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Consolidated Scrutinizer's Report

20th July, 2018

The Chairman

PARRY AGRO INDUSTRIES LIMITED,

"Parry House", 5th Floor,

No.43, Moore Street,

Chennai - 600 001.

Ref: The 8th Annual General Meeting of the members of Parry Agro Industries Limited held on Friday, 20th July, 2018 at 12.00 Noon at the Rectangular Hall, Dare House, No. 2, N.S.C Bose Road, Chennal-600001.

Dear Sir,

The Board of Directors of **Parry Agro Industries Limited** vide resolution dated 04th May, 2018 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. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Tuesday, July 17, 2018 (9.00 AM) (IST) to Thursday, July 19, 2018 (5.00 PM) (IST) and to conduct the Polling process relating to the 8th AGM of the members of the Company, held on Friday, 20th July, 2018 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. Friday, 13th July, 2018 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 mark 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. 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. M Sathyanarayanan, who are the witnesses and not in the

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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 the Karvy Computershare Private Limited.

4. The consolidated result (Remote E-voting and Poll) of the said Resolutions are as under:

Item No. 1 - Adoption of Audited Standalone & Consolidated Financial Statements, Reports of Board of Directors & Auditors thereon (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	ıf n	Number votes (Shares) Remote E-Voting	of cast –	Number members/ Proxies voted Poll	of d by	Number votes (Shares) -	of cast Poll	Total Number of votes cast through Remote E-Voting and	% of total number of valid votes cast
34		34353!	51	4	ii Ka	20		3435371	100

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast	 ers/ Proxies	Number of votes cast (Shares) - Poll		% of total number of valid votes cast
NIL	·	NIL	•	NIL	NIL	NIL	NIL

(iii) 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 members/Proxies voted by Poll	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 unanimously.

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

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

34	3435351	4		20		3435371	100
members voted in Remote E- Voting	votes ca		• •	votes (Shares) Poll	cast	Number of votes cast through Remote E-Voting and Poll	number of valid votes cast
Number of	Number	of Number	of	Number	of	Total	% of total

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	votes cast	Number of members/ Proxies voted by Poll	A 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

(iii) Invalid Votes:

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

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 unanimously.

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Item No. 3 - Re-appointment of Mr. Ramesh KB Menon, (DIN: 05275821) retiring by rotation as a Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

34	3435351	4	20	3435371	100
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

(ii) Votes against the resolution:

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

(iii) Invalid Votes:

NIL	NIL NIL		NIL		NIL	NIL.	
E- Voting		E- Voting					-
Remote		Remote		The service of the se			E- Voting and Poll
voted	in	(Shares)		voted by Poll		Poll	through Remote
members		votes	cast	members/Proxid	es	cast (Shares) -	votes cast
Number	of	Number	of	Number	of	Number of votes	Total Number of

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 unanimously.

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Item No. 4 - Ratification of appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

members voted in Remote E- Voting	votes cast (Shares) – Remote E-Voting	members/ Proxies voted by Poll	votes cast (Shares) - Poll	Number of votes cast through Remote E-Voting and Poll	number of valid votes cast
34	3435351	4	20	3435371	100

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

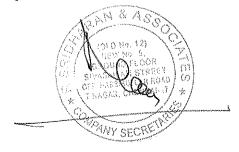
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

(iii) Invalid Votes:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E- Voting	of cast	Number o members/Proxie voted by Poll		er of votes (Shares) -	votes through	lumber of cast Remote g and Poll
NIL		NIL		NIL		NIL	1	NIL

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 unanimously.



Item No. 5 - Ratification of remuneration of Cost Auditor (Ordinary Resolution)

(i) Votes in favour of the resolution

5 7		J.4333	<u>-</u>	,	:	20		J-33371	1 20
34	34 3435351		4	4			3435371	100	
								and Poll	
								E-Voting	
					:				
E- Voting		E-Voting			:			Remote	
Remote		Remote		by Poll	:	Poll		through	cast
voted	in	(Shares)	-	Proxies	voted	(Shares)	-	votes cast	valid votes
members		votes	cast	members,		votes	cast	Number of	number of
Number	of	Number		Number	of	Number	of	Total	% of total

(ii) Votes against the resolution:

NIL		NIL		NIL	and Poll NIL	NIL
E- Voting		E-Voting			Remote E-Voting	
Remote		Remote	by Poll		through	cast
voted	in		Proxies voted	(Shares) -	votes cast	valid votes
Number members	of	Number votes	Number of members/	and the second section of the second section is a second section of the second section section is a second section sec	Total Number of	% of total number of

(iii) Invalid Votes:

NIL NIL		NIL	NIL	NIL	NIL
E- Voting		E- Voting	The state of the s		
Remote		Remote		Harrist and Hall	E- Voting and Poll
voted	in	(Shares)	 voted by Poll 	Poll	through Remote
members		votes cas	t members/Proxies	cast (Shares) -	votes cast
Number	of	Number c	f Number of	Number of votes	Total Number of

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 unanimously.

Item No. 6 - Appointment of Mr. A Sridhar (DIN: 07913908) as whole Time Director and Payment of Remuneration (Special Resolution)

(i) Votes in favour of the resolution

34	3435351	4	20	3435371	100
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

(ii) Votes against the resolution:

Remote E- Voting	(Shares) Remote E-Voting	Proxies voted by Poll	(Shares) - Poll	votes cast through Remote E-Voting	valid votes cast
NIL	NIL	NITE	NTI	and Poll	NIL

(iii) Invalid Votes:

NIL NIL			NIL			NIL		NIL		
E- Voting		E- Voting								
Remote		Remote						E- Vot	ing and F	'oll
voted	in	(Shares)	_	voted by Po	II .	Poll		through	gh Rem	ote
members		votes	cast	members/Pr	oxies	cast	(Shares)	- votes	(cast
Number	of	Number	of	Number	of	Numl	per of vote	s Total	Number	of

RESULT:

As the number of votes cast in favour of the resolution was more than three times 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 unanimously.

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Item No. 7 - Alteration of Articles of Association of the Company (Special Resolution)

(i) Votes in favour of the resolution

l	1		1		I			i
34	34 3435351 4		20		3435371	100		
							and Poll	
E- Voting	E-Voting						Remote E-Voting	
Remote	Remote		by Poll		Poll		through	cast
voted i	n (Shares)	_	Proxies	voted	(Shares)	-	votes cast	valid votes
members	votes	cast	members	/	votes	cast	Number of	number of
Number o	f Number	of	Number	of	Number	of	Total	% of total

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

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

(iii) Invalid Votes:

NIL NIL		NIL		NIL			NIL			
E- Voting		E- Voting							_	
Remote		Remote						E- Vot	ing and P	oll
voted	in	(Shares)		voted by Poll		Poll		throug	gh Rem	ote
members		votes	cast	members/Pro	xies	cast	(Shares) -	votes	C	ast
Number	of	Number	of	Number	of	Numl	per of votes	Total	Number	of

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.7 as set out in the Notice of the AGM is passed unanimously.

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

