

DETAILS OF VOTING RESULTS AT ANNUAL GENERAL MEETING

Date of AGM: Thursday, September 28, 2017

Total number of shareholders on record date: 656

Book Closure: September 22, 2017 to September 28, 2017 (Both days inclusive)

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

| Sr. No. | Category | In person | Through Proxy |
|---------|------------------------------|-----------|---------------|
| 1. | Promoters and Promoter Group | 06 | - |
| 2. | Public | 18 | - |
| | Total | 24 | - |

No. of shareholders attended the meeting through Video Conferencing

| Sr. No. | Category | In person | Through Proxy |
|---------|-----------------------------|--------------|---------------|
| 1. | Promoter and Promoter Group | Not Provided | Not Provided |
| 2. | Public | Not Provided | Not Provided |
| | Total | Not Provided | Not Provided |

AGENDA WISE**In case of Poll/Postal Ballot/E-voting**

The mode of voting for all resolutions was E-voting and Poll (electronically) conducted at the Meeting.

Resolution 1: Adoption of Financial Statements of the Company for the year ended March 31, 2017 and the Reports of Board of Directors' and Auditors' thereon. (Ordinary Resolution)

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | $(3) = \frac{(2)}{(1)} * 100$ | (4) | (5) | $(6) = \frac{(4)}{(2)} * 100$ | $(7) = \frac{(5)}{(2)} * 100$ |
| Promoter and Promoter Group | 11183356 | 5975012 | 39.34 | 5975012 | 0 | 100% | 0 |
| Public Institutional holders | 17401 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 3987615 | 3766380 | 94.45 | 3766380 | 0.00 | 100% | 0.00% |
| Total | 15188372 | 9741392 | 64.14 | 9741392 | 0.00 | 100% | 0.00% |



Resolution 2: Re-appointment of Shri Rajinder Kumar Garg (DIN: 00034827), retiring by rotation and being eligible, offering himself for re-appointment. (Ordinary Resolution)

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | $(3)=\{(2)/(1)\} * 100$ | (4) | (5) | $(6)=\{(4)/(2)\} * 100$ | $(7)=\{(5)/(2)\} * 100$ |
| Promoter and Promoter Group | 11183356 | 5975012 | 39.34 | 5975012 | 0 | 100% | 0 |
| Public Institutional holders | 17401 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 3987615 | 3766380 | 94.45 | 3766380 | 0.00 | 100% | 0.00% |
| Total | 15188372 | 9741392 | 64.14 | 9741392 | 0.00 | 100% | 0.00% |

Resolution 3: Appointment of M/s AKR & Associates, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company held in the year 2022, on the terms and conditions to be decided by the Board of Directors (Ordinary Resolution)

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | $(3)=\{(2)/(1)\} * 100$ | (4) | (5) | $(6)=\{(4)/(2)\} * 100$ | $(7)=\{(5)/(2)\} * 100$ |
| Promoter and Promoter Group | 11183356 | 5975012 | 39.34 | 5975012 | 0 | 100% | 0 |
| Public Institutional holders | 17401 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 3987615 | 3766380 | 94.45 | 3766380 | 0.00 | 100% | 0.00% |
| Total | 15188372 | 9741392 | 64.14 | 9741392 | 0.00 | 100% | 0.00% |

Resolution 4: Appointment of Shri Kanwarjit Singh (DIN: 02116031), as an Independent Director (Ordinary Resolution)

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | $(3)=\{(2)/(1)\} * 100$ | (4) | (5) | $(6)=\{(4)/(2)\} * 100$ | $(7)=\{(5)/(2)\} * 100$ |
| Promoter and Promoter Group | 11183356 | 5975012 | 39.34 | 5975012 | 0 | 100% | 0 |
| Public Institutional holders | 17401 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 3987615 | 3766380 | 94.45 | 3766380 | 0.00 | 100% | 0.00% |
| Total | 15188372 | 9741392 | 64.14 | 9741392 | 0.00 | 100% | 0.00% |



Resolution 5: Ratification of Remuneration of Shri Avinash Sharma (DIN: 02371722), Executive Director (Special Resolution)

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes - in favour | No. of votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | $(3) = \frac{(2)}{(1)} * 100$ | (4) | (5) | $(6) = \frac{(4)}{(2)} * 100$ | $(7) = \frac{(5)}{(2)} * 100$ |
| Promoter and Promoter Group | 11183356 | 5975012 | 39.34 | 5975012 | 0 | 100% | 0 |
| Public Institutional holders | 17401 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Others | 3987615 | 3766380 | 94.45 | 3766380 | 0.00 | 100% | 0.00% |
| Total | 15188372 | 9741392 | 64.14 | 9741392 | 0.00 | 100% | 0.00% |

Note: All the aforesaid resolutions were passed with requisite majority.



