIMITED**



**Item No. 1 - Adoption of the Financial Statements, Directors' Report and the Independent Auditors' Report for the financial year ended 31<sup>st</sup> March, 2016 (Ordinary Resolution).**

(i) Votes in **favour** of the resolution:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with requisite majority.



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

(i) Votes in **favour** of the resolution:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with requisite majority.



**Item No. 3 – Appointment of Mr. Ramesh K B Menon (DIN: 05275821) as director who retires by Rotation (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 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:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with requisite majority.





**Item No. 5 – Ratification of the remuneration payable to the Cost Auditor, Mr. P Raju Iyer, for conducting the cost audit for the financial year 2015-2016 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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 with requisite majority.**





**Item No. 6 – Ratification of the remuneration payable to the Cost Auditor, M/s. A R Ramasubramania Raja & Co, for conducting the cost audit for the financial year 2016-2017 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

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	% of total number of valid votes cast
<b>44</b>	<b>3581893</b>	<b>5</b>	<b>102</b>	<b>3581995</b>	<b>100</b>

(ii) Votes **against** the resolution:

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	% of total number of valid votes cast
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>0.00</b>

(iii) **Invalid** Votes:

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
<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**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. 6 as set out in the Notice of the AGM is passed with requisite majority.



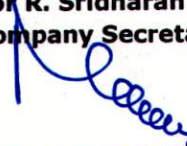


6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for each resolution is enclosed.

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

