

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

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REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF SAINT-GOBAIN SEKURIT INDIA LIMITED FOR ITS 44TH 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 44th Annual General Meeting of the company held on Saturday 29th July, 2017 at 3.00 P. 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, 25th July, 2017 and ended at 5.00 p.m. on Friday, 28th July, 2017. 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. 22nd July, 2017.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 22nd July, 2017 were entitled to vote on the proposed 5 (Five) Resolutions as mentioned in the Notice of the 44th Annual General Meeting of the Company.
4. At the venue of the 44th Annual General Meeting of the Company held on 29th July, 2017, 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 scrutinizer 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 | 11 | 31 | 42 |
| Total number of shares held by them | 1842 | 68330557 | 68332399 |
| 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 5 is as under:

RESOLUTION No.1

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017, 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. | % | |
| Total Votes through Remote voting | 1842 | 100 | 0 | 0 | 0 |
| Voting at the meeting through Physical Ballot | 68330527 | 100 | 0 | 0 | 30 |
| Total | 68332369 | 100 | 0 | 0 | 30 |



RESOLUTION No.2

2. To appoint a Director in place of Mr. Anand Mahajan (DIN 00066320) who retires by rotation and being eligible, offers himself 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 | 1840 | 99.9 | 2 | 0.1 | 0 |
| Voting at the meeting through Physical Ballot | 68330527 | 100 | 0 | 0 | 30 |
| Total | 68332367 | 100 | 2 | 0 | 30 |

RESOLUTION No.3

3. To consider and, if thought fit, 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 thereunder, as amended from time to time and pursuant to the recommendation of the Audit Committee of the Company, M/s Kalyaniwalla & Mistry LLP (Registration No.104607W/W1000166), be and is hereby appointed as the Auditors of the Company to hold office for a term of five consecutive years commencing from the conclusion of the 44th Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company, subject to ratification of their appointment by the members at every Annual General meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

| Manner of voting | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid votes |
|---|-----------------------------------|------|------------------------------|-----|---------------|
| | Nos. | % | Nos. | % | |
| Total Votes through Remote E-voting | 1840 | 99.9 | 2 | 0.1 | 0 |
| Voting at the meeting through Physical Ballot | 68330527 | 100 | 0 | 0 | 30 |
| Total | 68332367 | 100 | 2 | 0 | 30 |



RESOLUTION No.4

4. **“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Company Act, 2013 and Rules framed thereunder, as amended from time to time, the remuneration amounting to rupees 1.40 Lakhs (Rupees one lac forty thousand) plus service tax and out of pocket expenses at actual, payable to Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), appointed by the Board of Directors as the Cost Auditors of the Company, to audit the cost records maintained by the Company, for the financial year ending 31st March,2018.”

| Manner of voting | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid votes |
|---|-----------------------------------|------------|------------------------------|----------|---------------|
| | Nos. | % | Nos. | % | |
| Total Votes through Remote E-voting | 1340 | 72.75 | 502 | 27.25 | 0 |
| Voting at the meeting through Physical Ballot | 68330527 | 100 | 0 | 0 | 30 |
| Total | 68331867 | 100 | 502 | 0 | 30 |

RESOLUTION No.5

5. **“RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act,2013 and Rules framed 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 to the Board of Directors to enter into contracts/ arrangements/transactions in ordinary course of business and on arms length basis with Saint-Gobain India Private Limited, a “Related Party” for purchase, sale or transfer of products, goods, scrap, consumables, materials, assets, services and other obligations during the period from 1st August,2017 to 31st July,2018, for an aggregate amount not exceeding rupees 10,000 Lakhs (Rupees Ten Thousand Lakhs).”

| Manner of voting | Votes in favour of the Resolution | | Votes against the Resolution | | Invalid votes |
|---|-----------------------------------|------------|------------------------------|----------|---------------|
| | Nos. | % | Nos. | % | |
| Total Votes through Remote E-voting | 1840 | 99.99 | 2 | 0.1 | 0 |
| Voting at the meeting through Physical Ballot | 1252 | 100 | 0 | 0 | 30 |
| Total | 3092 | 100 | 2 | 0 | 30 |



All the resolutions mentioned in the notice of the Annual General Meeting dated 26th May, 2017 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.,



V N DEODHAR
PROP.

Place: Mumbai
Dated: 31st July, 2017.

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

(HRUSHIKESH V. DEODHAR.)

(SANTOSH M. KELKAR)