

GIST OF THE PROCEEDINGS AT THE 54th ANNUAL GENERAL MEETING HELD ON AUGUST 6, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT F 33, MIDC, RANJANGAON, KAREGAON BHIMA, SHIRUR PUNE 412 209:

APPOINTMENT OF CHAIRMAN FOR THE MEETING:

The Members and Directors present appointed Mr. Shantanu Parvati, Whole Time Director as the Chairman of the Meeting by show of hands.

QUORUM:

CHAIRMAN determined that 24 Members were present in person, through proxy and Members who have E-voted . The necessary quorum for the meeting being present the meeting was commenced. The Company received proxy forms duly completed from six shareholders 48 hours before the Annual General Meeting.

The Auditors Report was read by the Company Secretary, Mr. Nirnoy Sur and the notice convening the meeting was taken as read.

The Chairman asked the Members to pose any questions regarding matters stated in the Annual Report.

No query being raised the Chairman proceeded with the meeting.

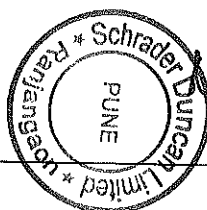
The Chairman requested Ms. Shaswati Vaishnav, Company secretary in practice to conduct poll on the items mentioned in the notice dated May 11, 2015, as per section 107 read with section 108 of the Companies Act, 2013.

The Chairman informed the members present that the Company had provided e-voting facility to the shareholders to cast their votes at the Annual General Meeting pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, in respect of all the businesses mentioned in the Notice. The e-voting facility was kept open from August 3, 2015 (9 a.m.) to 5th August 2015 (5 p.m.). Mrs. Shaswati Vaishnav, Practicing Company Secretary was appointed as scrutinizer in connection with the e-voting process.

Schrader Duncan Limited

Registered Office

F-33, Ranjangaon MIDC,
Karegaon, Tal. Shirur,
Dist. Pune - 412 209
India



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Web www.schraderduncan.com

CIN NO. L28991PN1961PLC139151

There are twelve members who have electronically participated in the meeting thru E voting.

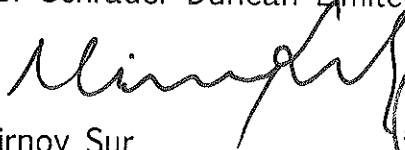
The Members cast their vote thru ballot papers circulated. The ballot box was open in presence of Mr. Nirnoy Sur, Company Secretary and thereafter the poll report was prepared.

RESULT OF E VOTING AND POLL:

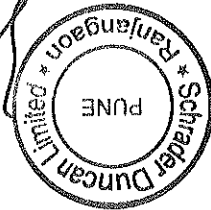
The Chairman read out the result of the E voting and Poll and the declared that all resolutions had been passed. The result is annexed herewith.

The Meeting concluded with a vote of thanks to the Chair.

For Schrader Duncan Limited



Nirnoy Sur
Company Secretary



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Vaishnav Associates

Corporate Advisory Services,

B-308, Madhukunj Apartment, 8th Lane, Koregaon Park, Pune- 411 001.

Tel. :020 – 65232373 E-mail :shaswati.vaishnav@gmail.com

Combined Scrutinizers' Report on Remote E Voting and poll conducted at the 54th AGM of Schrader Duncan Limited held on August 6, 2015.

To
The Chairman,

54th (Fifty Four) Annual General Meeting of the Equity Shareholders of Schrader Duncan Limited held on August 6, 2015 at 2.30 P.M. at F 33, Ranjangaon MIDC, Karegaon, Shirur, Pune 412 209.

Sub : Passing of Resolution(s) through electronic voting and poll pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of Companies (management and administration) rules, 2014 as amended and clause 35B of the Listing Agreement.

Dear Sir,

The Board of Directors of Schrader Duncan Limited at its meeting held on May 11, 2015 , has appointed me as the scrutinizer for the remote e voting process and scrutinize the physical ballot forms received from the members at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the listing agreement. I, say, am familiar and well versed with the concept of electronic voting system as prescribed under the said rules and SEBI circular No.CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014 issued in this regard.

REPORT ON SCRUTINY :

1. Schrader Duncan Limited had appointed National Securities Depository Limited (NSDL) as the service provider, for the purpose of extending the facility of remote e voting to the Members of Schrader Duncan Limited, Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of Schrader Duncan Limited.



