



S. CHIDAMBARAM

B.Com., LL.B., 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,

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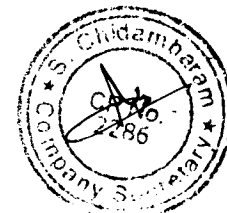
To
Chairman
SRIKALAHASTHI PIPES LIMITED
Hyderabad

24th (Twenty Forth) Annual General Meeting (AGM) of the Equity Shareholders of SRIKALAHASTHI PIPES LIMITED held at Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on Monday, the 29th day of August, 2016 at 11.30 A.M.

Dear Sir,

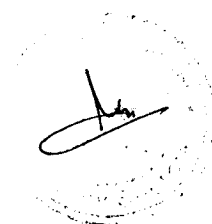
I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as Scrutinizer by the Board of Directors of **SRIKALAHASTHI PIPES LIMITED** (the Company) for the purpose 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 24th Annual General Meeting of the Equity Shareholders of the Company held at Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on Monday, the 29th day of August, 2016 at 11.30 A.M., submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder 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 24th 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 Computershare 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 thereunder 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 24th 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 Computer Share Private limited and the report generated electronically for voting by use of ballots at the meeting.

3. In accordance with the Notice of the 24th 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 August 3, 2016, the remote e-voting opened at 9:00 AM on August 26, 2016 and remained open up to 5:00 PM on August 28, 2016.
4. The Equity Shareholders holding shares as on August 21, 2016, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 29th 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 NSDL 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 12.53 pm, 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 Computershare Private Limited (<https://www.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 circular stamp with a signature inside. The signature is written in black ink and appears to be 'J. S. ...'. The stamp is slightly faded and has a textured, dotted border.

(A) **RESOLUTION No. 1**– Adoption of audited financial statements for the year ended 31st March, 2016 together with Auditors Report and Directors’ Report thereon.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	21	21849436	
Ballot At AGM	53	1143035	
TOTAL	74	22992471	97.42

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	14	608262	
Ballot At AGM	0	0	
TOTAL	14	608262	2.58

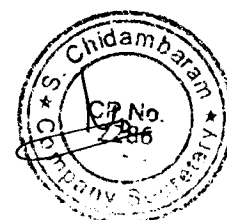
(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot At AGM	0	0
TOTAL	0	0

(B) **RESOLUTION No. 2**- To declare Dividend.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	34	22457693	
Ballot At AGM	53	1143035	
TOTAL	87	23600728	100.00



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	5	
Ballot At AGM	0	0	
TOTAL	1	5	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Insta Poll at AGM	0	0
TOTAL	0	0

(C) **RESOLUTION No. 3-** Re-appointment of Mr. Gouri Shankar Rathi who retires by rotation.

(i) Voted in favour of the resolution:

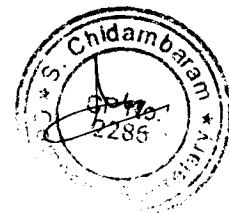
Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	21	21849436	
Ballot at AGM	53	1143035	
TOTAL	74	22992471	97.42

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	14	608262	
Ballot at AGM	0	0	
TOTAL	14	608262	2.58

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	0	0
TOTAL	0	0



(D) RESOLUTION No. 4- Re-appointment of Mr. S.Y.Rajagopalan, who retires by rotation.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	21	21849436	
Ballot at AGM	53	1143035	
TOTAL	74	22992471	97.42

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	14	608262	
Ballot at AGM	0	0	
TOTAL	14	608262	2.58

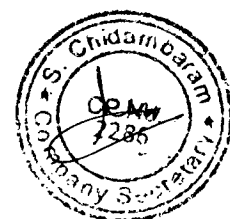
(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	0	0
TOTAL	0	0

(E) RESOLUTION No. 5- Ratification of appointment of M/s. K. R. Bapuji & Co., Chartered Accountants, Hyderabad as Statutory Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	34	22457693	
Ballot at AGM	53	1143035	
TOTAL	87	23600728	100



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	5	
Ballot at AGM	0	0	
TOTAL	1	5	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-voting	0	0
Ballot at AGM	0	0
TOTAL	0	0

(F) **RESOLUTION No. 6-** Ratification of remuneration payable to Cost Auditors M/s. Narasimhamurthy & Co., for the financial year ended 31st March, 2017.

(i) Voted in favour of the resolution:

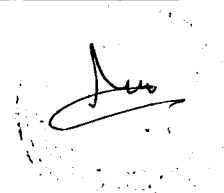
Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	34	22457693	
Ballot at AGM	53	1143035	
TOTAL	87	23600728	100

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	1	5	
Ballot at AGM	0	0	
TOTAL	1	5	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	0	0
Ballot at AGM	0	0
TOTAL	0	0



(G) RESOLUTION No. 7- To accord consent for entering into transactions with Related Party of the Company:

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	25	2249502	
Ballot at AGM	51	1126935	
TOTAL	76	3376437	99.56

(ii) Voted against the resolution:


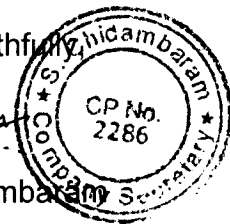
Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	5	15018	
Ballot at AGM	0	0	
TOAL	5	15018	0.44

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them
Remote E-Voting	5	20193178
Ballot at AGM	2	16100
TOTAL	7	20209278

