

**Saint-Gobain Sekurit India Limited - 43rd Annual General Meeting ("AGM") Voting Results**

30th July 2016

Date of the AGM/ EGM

Total number of shareholders on record date  
(being the cut-off date for determining the shareholders entitled to vote - 21st July 2016)

21,992

No. of shareholders present in the meeting either in person or through proxy:

2

Promoters and Promoter Group:

33

Public:

No. of Shareholders attended the meeting through Video Conferencing:

Not Applicable

Promoters and Promoter Group:

Public:

**ORDINARY BUSINESS:**

Item No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/ resolution?

No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)] *100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)] *100	% of Votes against on votes polled [7]=[(5)/(2)] *100
	[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]
1	Promoter and Promoter Group	E-Voting	68329275	0	0.00	0	0	0.00	0.00
		Poll	68329275	68329275	100.00	68329275	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	68329275	68329275	100.00	68329275	0	100.00	0.00
		E-Voting	0	0	0.00	0	0	0.00	0.00
		Poll	182285	0	0.00	0	0	0.00	0.00
3	Public-Others	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
		Total	182285	0	0.00	0	0	0.00	0.00
		E-Voting	2176	2176	0.01	2176	0	100.00	0.00
Total	Total	Poll	22594140	1654	0.01	1653	1	99.94	0.06
		Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
		Total	22594140	3830	0.02	3829	1	99.97	0.03
Total	Total	E-Voting	91105700	2176	0.00	2176	0	100.00	0.00
		Poll	68330929	68330929	75.00	68330928	1	100.00	0.00
		Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>91105700</b>	<b>68333105</b>	<b>75.00</b>	<b>68333104</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

**ORDINARY BUSINESS:**

Item No. 2:

To appoint a Director in place of Ms. Anupama Vaidya (Director Identification No. 02713517), who retires by rotation, and being eligible, offers herself for re-appointment.

Resolution Required: Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution? No

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100
		[1]	[2]	[3]	[4]	[5]	[6]	[7]
1	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	68329275	68329275	100.00	68329275	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>68329275</b>	<b>100.00</b>	<b>68329275</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	182285	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
3	E-Voting		2176	0.01	2176	0	100.00	0.00
	Poll	22594140	1654	0.01	1654	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3830</b>	<b>0.02</b>	<b>3830</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Total	E-Voting		2176	0.00	2176	0	100.00	0.00
	Poll	91105700	68330929	75.00	68330929	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>91105700</b>	<b>68333105</b>	<b>75.00</b>	<b>68333105</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

ORDINARY BUSINESS:

Item No. 3:

Re-appointment of Auditors.

Resolution Required:

Whether promoter/promoter group are interested in the agenda/resolution? **No**

Ordinary Resolution

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [5] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100
	[1]		[1]	[2]	[3]	[4]	[5]	[6]	[7]
		E-Voting		0	0.0000	0	0	0.0000	0.0000
		Poll		68329275	100.0000	68329275	0	100.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
1	Promoter and Promoter Group	Total	68329275	68329275	100.0000	68329275	0	100.0000	0.0000
		E-Voting		0	0.0000	0	0	0.0000	0.0000
		Poll	182285	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
2	Public - Institutional holders	Total	182285	0	0.0000	0	0	0.0000	0.0000
		E-Voting		2176	0.0096	1551	625	71.2776	28.7224
		Poll	22594140	1654	0.0073	1554	100	93.9541	6.0459
		Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
3	Public-Others	Total	22594140	3830	0.0169	3105	725	81.0705	18.9295
		E-Voting		2176	0.00	1551	625	71.28	28.72
		Poll	91105700	68330929	75.00	68330829	100	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	Total	91105700	68333105	75.00	68332380	725	100.00	0.00

SPECIAL BUSINESS:

Item No. 5:

Ratification of remuneration to Cost Audit

Resolution Required:

Whether promoter/promoter group are interested in the agenda/resolution?

Ordinary Resolution

No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled [6] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100
			[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
1	Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	68329275	68329275	100.00	68329275	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		68329275	100.00	68329275	0	100.00	0.00
2	Public - Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	182285	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting		2176	0.01	1976	200	90.81	9.19
		Poll	22594140	1654	0.01	1654	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3830	0.02	3630	200	94.78	5.22
Total		E-Voting	91105700	2176	0.00	1976	200	90.81	9.19
		Poll		68330929	75.00	68330929	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	91105700	68333105	75.00	68332905	200	100.00	0.00

**SPECIAL BUSINESS:**

Item No. 5:

Re-appointment of Managing Director for a period of 5 years.

