

**P.P. ZIBI JOSE, M.Com, MBA, M.A(Pol.), M.A(Pub.Admn.), F.C.S., LL.B.**  
**Practising Company Secretary**

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**SCRUTINIZER'S REPORT**

(Pursuant to Section 109 of the Companies Act, 2013 and Rules of the Companies  
(Management and Administration) Rules, 2014

November 29<sup>th</sup> 2021

**The Chairman**  
**Vegetable and Fruit Promotion Council Keralam**  
**Mythri Bhavan, Near Doordarshan Kendra**  
**Kakkanad, Kochi 682037**

Dear Sir,

I, P.P. Zibi Jose, Practicing Company Secretary, the Scrutinizer appointed u/s.109 of the Companies Act of your Company, hereby report the results of the e-voting exercised by the Members through remote e-Voting in respect of the Ordinary/Special Business mentioned in the Notice to the Annual General Meeting held on 29.11.2021, as follows:-

1. In terms of the General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 22/2020 dated June 15, 2020 (the "MCA Circulars"), issued by the Ministry of Corporate Affairs, Government of India (the "MCA") the resolutions were proposed to the Members of the Company as Ordinary/Special Resolutions through e-Voting.
2. Due to the current extraordinary circumstances caused due to COVID-19 pandemic, the Physical Ballots was not dispatched by adhering to the aforesaid MCA circular.
3. The Members of the Company holding equity shares, as on the "cut-off date" i.e. 9.11.2021 were entitled to vote on the proposed resolutions as set out in the Notice of the AGM, through remote e- voting only.
4. The Company had entered into an agreement with NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. The remote e-Voting facility was kept open from November 26, 2021 to November 28, 2021 and further on the date of the AGM till 30 minutes from the conclusion of the AGM. The e-Voting facility was blocked forthwith thereafter.
5. The process of remote e-Voting was monitored through the Scrutinizer's secured link provided by NSDL through its designated website.

6. The electronic votes recorded November 26, 2021 to November 29, 2021 being the last date as above and time fixed by the Company for e-Voting as available in the NSDL website, have been considered in my scrutiny.
7. The summary of remote e-Voting received and results for the following resolutions are as under:

#### **ORDINARY BUSINESS**

##### **Item No. 1: Adoption of Audited Financial statements, the report of Board of Directors and Auditors for the year ended March 31, 2021**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	881
Votes cast in favour of the Resolution	880
Votes cast against the Resolution	1
Number of Invalid Votes	-

**Result:-** The Resolution for “Adoption of Audited Financial statements, the report of Board of Directors and Auditors for the year ended March 31, 2021” is passed as an Ordinary Resolution as the votes cast in favour of the resolution are more than the number of votes cast against the resolution.

##### **Item No. 2: Appointment of M/s RSM and Associates, Chartered Accountants as Statutory Auditors for the year 2021-2022**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	882
Votes cast in favour of the Resolution	880
Votes cast against the Resolution	2
Number of Invalid Votes	-

**Result:-** The Resolution for “Appointment of M/s RSM and Associates, Chartered Accountant as Statutory Auditors for the year 2021-2022 ” is passed as an Ordinary Resolution as the votes cast in favour of the resolution are more than the number of votes cast against the resolution.

#### **SPECIAL BUSINESS**

##### **Item No. 3 - Election of nominee Director of SHG Group in place of Mr. VADAKKUMBADAN KOCHAPPU CHAKKU DIN : 08329189**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	882
Votes cast in favour of the Resolution	876
Votes cast against the Resolution	6
Number of Invalid Votes	-

**Result:-** Sri Anto Paul holding DIN No 0897453 is declared as elected as nominee Director of SHG Group in place of retiring Director Mr.VADAKKUMBADAN KOCHAPPU CHAKKU DIN : 08329189 as the votes cast in favour of Mr.Anto Paul is more than the number of votes cast against the resolution.

**Resolution No.4 - To ratify the appoint Director & Chief Executive Officer of the council and fixing his remuneration thereof:-**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	883
Votes cast in favour of the Resolution	880
Votes cast against the Resolution	3
Number of Invalid Votes	-

**Result:-** The Resolution “To ratify the appointment of Director & Chief Executive Officer Shri.V.Sivaramakrishnan of the council and fixing his remuneration thereof” is passed as an Ordinary Resolution as the votes cast in favour of the resolution are more than the number of votes cast against the resolution

**Resolution No.5 - Amendment to Memorandum of Association:-**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	882
Votes cast in favour of the Resolution	880
Votes cast against the Resolution	2
Number of Invalid Votes	-

**Result:-** The Resolution “For amendment of Clause III.A & B of the Memorandum of Association ” is passed as a Special Resolution as the votes cast in favour of the resolution are more than the number of votes cast against the resolution

**Resolution No.6 - Amendment to Articles f Association:-**

<b>Particulars</b>	<b>Remote e-Voting</b>
Total number of Valid Votes	881
Votes cast in favour of the Resolution	879
Votes cast against the Resolution	2
Number of Invalid Votes	-

**Result:-** The Resolution “For amendment of Articles of Association ” is passed as a Special Resolution as the votes cast in favour of the resolution are more than the number of votes cast against the resolution

  
**P.P. Zibi Jose**  
**(Practising Company Secretary)**  
**SCRUTINIZER**

**P.P. ZIBI JOSE M.Com, MBA, FCS, LLB.**  
**COMPANY SECRETARY**  
**C.P.NO.1222**  
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