Consolidated Report of Scrutinizer

(Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended)

To

The Chairman of the 33rd Annual General Meeting of the members of **SAB Industries Limited** (the Company) held on Thursday, the 28th day of September, 2017 at 4.00 P.M. at Company's Regd. Office at SCO 49-50, Sector 26, Madhya Marg, Chandigarh-160019.

Dear Sir,

Subject: Resolutions passed at the Annual General Meeting through E-voting/Poll.

I, Sushil Kumar Sikka, Sole Proprietor of S K Sikka & Associates, a Company Secretary in Practice have been appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct electronic voting process and to scrutinize physical ballot forms received from the shareholders/proxies in respect of the below mentioned resolutions passed at the Annual General Meeting (AGM) of the members of the Company held on the 28th day of September, 2017.

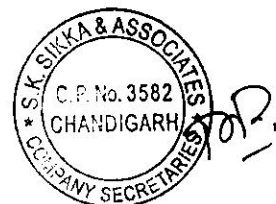
The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of September 21st, 2017, were entitled to vote on the proposed resolutions as set out at items nos. 1 to 5 in the Notice of the AGM of SAB Industries Limited.

The voting period remained open from 25th September, 2017 (9:00 A.M) to 27th September, 2017 (5:00 P.M) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms were considered in the AGM.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and the ballot forms received respectively.

I, now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions



Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 and the Reports of Directors' and Auditors' thereon.

(i) Voted in favour of resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|--------------|--|---------------------|----------------|---------------------------------------|
| E-Voting | - | - | - | |
| Physical | 24 | | 9741392 | |
| Total | 24 | | 9741392 | 100 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|--------------|--|---------------------|----------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | - | - | - | - |
| Total | - | - | - | - |

(iii) Invalid votes:

| | Total number of members whose votes are declared invalid | Total No. of Votes cast(Shares) |
|--------------|--|---------------------------------|
| E-Voting | - | - |
| Physical | - | - |
| Total | - | - |

Item No. 2:-

Ordinary Resolution to appoint a Director in place of **Sh. Rajinder Kumar Garg** (DIN: 00034827), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|--------------|--|---------------------|----------------|---------------------------------------|
| E-Voting | - | - | - | |
| Physical | 24 | | 9741392 | |
| Total | 24 | | 9741392 | 100 |



(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|----------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | - | - | - | - |
| Total | - | - | - | - |

(iii) Invalid votes:

| | Total number of members whose votes are declared invalid | Total No. of Votes cast(Shares) |
|----------|--|---------------------------------|
| E-Voting | - | - |
| Physical | - | - |
| Total | - | - |

Item No. 3:-

Ordinary Resolution to appoint M/s AKR and Associates, Chartered Accountants (Firm's Registration No. 021179N) as Auditors of the Company for a period of five consecutive years, from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the AGM to be held in the year 2022.

(i) Voted in favour of resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|----------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | 24 | 9741392 | | |
| Total | 24 | 9741392 | | 100 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|----------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | - | - | - | - |
| Total | - | - | - | - |



(iii) Invalid votes:

| | Total number of members whose votes are declared invalid | Total No. of Votes cast(Shares) |
|----------|--|---------------------------------|
| E-Voting | - | - |
| Physical | - | - |
| Total | - | - |

Item No. 4:-

Ordinary Resolution to appoint Shri Kanwarjit Singh (DIN:02116031), as an Independent Director.

(i) Voted in favour of resolution:

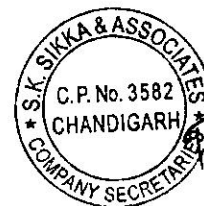
| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|----------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | 24 | 9741392 | | |
| Total | 24 | 9741392 | | 100 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|----------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | - | - | - | - |
| Total | - | - | - | - |

(iii) Invalid votes:

| | Total number of members whose votes are declared invalid | Total No. of Votes cast(Shares) |
|----------|--|---------------------------------|
| E-Voting | - | - |
| Physical | - | - |
| Total | - | - |



Item No.5 :-

Special Resolution to ratify the remuneration of Shri Avinash Sharma, Executive Director of the Company (DIN:02371722)

(i) Voted in favour of resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|--------------|--|---------------------|-------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | 24 | 9741392 | | |
| Total | 24 | 9741392 | | 100 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | No. of cast(Shares) | Votes | % of total number of valid votes cast |
|--------------|--|---------------------|----------|---------------------------------------|
| E-Voting | - | - | - | - |
| Physical | - | - | - | - |
| Total | - | - | - | - |

(iii) Invalid votes:

| | Total number of members whose votes are declared invalid | Total No. of Votes cast(Shares) |
|--------------|--|---------------------------------|
| E-Voting | - | - |
| Physical | - | - |
| Total | - | - |

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Director/ Company Secretary of SAB Industries Limited for safe keeping.

Thanking you,

Yours faithfully,



(Sushil Kumar Sikka)
Practicing Company Secretary
Membership No. FCS 4241
C.P. No. 3582
Place: Chandigarh
Date: 28.09.2017