



# S. CHIDAMBARAM

B.Com., LLB., F.C.S., A.I.C.W.A

Company Secretary in Practice

#6-3-855/10/A, Flat No .4A, Sampathji Apartments,

Near Niraj Public School,

Lane Opp.to Green Park Hotel,

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To  
Mr. R K Khanna (Chairman)  
Srikalahasthi Pipes Limited

## 27<sup>th</sup>Annual General Meeting of the Equity Shareholders of Srikalahasthi Pipes Limited

Dear Sir,

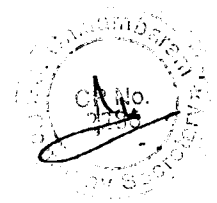
I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as Scrutinizer by the Board of Directors of **Srikalahasthi Pipes Limited**(the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Friday the 06<sup>th</sup>September, 2019 at 12.00 Noon at Rachagunneri Srikalahasthi Mandal Chittoor Dist., submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the 27<sup>th</sup>Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited and the report generated electronically for voting by use of Ballot at the meeting.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and voting by use of ballots by the shareholders on the resolutions proposed in the Notice of the 27<sup>th</sup>Annual General meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited and the report generated electronically for voting by use of ballots at the meeting.



3. In accordance with the Notice of the 27<sup>th</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 10<sup>th</sup> August 2019, the remote e-voting opened at 9:00 AM on September 03, 2019 and remained open up to 5:00 PM on September 05, 2019.
4. The Equity Shareholders holding shares as on August 30, 2019, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 27<sup>th</sup> Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Fintech Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. The votes on remote e-voting were unblocked at around 2.42 P.M on 06<sup>th</sup> September, 2019, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited (<https://evoting.karvy.com/>) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

**(A) RESOLUTION No.- 1**—Adoption of the audited Financial Statements including Balance Sheet as at 31st March, 2019 and Profit & Loss Account for the year ended as on that date, together with the Auditors' Report and Directors' Report thereon.



(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	20	22552254	100.00
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>66</b>	<b>25832528</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	-	-	
Poll At AGM	-	-	
<b>TOTAL</b>	<b>-</b>	<b>-</b>	

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(B) RESOLUTION No.-2 : Declaration of Dividend.**

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	24	24869827	100.00
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>70</b>	<b>28150101</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	-	-	
Poll At AGM	-	-	
<b>TOTAL</b>	<b>-</b>	<b>-</b>	

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>



**(C) RESOLUTION No.- 3 :** Appointment of Director in place of Mr G.S. Rathi (DIN: 00083992) who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	23	24869802	100.00
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>69</b>	<b>28150076</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	1	25	0.00
Poll At AGM	0	0	
<b>TOTAL</b>	<b>1</b>	<b>25</b>	

(iii) Invalid votes:

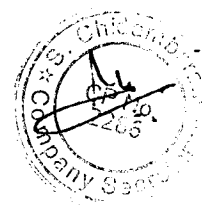
Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(D) RESOLUTION No.- 4:** Ratification of remuneration payable to Cost Auditors M/s. Narasimhamurthy & Co., for the financial year ended 31st March, 2020:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	23	24869802	100.00
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>69</b>	<b>28150076</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	1	25	0.00
Poll At AGM	-	-	
<b>TOTAL</b>	<b>1</b>	<b>25</b>	



(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(E) RESOLUTION No.-5:** Approval of appointment of Mr T. Venkatesan (DIN: 00124050) as a Director of the Company:

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	22	24867682	<b>99.99</b>
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>68</b>	<b>28147956</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	2	2145	<b>0.01</b>
Poll At AGM	-	-	
<b>TOTAL</b>	<b>2</b>	<b>2145</b>	

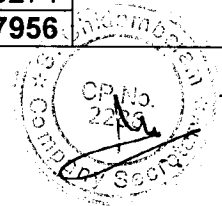
(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(F) RESOLUTION No.- 6:** Approval of appointment of Mr T. Venkatesan (DIN: 00124050) as an Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	22	24867682	<b>99.99</b>
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>68</b>	<b>28147956</b>	



(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	2	2145	0.01
Poll At AGM	-	-	
<b>TOTAL</b>	<b>2</b>	<b>2145</b>	

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(G) RESOLUTION No.- 7:** Approval of re-appointment of Mr R.K. Khanna (DIN 05180042) as an Independent Director for the 2nd term of five years.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	23	24867707	99.99
Poll At AGM	46	3280274	
<b>TOTAL</b>	<b>69</b>	<b>28147981</b>	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	1	2120	0.01
Poll At AGM	-	-	
<b>TOTAL</b>	<b>1</b>	<b>2120</b>	

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
<b>TOTAL</b>	<b>2</b>	<b>0</b>

**(H) RESOLUTION No.- 8:** Approval of revision in the terms of remuneration payable to Mr V. Poyyamozi (DIN 07887406), Whole-time Director.



(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	22	24869352	100.00
Poll At AGM	46	3280274	
TOTAL	68	28149626	

(ii) Voted against the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	1	25	0.00
Poll At AGM	-	-	
TOTAL	1	25	

(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	0	0
Poll At AGM	2	0
TOTAL	2	0

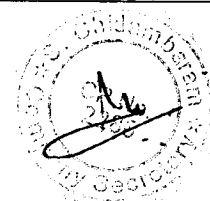
(I) **RESOLUTION No.- 9:** Approval of re-appointment of Mr G.S. Rathi (DIN:00083992) as Whole-time Director of the Company for a period of five years with effect from 1st July, 2020.

(i) Voted in favour of the resolution:

Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	24	24869827	100.00
Poll At AGM	46	3280274	
TOTAL	70	28150101	

(ii) Voted against the resolution:

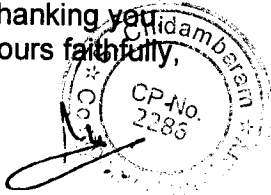
Particulars	Number of members present and exercised voting	Number of votes cast by them	% of total number of votes cast
E-Voting	-	-	-
Poll At AGM	-	-	
TOTAL	-	-	



(iii) Invalid votes:

Particulars	Number of members present and exercised voting	Number of votes cast by them
E-Voting	-	-
Poll At AGM	2	0
TOTAL	2	0

Thanking you,  
Yours faithfully,



S. Chidambaram  
Scrutinizer

Place: Hyderabad  
Dated: 6<sup>th</sup> September 2019