Resolution Required:

Ordinary Resolution

Whether promoter/promoter group are interested in the agenda/resolution?  
No

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100	
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	
1	Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00	
		Poll		68329275	100.00	68329275	0	100.00	0.00	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
		<b>Total</b>		<b>68329275</b>	<b>100.00</b>	<b>68329275</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
2	Public - Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00	
		Poll		182285	0.00	0	0	0.00	0.00	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
		<b>Total</b>		<b>182285</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	
3	Public-Others	E-Voting		2176	0.01	1976	200	90.81	9.19	
		Poll		22594140	1654	0.01	1654	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
		<b>Total</b>		<b>22594140</b>	<b>3830</b>	<b>0.02</b>	<b>3630</b>	<b>200</b>	<b>94.78</b>	<b>5.22</b>
Total	Total	E-Voting		91105700	0.00	1976	200	90.81	9.19	
		Poll		68330929	75.00	68330929	0	100.00	0.00	
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	
		<b>Total</b>		<b>91105700</b>	<b>68333105</b>	<b>75.00</b>	<b>68332905</b>	<b>200</b>	<b>100.00</b>	<b>0.00</b>

**SPECIAL BUSINESS:**

Item No. 6:

Approve the material related party transactions for the period from 1st August 2016 to 31st July 2017  
Ordinary Resolution

Resolution Required:

Whether promoter/promoter group are interested in the agenda/resolution?  
Yes, deemed to be interested to the extent of their respective shareholding in the Company

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled [6] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100
			[1]	[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100
1	Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	68329275	0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	182285	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
3	Public-Others	E-Voting		2176	0.01	1976	200	90.81	9.19
		Poll	22594140	1654	0.01	1583	71	95.71	4.29
		Postal Ballot (if applicable)		0	0.00	3559	271	92.92	7.08
		Total		3830	0.00	3559	271	92.92	7.08
Total		E-Voting		2176	0.00	1976	200	90.81	9.19
		Poll	91105700	1654	0.00	1583	71	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	91105700	3830	0.00	3559	271	92.92	7.08

All the resolutions, as set out in the Notice of Annual General Meeting dated 30th May 2016, were passed by the Members by requisite majority.

**SPECIAL BUSINESS:**

Item No. 7:

Approve the material related party transactions for sale of capital assets  
Ordinary Resolution

Resolution Required:

Whether promoter/promoter group are interested in the agenda/resolution?

Yes, deemed to be interested to the extent of their respective shareholding in the Company

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled [6] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100
	[1]		[2]	[3] = [(2)/(1)] * 100	[4]	[5]	[6] = [(4)/(2)] * 100	[7] = [(5)/(2)] * 100	
		E-Voting		0	0.00	0	0	0.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Postal Ballot (if applicable)	68329275	0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
		E-Voting		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Poll	182285	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		0	0.00	0	0	0.00	0.00
		E-Voting		2176	0.01	1876	300	86.21	13.79
		Poll		1654	0.01	1583	71	95.71	4.29
3	Public-Others	Postal Ballot (if applicable)	22594140	0	0.00	0	0	0.00	0.00
		Total		3830	0.00	3459	371	90.31	9.69
		E-Voting		2176	0.00	1876	300	86.21	13.79
		Poll		1654	0.00	1583	71	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		3830	0.00	3459	371	90.31	9.69
		Total		91105700					
		Total		91105700					
		Total		3830	0.00	3459	371	90.31	9.69

All the resolutions, as set out in the Notice of Annual General Meeting dated 30th May 2016, were passed by the Members by requisite majority.

# V. N. DEODHAR & CO.

Company Secretaries

## V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S

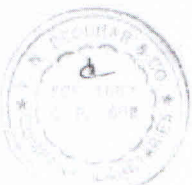
4/3, 'Radha', 1st Floor,  
Shastri Hall, Grant Road (W),  
Mumbai - 400 007.  
Tel. : 2385 0364  
Fax : 2386 1708  
Email : vndeodhar@gmail.com

### REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF SAINT-GOBAIN SEKURIT INDIA LIMITED FOR ITS 43RD ANNUAL GENERAL MEETING

To  
The Chairman,  
Saint-Gobain Sekurit India Limited  
T-94, M.I.D.C.,  
Bhosri Industril Area,  
Pune - 411026  
Corporate Identity Number (CIN): L26101MH1973PLC018367

I V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 43rd Annual General Meeting of the company held on Saturday 30th July, 2016 at 11.00 A. M. at Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune-411034 and ascertaining the requisite majority on E-voting as well as Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on Tuesday, 26th July, 2016 and ended at 5.00 p.m. on Friday, 29th July, 2016. The E-voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. 23<sup>rd</sup> July, 2016.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 23<sup>rd</sup> July, 2016 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 43rd Annual General Meeting of the Company.
4. At the venue of the 43<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> July, 2016, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting to record their votes.





