

3<sup>rd</sup> August 2019

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai 400 001

Scrip Code: 515043

Dear Sir,

**Outcome of 46<sup>th</sup> Annual General Meeting and voting results**

The 46<sup>th</sup> Annual General Meeting of the Company was held on Saturday, 3<sup>rd</sup> August 2019 at 11:00 a.m. at Courtyard by Marriot, Plot P-7 MIDC, Chakan Industrial Area Phase 1, Khalumbre, Pune 410 501, Maharashtra and the businesses mentioned in Notice dated 9<sup>th</sup> May 2019 were transacted.

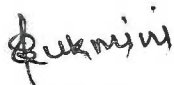
We enclose the following:

- Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- Voting results as required under Regulation 44 of the Listing Regulations.
- Report of Scrutinizer dated 3<sup>rd</sup> August 2019, pursuant to Section 108 of the Companies Act, 2013 (“Act”) and Rules framed thereunder.

We request you to take the same on record.

Thanking you,

For **Saint-Gobain Sekurit India Limited**



**Rukmini Subramanian (Membership No. A20207)**  
**Company Secretary**

Encl. as above.

**Proceedings of the Annual General Meeting in terms of Regulation 30, Schedule III, Part A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The 46<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Saint-Gobain Sekurit India Limited (“the Company”) was held on Saturday, 3<sup>rd</sup> August 2019 at 11:00 a.m. at Courtyard by Marriot, Plot P-7 MIDC, Chakan Industrial Area Phase 1, Khalumbre, Pune 410 501, Maharashtra. Mr. Padmanabha Shetty, Chairman, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He then introduced the Directors.

The Chairman delivered his speech. The Chairman informed the Members, that the Company has provided facility to the members, to cast their vote electronically (“remote e-voting”), on all resolutions set forth in the Notice dated 9<sup>th</sup> May 2019. The Members, who were present at the AGM and had not cast their votes through remote e-voting, were provided an opportunity to cast their votes through Ballot Paper at the AGM.

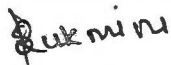
The following businesses, as per the Notice of AGM dated 9<sup>th</sup> May 2019, were transacted at the AGM.

1. Adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. Appoint a Director in place of Mr. Anand Mahajan (Director Identification No. 00066320) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of remuneration to Cost Auditor of the Company.
4. Appointment of Mr. Santhanam (Director Identification No. 00494806) as a Non-Executive Director, liable to retire by rotation.
5. Reappointment of Mr. Padmanabha Shetty (Director Identification No. 00433761) as an Independent Director for the second term of five consecutive years from 18<sup>th</sup> July 2019.
6. Appointment of Mr. Joseph Andrew Jude Pereira (Director Identification No. 00130239) as an Independent Director for a term of five consecutive years from 9<sup>th</sup> May 2019.
7. Approve material related party transactions with Saint-Gobain India Private Limited, a related party in terms of Section 2(76) of the Companies Act, 2013 and in ordinary course of business and at arms’ length, for an aggregate amount not exceeding Rs.100 Crores during financial year ending 31<sup>st</sup> March 2020.

The Board of Directors had appointed Mr. V. N. Deodhar, Practicing Company Secretary, as the Scrutinizer to scrutinize the voting by remote e-voting and votes cast through Ballot Paper at the AGM in fair and transparent manner. The Chairman had authorised the Company Secretary to declare the results of voting.

The Scrutinizer’s Report was received and accordingly all the Resolutions as set out in the Notice were declared as passed with requisite majority.