Thanking you,

Yours faithfully,

S. Chidambaram

Place: Hyderabad

Date:



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,
Ameerpet, Hyderabad - 500 016 (India)
Phone : 91-40-23413376, Fax : 040-23410449
Email : schid285@gmail.com

To
Chairman
SRIKALAHASTHI PIPES LIMITED
Hyderabad

**24th Annual General Meeting of the Equity Shareholders of
SRIKALAHASTHI PIPES LIMITED**

Held on
Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on
Monday, the 29th day of August, 2016 at 11.30 A.M

Dear Sir,

I, S. Chidambaram (Practising Company Secretary) appointed as Scrutinizer for the purpose of the remote E-Voting taken on the below mentioned resolution(s), of SRIKALAHASTHI PIPES LIMITED submit my report as under:

1. The remote E Voting started at 9.00 AM on 26.08.2016 till 5.00 PM on 28.08.2016.
2. The result of the remote E Voting is as under:

(A) **RESOLUTION No. 1**– Adoption of audited financial statements for the year ended 31st March, 2016 together with Auditors Report and Directors' Report thereon.

(i) Voted in favour of the resolution:

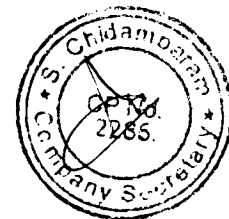
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	21849436	97.29

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	608262	2.71

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0



(B) **RESOLUTION No. 2-** To declare Dividend.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	22457693	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0

(C) **RESOLUTION No. 3-** Re-appointment of Mr. Gouri Shankar Rathi who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	21849436	97.29

(ii) Voted against the resolution:

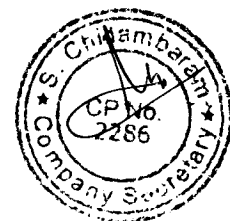
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	608262	2.71

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0

(D) **RESOLUTION No. 4-** Re-appointment of Mr. S. Y. Rajagopalan who retires by rotation.

(i) Voted in favour of the resolution:



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	21849436	97.29

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	608262	2.71

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0

(E) **RESOLUTION No. 5-** Ratification of appointment of M/s. K. R. Bapuji & Co., Chartered Accountants, Hyderabad as Statutory Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	22457693	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

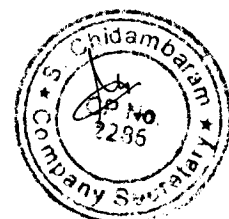
(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0

(F) **RESOLUTION No. 6-** Ratification of remuneration payable to Cost Auditors M/s. Narasimhamurthy & Co., for the financial year ended 31st March, 2017.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
34	22457693	100



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

(iii) Invalid votes:

Number of members voted	Number of votes cast by them
0	0

(G) **RESOLUTION No. 7-** To accord consent for entering into transactions with Related Party of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
25	2249502	99.34

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	15018	0.66

(iii) Invalid votes:

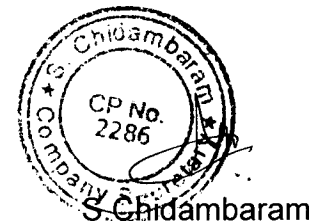
Number of members voted	Number of votes cast by them
5	20193178

Thanking you,

Yours faithfully,

Place: Hyderabad

Date: 30.08.2016



FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies(Management and Administration) Rules, 2014]

To
Chairman
SRIKALAHASTHI PIPES LIMITED
Hyderabad.

**24th Annual General Meeting of the Equity Shareholders of
SRIKALAHASTHI PIPES LIMITED** Held at
Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on
Monday, the 29th day of August, 2016 at 11.30 A.M

Dear Sir,

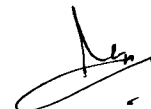
We, S. Chidambaram (Practicing company Secretary) and Mr. A Srinivasulu, Shareholder of the company, appointed as Scrutinizers for the purpose of the Ballot taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of SRIKALAHASTHI PIPES LIMITED, held on Rachagunneri, Srikalahasthi Mandal, Chittoor District, Andhra Pradesh on Monday, the 29th day of August, 2016 at 11.30 A.M, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately
4. The result of the Poll is as under:

(A) **RESOLUTION No. 1**– Adoption of audited financial statements for the year ended 31st March, 2016 together with Auditors Report and Directors' Report thereon.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(B) **RESOLUTION No. 2** – To declare Dividend.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(C) **RESOLUTION No. 3**- Re-appointment of Mr. Gouri Shankar Rathi who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(D) **RESOLUTION No. 4-** Re-appointment of Mr. S.Y.Rajagopalan, who retires by rotation.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(E) **RESOLUTION No. 5-** Ratification of appointment of M/s. K. R. Bapuji & Co., Chartered Accountants, Hyderabad as Statutory Auditors and fix their remuneration.

(i) Voted in favor of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(F) **RESOLUTION No. 6-** Ratification of remuneration payable to Cost Auditors M/s. Narasimhamurthy & Co., for the financial year ended 31st March, 2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
53	1143035	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

(G) **RESOLUTION No. 7-** To accord consent for entering into transactions with Related Party of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
51	1126935	100.00



(ii) Voted against the resolution:

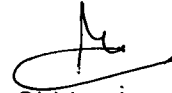
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
2	16100

Thanking you,

Yours faithfully,



S. Chidambaram

Place: Hyderabad

Dated:

A Srinivasulu