

4<sup>th</sup> August 2018

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

Scrip Code: 515043

Dear Sir,

**Outcome of 45<sup>th</sup> Annual General Meeting and voting results**

The 45<sup>th</sup> Annual General Meeting of the Company was held on Saturday, 4<sup>th</sup> August 2018 at 11:00 a.m. at Hotel Kalasagar, P-4, MIDC, Kasarwadi, Mumbai-Pune Road, Near State Bank of India, Pune – 411 034 and the businesses mentioned in Notice dated 30<sup>th</sup> May 2018 were transacted.

We enclose the following:

- Voting results as required under Regulation 44 of the Listing Regulations.
- Report of Scrutinizer dated 4<sup>th</sup> August 2018, 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**  
**Company Secretary**

Encl. as above.

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									F
Promoter and Promoter Group	E-Voting	68329275	0	0.0000	0	0	0.0000	0.0000	0
	Poll		68329275	100.0000	68329275	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	447424	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000	0
	Poll		1500	0.0067	1500	0	100.0000	0.0000	110
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0

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Promoter and Promoter Group	E-Voting	68329275	0	0.0000	0	0	0.0000	0.0000	0
	Poll		68329275	100.0000	68329275	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	447424	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000	0
	Poll		1500	0.0067	1500	0	100.0000	0.0000	110
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0

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Promoter and Promoter Group	E-Voting	68329275	0	0.0000	0	0	0.0000	0.0000	0
	Poll		68329275	100.0000	68329275	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	447424	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000	0
	Poll		1500	0.0067	1500	0	100.0000	0.0000	110
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0

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Promoter and Promoter Group	E-Voting	68329275	0	0.0000	0	0	0.0000	0.0000	0
	Poll		68329275	100.0000	68329275	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	447424	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000	0
	Poll		1500	0.0067	1500	0	100.0000	0.0000	110
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0

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Promoter and Promoter Group	E-Voting	68329275	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
Public Institutions	E-Voting	447424	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
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000
	Poll		1500	0.0067	1500	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000

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Promoter and Promoter Group	E-Voting	68329275	0	0.0000	0	0	0.0000	0.0000	0
	Poll		68329275	100.0000	68329275	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	447424	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting	22329001	1739	0.0078	1739	0	100.0000	0.0000	0
	Poll		1500	0.0067	1500	0	100.0000	0.0000	110
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0



# 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

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## REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF SAINT-GOBAIN SEKURIT INDIA LIMITED FOR ITS 45<sup>TH</sup> 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 45th Annual General Meeting of the company held on Saturday 4th August, 2018 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 and the Companies (E-voting) Regulations, 2015.

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, 31st July, 2018 and ended at 5.00 p.m. on Friday, 3rd August, 2018. 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. 28th July, 2018.
3. The Shareholder holding shares as on the "Cut Off" date i.e. 28th July, 2018 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 45th Annual General Meeting of the Company.
4. At the venue of the 45th Annual General Meeting of the Company held on 4th August, 2018, 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. The details of 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	13	32	45
Total number of shares held by them	1739	68330885	68332624
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 2018, 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	1739	100	0	0	0
Voting at the meeting through Physical Ballot	68330775	100	0	0	110
Total	68332514	100	0	0	110



**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.

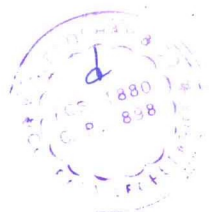
Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting	1739	100	0	0	0
Voting at the meeting through Physical Ballot	68330775	100	0	0	110
Total	68332514	100	0	0	110

**RESOLUTION No.3**

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

“RESOLVED THAT pursuant to provisions of Sections 152 and 160 of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, Ms. Marie-Armelle Chupin (DIN 00066499), appointed as an Additional Director by the Board of Directors from 2<sup>nd</sup> November 2017, who holds office upto this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting	1739	100	0	0	0
Voting at the meeting through Physical Ballot	68330775	100	0	0	110
Total	68332514	100	0	0	110





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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder read with Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) (Amendment) Regulation, 2018 (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. M. G. Ramkrishna (DIN. 00007950), Non-Executive Independent Director of the Company who will be attaining 75 years on 7<sup>th</sup> January 2019 to continue as Non-Executive Independent Director of the Company from 1<sup>st</sup> April 2019 to the conclusion of the 46<sup>th</sup> Annual General Meeting of the Company.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting	1739	100	0	0	0
Voting at the meeting through Physical Ballot	68330775	100	0	0	110
Total	68332514	100	0	0	110

#### RESOLUTION No.5

5. 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 the Companies (Audit and Auditors) Rules, 2014, Mr. G. Thangaraj, Cost Accountant (Registration No. M5997), appointed as Cost Auditor by the Board of Directors, to audit the cost records maintained by the Company, for the financial year ending 31<sup>st</sup> March, 2019, be paid remuneration of 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
	Nos.	%	Nos.	%	
Total	68332514	100	0	0	110

**RESOLUTION No.6**

6. 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 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions including any amendment, modification, variation or re-enactment thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/arrangements/transactions

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 2019, for an aggregate amount not exceeding 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	1739	100	0	0	0
Voting at the meeting through Physical Ballot	1500	100	0	0	110
Total	3239	100	0	0	110

**RESOLUTION No.7**

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

**“RESOLVED THAT** pursuant to Sections 12 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s), thereof for the time being in force, the registered office of the Company be shifted from T-94, M.I.D.C., Bhosari Industrial Area, Pune-411026, Maharashtra to Plot No. 616 & 617, Village Kuruli, Pune-Nashik Road, Chakan, Pune 410 501, Maharashtra.”

**“RESOLVED FURTHER THAT** the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns and make representations, if any, for purpose of giving effect to the shifting of registered office and to file necessary forms/documents with the statutory authorities.”



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting	1739	100	0	0	0
Voting at the meeting through Physical Ballot	68330775	100	0	0	110
Total	68332514	100	0	0	110

All the resolutions mentioned in the notice of the Annual General Meeting dated 30<sup>th</sup> May, 2018 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: 4<sup>th</sup> August, 2018.

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

*Deodhar*

(HRUSHIKESH V. DEODHAR.)

*A.V. Ukidwe*

(AJIT V. UKIDWE)