For Saint-Gobain Sekurit India Limited



Rukmini Subramanian  
Company Secretary

## Saint-Gobain Sekurit India Limited

| Resolution Required : (Ordinary)  |                | 1 - Adopt Audited Financial Statements for the year ended 31st March 2019. |                         |   |                              |                           |  |  |
|---|----------------|--|-------------------------|---|------------------------------|---------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | No   |                         |   |                              |                           |  |  |
| Category  | Mode of Voting | No. of shares held [1]   | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]=([2]/[1])*100 | No. of Votes - in favour [4] | No. of Votes -Against [5] | % of Votes in favour on votes polled [6]=([4]/[2])*100 | % of Votes against on votes polled [7]=([5]/[2])*100 |
| Promoter and Promoter Group   | E-Voting       |  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Poll           |  | 68329275                | 100.0000  | 68329275                     | 0                         | 100.0000   | 0.0000   |
|   | Postal Ballot  | 68329275   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |  | <b>68329275</b>         | <b>100.0000</b>   | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Institutions   | E-Voting       |  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Poll           |  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Postal Ballot  | 810228   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |  | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |
| Public Non Institutions   | E-Voting       |  | 711                     | 0.0032  | 711                          | 0                         | 100.0000   | 0.0000   |
|   | Poll           |  | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |
|   | Postal Ballot  | 21966197   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |  | <b>2545</b>             | <b>0.0115</b>   | <b>2545</b>                  | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |
| <b>Total</b>  |                | <b>91105700</b>  | <b>68331820</b>         | <b>75.0028</b>  | <b>68331820</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |

**Saint-Gobain Sekurit India Limited**

| Resolution Required : (Ordinary)  |                | 2 - Appointment of a Director in place of Mr. Anand Mahajan, Director retiring by rotation. |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|---|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                         |   |                              |                           |  |  |  |  |  |
| Category  | Mode of Voting | No. of shares held [1]  | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]=[2]/[1]*100 | No. of Votes - in favour [4] | No. of Votes -Against [5] | % of Votes in favour on votes polled [6]=[4]/[2]*100 | % of Votes against on votes polled [7]=[5]/[2]*100 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 68329275                | 100.0000  | 68329275                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 68329275  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>68329275</b>         | <b>100.0000</b>   | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| Public Institutions   | E-Voting       |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 810228  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>                                      |  |  |  |
| Public Non Institutions   | E-Voting       |   | 711                     | 0.0032  | 711                          | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |   | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 21966197  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |   | <b>2545</b>             | <b>0.0115</b>   | <b>2545</b>                  | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |
| <b>Total</b>  |                | <b>91105700</b>   | <b>68331820</b>         | <b>75.0028</b>  | <b>68331820</b>              | <b>0</b>                  | <b>100.0000</b>                                      | <b>0.0000</b>                                      |  |  |  |

## Saint-Gobain Sekurit India Limited

3 - Ratification of remuneration to Cost Auditors.

| Resolution Required : (Special)   |                | NO                     |                         |  |                              |                           |   |   |
|---|----------------|------------------------|-------------------------|--|------------------------------|---------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                     |                         |  |                              |                           |   |   |
| Category  | Mode of Voting | No. of shares held [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$ | No. of Votes – in favour [4] | No. of Votes –Against [5] | % of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$ | % of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$ |
| Promoter and Promoter Group   | E-Voting       |                        | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | Poll           |                        | 68329275                | 100.0000   | 68329275                     | 0                         | 100.0000  | 0.0000  |
|   | Postal Ballot  | 68329275               | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                        | <b>68329275</b>         | <b>100.0000</b>  | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>   | <b>0.0000</b>   |
| Public Institutions   | E-Voting       |                        | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | Poll           |                        | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | Postal Ballot  | 810228                 | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0.0000</b>  | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>   | <b>0.0000</b>   |
| Public Non Institutions   | E-Voting       |                        | 711                     | 0.0032   | 703                          | 8                         | 98.8748   | 1.1252  |
|   | Poll           |                        | 1834                    | 0.0083   | 1834                         | 0                         | 100.0000  | 0.0000  |
|   | Postal Ballot  | 21966197               | 0                       | 0.0000   | 0                            | 0                         | 0.0000  | 0.0000  |
|   | <b>Total</b>   |                        | <b>2545</b>             | <b>0.0115</b>  | <b>2537</b>                  | <b>8</b>                  | <b>99.6857</b>  | <b>0.3143</b>   |
| <b>Total</b>  |                | <b>91105700</b>        | <b>68331820</b>         | <b>75.0028</b>   | <b>68331812</b>              | <b>8</b>                  | <b>100.0000</b>   | <b>0.0000</b>   |

## Saint-Gobain Sekurit India Limited

4 - Appointment of Mr. Santhanam as Non-Executive Director of the Company, liable to retire by rotation.