5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company. The Ballot papers which were found defective have been treated as invalid and kept separately.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, Mr. Hrushikesh V Deodhar and Mr. Santosh Mahadeo Kelkar, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizor duly compiled the details of Remote E-voting done by the members and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total Voting
Number of Members who cast their votes	7	32	39
Total number of shares held by them	2176	68331379	68333555
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		
Invalid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

**We Submit our Report as Under:**

The result of E- Voting and Physical Ballot Process for Resolution No.1 to 7 is as under:

**RESOLUTION No.1**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2016, together with the Report of the Board of Directors and the Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	68333104	100	1	0	250



RESOLUTION No.2

2. To appoint a Director in place of Ms. Anupama Vaidya (DIN 02713517) who retires by rotation and being eligible, offers herself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	68333105	100	0	0	250

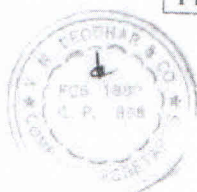
RESOLUTION No.3

3. To confirm and ratify the appointment of auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their Remuneration and to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s Price Waterhouse Chartered Accountants LLP (Firm Registration No.012754/N500016), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax and out of pocket expenses at actual, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	68332380	100	725	0	250



RESOLUTION No.4

4. **“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Company Act, 2013 and Rules framed there under, as amended from time to time, to consent of the members be and is hereby accorded for ratification of remuneration amounting to rupees 140,000/- (Rupees one lac forty thousand) plus service tax and out of pocket expenses at actual, to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), to audit the cost records maintained by the Company for the financial year 31<sup>st</sup> March 2017.”

**“ RESOLVED FURTHER THAT THE** Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	68332905	100	200	0	250

RESOLUTION No.5

5. **“REOLVED THAT** pursuant to the provisions of Section 196, 197, and other applicable provisions, if any, of the Companies Act,2013 (“Act”), as amended or re-enacted from time to time, read with Schedule 5 to the Act and pursuant to Article 150 and other applicable Articles(s) of the Articles of Association of the Company, subject to approvals, if any, from statutory authorities, as may be necessary, the consent of the members of the company be and is hereby accorded to the re-appointment of Mr. A. Dinkar (DIN 00193129) as Managing Director of the Company for a period of five years from 25th October 2016 to 24<sup>th</sup> October 2021 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr. A. Dinkar during the said period as stated in the Explanatory Statement annexed to the Notice, with authority to the Board of Directors and Mr. A. Dinkar.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	68332905	100	200	0	250



RESOLUTION No.6

6. **“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rule Made thereunder and Resolutions 23 of the Securities and Exchange Board of India( Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for entering into contracts arrangements/transactions during the period from 1<sup>st</sup> August 2016 to 31<sup>st</sup> July 2017 on arm’s length basis and in ordinary course of business with Saint-Gobain India Private Limited, a “Related Party” as defined under Section 2(76) of the Companies Act, 2013, for purchase of raw glass, sale of scrap, purchase of consumables and sale of material, sale and/ or purchase of assets, services or other obligations for an aggregate amount not exceeding rupees 10,000 Lacs.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable, in order to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	3559	92.92	271	7.08	250

RESOLUTION No.7

7. **“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Regulations 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approvals of the members of the company be and is hereby accorded to the Board of Directors to sell, transfer or dispose of capital assets including machinery and equipments of the Company to Saint-Gobain India Private Limited, a “Related Party” as defined under Section 2(76) of the companies Act, 2013 on arms length basis, for an estimated consideration not less than rupees 430.33 Lacs plus all applicable taxes.”

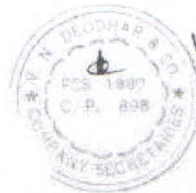
**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, in order to give effect to this resolution.”



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	3459	90.31	371	9.69	250

All the resolutions mentioned in the notice of the Annual General Meeting dated 18<sup>th</sup> May, 2016 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

For V.N. DEODHAR & Co.,



*[Handwritten signature]*

V N DEODHAR  
PROP

Place: Mumbai

Dated: 1st August, 2016

The following were the witnesses to the unblocking of votes cast through Remote E-voting.

*[Handwritten signature of Hrushikesh V. Deodhar]*

(HRUSHIKESH V. DEODHAR.)

*[Handwritten signature of Santosh M. Kelkar]*

(SANTOSH M. KELKAR)