Shaswati
ACS: 11392
PCS: 8675

2. The NSDL had provided a system for recording the votes of the Members electronically on all the nine (9) items of the business (both ordinary and special businesses) to be transacted in the 54th Annual General Meeting (AGM) of Schrader Duncan Limited , which was held on August 6, 2015.
3. The NSDL had set up electronic voting facility on their website , <http://www.evoting.nsdl.com>
4. The Schrader Duncan Limited (hereinafter referred to as Company) had uploaded all the nine (9) items of the business to be transacted at the AGM on the website of the Company and also its service provider NSDL to facilitate their members to cast their votes thru e voting.
5. The cut off date for determining eligibility of the shareholders for receiving annual report 2015 and the notice of the Annual General Meeting (AGM) was June 26, 2015 . As on the date there were 3595 Members of the Company The service provider had sent the notices of the AGM alongwith Annual Report and E voting details by E mail to 1104 Members whose mail id was made available by the two depositories and for those members, holding in physical form, who had registered their email id with the RTA in respect of 2491 Folios, (excluding multiple folios as well as disputed cases).
6. The notices sent (both thru email and physical form) contained the detailed procedure to be followed by members who were desirous of casting their vote electronically as provided in the rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
7. The cut off date for the purposes of identifying the members who will be entitled to vote on resolutions placed for approval of the Members was as prescribed in the aforesaid rules, the remote e voting facility was kept open for three days from Monday , August 3, 2015 at 9.00 A.M. to Wednesday, August 5, 2015 at 5.00 P.M.
8. The Company completed the dispatch of notices to Members by July 9, 2015.
9. As prescribed in clause (v) of Sub Rule 4 of the Rule 20 , the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Financial Express having countrywide circulation

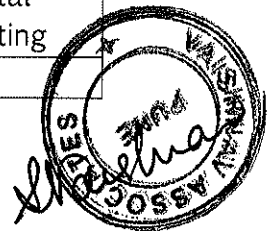


dated July 9, 2015 and in Marathi in Loksatta dated July 9, 2015. The notice published in the newspapers carried the required information as specified in sub rule 4 (v) (a) to (h) of the said Rule 20.

10. At the end of e-voting period on August 5, 2015 at 5.00 P.M. the voting portal of the service provider was blocked forthwith .
11. At the venue of the 54th AGM of the Company held on August 6, 2015 the facility to vote thru ballot paper had been provided to facilitate those members present in the meeting but could not participate in the remote e voting to record their votes.
12. On August 6, 2015 after counting of the votes conducted at the venue of AGM thru ballot paper , the votes cast thru remote e voting facility was duly unblocked by me as a scrutinizer in the presence of Ms. Vaishnavi Suratwala And Ms. Krishnakali Vaishnav who acted as witnesses as prescribed in sub rule 4 (xii) of the said rule 20.
13. After the voting at the AGM was concluded, ballot box kept for the purpose of Casting of votes was locked in my presence with due identification marks placed by me . The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, 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/proxies lodged with the Company. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
14. Thereafter , I as scrutinizer duly compiled the details of remote e voting carried out by the Members together with the physical voting done at the venue of AGM by way of ballot paper, the details of which are as follows:

The results of remote e voting and also the voting conducted at the venue of the AGM by way of ballot papers are as under :

Details	Remote E Voting	Voting thru ballot paper at AGM	Total Voting
Number of Members who	12	12	24



cast their votes			
Total No.of shares held by them	1849251	908157	2757408
Valid Votes	1849251	908157	2757408

NOTE:

- Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast thru remote e voting and physical voting at the venue of the meeting.