| Resolution Required : (Special)   |                | NO                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                     |                         |   |                              |                           |  |  |  |  |  |
| Category  | Mode of Voting | No. of shares held [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$ | No. of Votes – in favour [4] | No. of Votes –Against [5] | % of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$ | % of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$ |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 68329275                | 100.0000  | 68329275                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>68329275</b>         | <b>100.0000</b>   | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Institutions   | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 711                     | 0.0032  | 488                          | 223                       | 68.6357  | 31.3643  |  |  |  |
|   | Poll           |                        | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>2545</b>             | <b>0.0115</b>   | <b>2322</b>                  | <b>223</b>                | <b>91.2377</b>   | <b>8.7623</b>  |  |  |  |
| <b>Total</b>  |                | <b>91105700</b>        | <b>68331820</b>         | <b>75.0028</b>  | <b>68331597</b>              | <b>223</b>                | <b>99.9997</b>   | <b>0.0003</b>  |  |  |  |

## Saint-Gobain Sekurit India Limited

5 - Reappointment of Mr. Padmanabha Shetty as an Independent Director.

| Resolution Required : (Special)   |                | NO                     |                         |   |                              |                           |  |  |  |  |  |
|---|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|--|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO                     |                         |   |                              |                           |  |  |  |  |  |
| Category  | Mode of Voting | No. of shares held [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes – in favour [4] | No. of Votes –Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |  |  |  |
| Promoter and Promoter Group   | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 68329275                | 100.0000  | 68329275                     | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>68329275</b>         | <b>100.0000</b>   | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Institutions   | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Poll           | 810228                 | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |  |  |  |
| Public Non Institutions   | E-Voting       |                        | 711                     | 0.0032  | 711                          | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Poll           |                        | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |  |  |  |
|   | Postal Ballot  | 21966197               | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |  |  |  |
|   | <b>Total</b>   |                        | <b>2545</b>             | <b>0.0115</b>   | <b>2545</b>                  | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |
| <b>Total</b>  |                | <b>91105700</b>        | <b>68331820</b>         | <b>75.0028</b>  | <b>68331820</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |  |  |  |

**Saint-Gobain Sekurit India Limited**

6 - Appointment of Mr. Joseph Andrew Jude Pereira as an Independent Director.

| Resolution Required : (Special)   |                | 6 - Appointment of Mr. Joseph Andrew Jude Pereira as an Independent Director. |                         |   |                              |                           |  |  |
|---|----------------|---|-------------------------|---|------------------------------|---------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | NO  |                         |   |                              |                           |  |  |
| Category  | Mode of Voting | No. of shares held [1]  | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes - in favour [4] | No. of Votes -Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
| Promoter and Promoter Group   | E-Voting       |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Poll           |   | 68329275                | 100.0000  | 68329275                     | 0                         | 100.0000   | 0.0000   |
|   | Postal Ballot  | 68329275  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |   | <b>68329275</b>         | <b>100.0000</b>   | <b>68329275</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Institutions   | E-Voting       |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Poll           |   | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | Postal Ballot  | 810228  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |   | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |
| Public Non Institutions   | E-Voting       |   | 711                     | 0.0032  | 711                          | 0                         | 100.0000   | 0.0000   |
|   | Poll           |   | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |
|   | Postal Ballot  | 21966197  | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|   | <b>Total</b>   |   | <b>2545</b>             | <b>0.0115</b>   | <b>2545</b>                  | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |
| <b>Total</b>  |                | <b>91105700</b>   | <b>68331820</b>         | <b>75.0028</b>  | <b>68331820</b>              | <b>0</b>                  | <b>100.0000</b>  | <b>0.0000</b>  |



## Saint-Gobain Sekurit India Limited

7 - Approve material related party transactions.

Resolution Required : (Special)

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

YES

| Category                    | Mode of Voting | No. of shares held [1] | No. of votes polled [2] | % of Votes Polled on outstanding shares [3]={[2]/[1]}*100 | No. of Votes - in favour [4] | No. of Votes -Against [5] | % of Votes in favour on votes polled [6]={[4]/[2]}*100 | % of Votes against on votes polled [7]={[5]/[2]}*100 |
|-----------------------------|----------------|------------------------|-------------------------|---|------------------------------|---------------------------|--|--|
| Promoter and Promoter Group | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|                             | Postal Ballot  | 68329275               | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                        | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |
|                             | E-Voting       |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
| Public Institutions         | Poll           |                        | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|                             | Postal Ballot  | 810228                 | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                        | <b>0</b>                | <b>0.0000</b>   | <b>0</b>                     | <b>0</b>                  | <b>0.0000</b>  | <b>0.0000</b>  |
|                             | E-Voting       |                        | 711                     | 0.0032  | 703                          | 8                         | 98.8748  | 1.1252   |
| Public Non Institutions     | Poll           |                        | 1834                    | 0.0083  | 1834                         | 0                         | 100.0000   | 0.0000   |
|                             | Postal Ballot  | 21966197               | 0                       | 0.0000  | 0                            | 0                         | 0.0000   | 0.0000   |
|                             | <b>Total</b>   |                        | <b>2545</b>             | <b>0.0115</b>   | <b>2537</b>                  | <b>8</b>                  | <b>99.6857</b>   | <b>0.3143</b>  |
|                             | E-Voting       |                        | <b>2545</b>             | <b>0.0028</b>   | <b>2537</b>                  | <b>8</b>                  | <b>99.6857</b>   | <b>0.3143</b>  |

# 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 46TH ANNUAL GENERAL MEETING

To  
The Chairman,  
Saint-Gobain Sekurit India Limited  
Plot No. 616 & 617, Village Kuruli,  
Pune-Nashik Road, Chakan,  
Pune - 410 501  
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 46th Annual General Meeting of the company held on Saturday 3<sup>rd</sup> August, 2019 at 11.00 A. M. at Courtyard by Marriot, Plot P-7 MIDC, Chakan Industrial Area Phase 1, Khalumbre, Maharashtra 410501 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, 30<sup>th</sup> July, 2019 and ended at 5.00 p.m. on Friday, 2<sup>nd</sup> August, 2019. 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. 27th July, 2019.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 27th July, 2019 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 46th Annual General Meeting of the Company.
4. At the venue of the 46th Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2019, 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. Ajit V Ukidwe, 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 | 6  | 34                                    | 40           |
| Total number of shares held by them    | 711  | 68331159                              | 68331870     |
| 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 2019, 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           | 711                               | 100 | 0                            | 0 | NIL                |
| Voting at the meeting through Physical Ballot | 68331109                          | 100 | 0                            | 0 | NIL                |
| Total   | 68331820                          | 100 | 0                            | 0 | NIL                |



**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<br>Nos. |
|---|-----------------------------------|------------|------------------------------|----------|-----------------------|
|   | Nos.                              | %          | Nos.                         | %        |                       |
| Total Votes through Remote E-voting           | 711                               | 100        | 0                            | 0        | NIL                   |
| Voting at the meeting through Physical Ballot | 68331109                          | 100        | 0                            | 0        | NIL                   |
| <b>Total</b>                                  | <b>68331820</b>                   | <b>100</b> | <b>0</b>                     | <b>0</b> | <b>NIL</b>            |

**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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), appointed as the Cost Auditor by the Board of Directors of the Company, to conduct audit of the cost accounting records maintained by the Company, for the financial year ending 31<sup>st</sup> March 2020, be paid remuneration of Rs.1.40 Lakhs (Rupees One lakh forty thousand) plus applicable taxes and out of pocket expenses at actuals.”

| Manner of voting                              | Votes in favour of the Resolution |                | Votes against the Resolution |               | Invalid votes<br>Nos. |
|---|-----------------------------------|----------------|------------------------------|---------------|-----------------------|
|   | Nos.                              | %              | Nos.                         | %             |                       |
| Total Votes through Remote E-voting           | 703                               | 98.8748        | 8                            | 1.1252        | NIL                   |
| Voting at the meeting through Physical Ballot | 68331109                          | 100            | 0                            | 0             | NIL                   |
| <b>Total</b>                                  | <b>68331812</b>                   | <b>99.9999</b> | <b>8</b>                     | <b>0.0001</b> | <b>NIL</b>            |



**RESOLUTION No.4**

4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Santhanam (DIN. 00494806), appointed as an Additional Director by the Board of Directors with effect from 1st April 2019 and who holds office upto this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company and being eligible offers himself for appointment, be and is hereby appointed as a Non-Executive Director, liable to retire by rotation.”