ORDINARY BUSINESS:

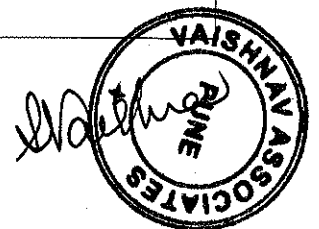
ITEM No. 1 ,2, and 3:

- Item No. 1 of the the Notice (As an Ordinary Resolution)
Consideration and adoption of audited financial statement of the Company for the year ended March 31, 2015 and the Reports of the Board of Directors and Auditors thereon.:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848946	99.98	305	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757103	99.98	305	0.02	

- Item No. 2 of the Notice (As an Ordinary Resolution)
Appointment of Mr. J.P Goenka (holding DIN 135653) who retires by rotation and being eligible offers himself for re appointment as a Director of the Company:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848922	99.98	329	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757079	99.98	329	0.02	



- iii) Item No. 3 of the the Notice (As an Ordinary Resolution)
Ratification of appointment of Singhi & Co. Chartered Accountants
(Firm Registration No.302049E) as a statutory auditors

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848922	99.98	329	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757079	99.98	329	0.02	

SPECIAL BUSINESS :

- iv) Item No.4 of the Notice (as a Special Resolution)

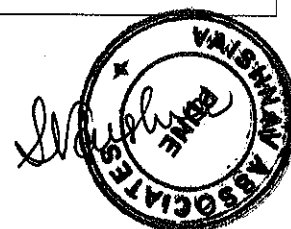
To increase the approved limits of borrowing not exceeding Rs.100 Crores (Rupees Hundred Crores) over and above the paid up capital and free reserves:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848808	99.97	393	0.02	1
Physical voting	908157	100	-	-	nil
Total	1849201	99.97	393	0.02	1

- v) Item No.5 of the Notice (as a Special Resolution)

To increase the approved limits of creation of charge not exceeding Rs.100 Crores (Rupees Hundred Crores) over and above the paid up capital and free reserves:

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848858	99.97	393	0.03	nil
Physical voting	908157	100	-	-	nil
Total	2757015	99.97	393	0.03	



vi) Item No.6 of the Notice (as a Special Resolution)

To adopt the new set of Articles of Association by replacing the old.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848946	99.98	305	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757103	99.98	305	0.02	

vii) Item No.7 of the Notice (as a Special Resolution)

To appoint Ms. Arti Kant (DIN No. 03218058) as Director

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848946	99.98	305	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757103	99.98	305	0.02	

viii) Item No.8 of the Notice (as a Special Resolution)

To appoint Ms. Arti Kant (DIN No. 03218058) as Independent Director for a period of five years not liable to retire by rotation.

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848946	99.98	305	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757103	99.98	305	0.02	

ix) Item No.9 of the Notice (as a Special Resolution)



To revise the remuneration of Mr. Shantanu Parvati (DIN 03575619)

Manner of voting	Votes in Favour of Resolution		Votes against the Resolution		Abstained/Invalid Votes
	Vote Counts	%	Vote Counts	%	
Remote E voting	1848922	99.98	329	0.02	nil
Physical voting	908157	100.00	-	-	nil
Total	2757079	99.98	329	0.02	

Note :

None of the shareholders identified as a related party voted on the resolution.

All the resolutions mentioned in the AGM Notice as per the details above stand passed under remote e voting and voting conducted at AGM by way of ballot papers with requisite majority and deemed to be passed as on the date of the AGM.

A compact disc (CD) containing a list of equity shareholders who voted "FOR" Or "AGAINST" and those who " ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary separately.

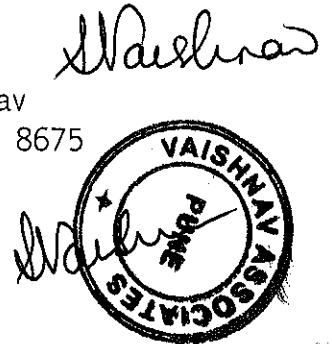
I hereby confirm that I am maintaining the registers received from the RTA and the electronic voting data received from the service provider , in respect of the votes cast thru remote e voting and the voting conducted at AGM by way of ballot papers by the Members of the Company .

Ballot Papers and all other relevant records relating to e voting and physical voting and is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chair person signs the minutes.

Thanking you,

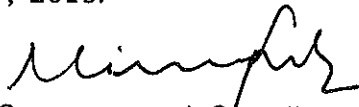
Vaishnavi. Suradwala.
Surati Bale
Witness

Yours faithfully
Shaswati Vaishnav
ACS:11392, CP : 8675
Scrutinizer



Place: Pune

Date : August 06., 2015.

Nirnoy Sur 
(Company Secretary and Compliance officer)
Schrader Duncan Limited