| Manner of voting                              | Votes in favour of the Resolution |         | Votes against the Resolution |         | Invalid votes |
|---|-----------------------------------|---------|------------------------------|---------|---------------|
|   | Nos.                              | %       | Nos.                         | %       |               |
| Total Votes through Remote E-voting           | 488                               | 68.6357 | 223                          | 31.3643 | NIL           |
| Voting at the meeting through Physical Ballot | 68331109                          | 100     | 0                            | 0       | NIL           |
| Total   | 68331597                          | 99.9997 | 223                          | 0.0003  | NIL           |

**RESOLUTION No.5**

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Mr. Padmanabha Shetty (DIN. 00433761), who was appointed as an Independent Director at the 41st Annual General Meeting of the Company to hold office up to 17th July 2019, and whose appointment as an Independent Director has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee with effect from 18<sup>th</sup> July 2019 and who is eligible for reappointment and meets the criteria of independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 18<sup>th</sup> July 2019 to 17<sup>th</sup> July 2024.”



“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and other applicable provisions if any, of the Act and applicable Rules framed thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Padmanabha Shetty, who will attain the age of seventy five years on 19<sup>th</sup> January 2022, to continue as an Independent Director of the Company till the expiry of second term of his reappointment.”

| Manner of voting                              | Votes in favour of the Resolution |     | Votes against the Resolution |   | Invalid votes |
|---|-----------------------------------|-----|------------------------------|---|---------------|
|   | Nos.                              | %   | Nos.                         | % |               |
| Total Votes through Remote E-voting           | 711                               | 100 | 0                            | 0 | NIL           |
| Voting at the meeting through Physical Ballot | 68331109                          | 100 | 0                            | 0 | NIL           |
| Total   | 68331820                          | 100 | 0                            | 0 | NIL           |

**RESOLUTION No.6**

6. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 16(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company, Mr. Joseph Andrew Jude Pereira (DIN. 00130239), appointed as an Additional Director (Independent) of the Company, with effect from 9<sup>th</sup> May 2019 and holds office until the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from 9<sup>th</sup> May 2019.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, applicable provisions, if any, of the Act and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Joseph Andrew Jude Pereira, who will attain the age of seventy five years on 29<sup>th</sup> November 2023, to continue as an Independent Director of the Company till the expiry of his term of office.”



| Manner of voting                              | Votes in favour of the Resolution |     | Votes against the Resolution |   | Invalid votes |
|---|-----------------------------------|-----|------------------------------|---|---------------|
|   | Nos.                              | %   | Nos.                         | % | Nos.          |
| Total Votes through Remote E-voting           | 711                               | 100 | 0                            | 0 | NIL           |
| Voting at the meeting through Physical Ballot | 68331109                          | 100 | 0                            | 0 | NIL           |
| Total   | 68331820                          | 100 | 0                            | 0 | NIL           |

**RESOLUTION No.7**

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions including any amendment, modification, variation or re-enactment thereof, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/ transactions in ordinary course of business and at arms’ length basis with Saint-Gobain India Private Limited, a related party in terms of the Listing Regulations and the Companies Act, 2013, for purchase, sale or transfer of products, goods, consumables, materials, assets, services and other obligations during the financial year ending 31<sup>st</sup> March 2020, for an aggregate amount not exceeding Rs.100 Crores (Rupees One hundred crores).”

| Manner of voting                              | Votes in favour of the Resolution |         | Votes against the Resolution |        | Invalid votes |
|---|-----------------------------------|---------|------------------------------|--------|---------------|
|   | Nos.                              | %       | Nos.                         | %      | Nos.          |
| Total Votes through Remote E-voting           | 703                               | 98.8748 | 8                            | 1.1252 | NIL           |
| Voting at the meeting through Physical Ballot | 1834                              | 100     | 0                            | 0      | NIL           |
| Total   | 2537                              | 99.6857 | 8                            | 0.3143 | NIL           |



All the resolutions mentioned in the notice of the Annual General Meeting dated 9<sup>th</sup> May, 2019 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: 3<sup>rd</sup> August, 2019.

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

(CA. HRUSHIKESH V. DEODHAR.)

(AJIT V. UKIDWE)