

PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED HELD ON WEDNESDAY, 28TH SEPTEMBER, 2016 AT REGISTERED OFFICE AT GONDIPARLA, KURNOOL – 518004 AT 11.00 A.M.

PRESENT:

Sri T G Bharath	Chairman and Managing Director
Sri P RamachandraGowd	Director
Sri Krishnamoorthy Chandraiah Naik	Director
Sri H Gurunath Reddy	Director
Sri A Khailashnath	Director

ALSO PRESENT:

Sri M T SreenivasaRao	Statutory Auditor
Smt V Surekha	Company Secretary
Sri Ifthekhar Ahmed	Chief Financial Officer
Sri M Nirmal Kumar Reddy	Scrutinizer

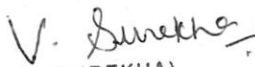
Quorum:

The requisite quorum as required under section 103 of Companies Act, 2013 was present.

1. After declaring the quorum being present, the Chairman called the meeting in order. He welcomed all the members to the Annual General Meeting of the Company.

With the consent of the members present at the meeting, the Notice convening the meeting was taken as read.

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary


2. The Chairman gave an overview of the financial performance of the Company for the year ended 31st March, 2016 and its future outlook . The Chairman speech covered the topics such as Economy, Overall Performance of the Company, future growth, expansion programmes etc. While concluding his speech he thanked one and all for the progress of the Company.
3. The Chairman then informed the members that the facility for voting through Poll was made available at the Meeting for the Members who have not casted their vote through remote e-voting. The members were also informed that those who had already casted their vote through remote e-voting should not cast their vote again on Poll.
4. The Chairman further informed that Mr. M.Nirmal Kumar Reddy, Practicing Chartered Accountant was appointed as Scrutinizer .
5. The Chairman clarified the questions raised by shareholders.
6. The Chairman thereafter, ordered a poll to be taken at the meeting.
7. The Chairman stated that the combined results of e-voting , ballot/polling form and poll conducted at the AGM will be announced within statutory time limit and shall be submitted to BSE Limited and the National Stock Exchange of India Limited and shall be posted on Company's website .

Business transacted at the Annual General Meeting:

The following items of business as set out in the Notice of the meeting were put for shareholders approval.

1. To receive, consider and adopt
 - (i) the Balance Sheet as at 31st March, 2016, and the statement of Profit and Loss Account and Cash Flow Statement for the period ended on that date and the Reports of Directors' and Auditor's thereon (Ordinary Resolution).
 - (ii) The audited consolidated Financial statements of the Company for the year ended 31st March, 2016 together with the report of the Auditors thereon.
2. To declare dividend (Ordinary Resolution) .
3. To appoint a Director in place of Sri. H.Gurunath Reddy who retires by rotation and being eligible offers himself for reappointment (Ordinary Resolution) .

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary

4. To ratify re-appointment of Statutory Auditors and to fix their remuneration (Ordinary Resolution).
5. To reappoint Sri T G Bharath, Chairman and Managing Director for further period of 3 years with remuneration of Rs. 2.4 Crores or 5% of net profits as per section 197 read with section 198 of Companies Act, 2013 whichever is higher with retrospective effect from 1st April, 2016.
6. To Appoint Sri A. Kailashnath (DIN 03017003) as an Independent Director
7. To allot Convertible Warrants under Preferential issue to Promoters of the company.
8. To ratify remuneration of Cost auditor for the year ended 31st March, 2017.

The Meeting concluded with a vote of thanks to the chair and members by Mr. Nihar Ozar .

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary

Date of the AGM/ EGM		28 TH SEPTEMBER, 2016						
Total number of Shareholders on record date		61047						
No. of Shareholders present in the Meeting either in person or through proxy:		43						
Promoters and Promoter Group:		8						
Public		35						
Agenda - 1) To adopt Standalone and Consolidated Financial Statements of the Company Including Report of Board of Directors and Auditors.		Ordinary						
Resolution required :(Ordinary)		No						
Whether Promoter / promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - In favour (4)	No. of Votes against (5)	% of Votes in favour on Votes polled (6)=(4)/(2)*100	% of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		8139533	100	8139533	0	100	0
Public institutions	E-Voting		0	0	0	0	0	0
	Poll	44417	0	0	0	0	0	0
	Postal Ballot		-	-	-	-	-	-
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting		20778	0.32	16853	3925	81.11	18.89
	Poll	6532739	22946	0.35	22946	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		43724	0.67	39799	3925	91.02	8.98
	Total	14716689	8183257	55.61	8179332	3925	99.95	0.05

For Sree Rayalaseema Hi-Strength Hypo Ltd.

(V. SUREKHA)
GM & Company Secretary

Agenda -2) To declare Dividend on equity shares

Resolution required : (Ordinary)		Ordinary						
Whether Promoter / promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = (2)/(1)*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes polled (6) = (4)/(2)*100	% of Votes in against on Votes polled (7) = (5)/(2)*100
Promoter and Promoter Group	E-Voting							
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot							
	Total		8139533	100	8139533	0	100	0
Public Institutions	E-Voting							
	Poll	44417		0	0	0	0	0
	Postal Ballot							
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting							
	Poll	6532739	22946	0.32	20778	0	100	0
	Postal Ballot							
	Total		43724	0.67	43724	0	100	0
Total		14716689	8183257	55.61	8183257	0	100	0

For Sree Rayalaseema Hi-Strength Hypo Ltd.
 (V. SUREKHA)
 GM & Company Secretary

Agenda -3) To appoint Sri H.N.Gurunath Reddy as Director who is retiring by rotation.

Resolution required : (Ordinary)		Ordinary						
Whether Promoter /promoter group are interested in the		No						
Category	Mode of Voting	No.of Shares held (1)	No. of Votes Polled (2)	%of Votes Polled on outstanding shares (3)=(2)/(1)*100	No.of Votes - in favour (4)	No.of Votes against (5)	%of Votes in favour on Votes polled (6)=(4)/(2)*100	%of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		8139533	100	8139533	0	100	0
Public institutions	E-Voting		0	0	0	0	0	0
	Poll	44417	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting		20778	0.32	20778	0	100	0
	Poll	6532739	22946	0.35	22932	14	99.94	0.06
	Postal Ballot		-	-	-	-	-	-
	Total		43724	0.67	43710	14	99.97	0.03
	Total	14716689	8183257	55.61	8183243	14	100	0

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary

Agenda -4) To ratify re-appointment of M/s S.T.Mohite & Co. as Statutory Auditors.

Resolution required :(Ordinary)		Ordinary						
Whether Promoter /promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes polled (6)=(4)/(2)*100	% of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting	8139533	0	0	0	0	0	0
	Poll		8139533	100	8139533	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		8139533	100	8139533	0	100	0
Public institutions	E-Voting	44417	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot		-	-	-	-	-	
	Total		0	0	0	0	0	
Public - Non Institutions	E-Voting	6532739	20778	0.32	16853	3925	81.11	18.89
	Poll		22946	0.35	22946	0	100	0
	Postal Ballot		-	-	-	-	-	
	Total		43724	0.67	39799	3925	91.02	8.98
	Total	14716689	8183257	55.61	8179332	3925	99.95	0.05

For Sree Rayalaseema Hi-Strength Hypo Ltd.

V. SUREKHA
 (V. SUREKHA)
 GM & Company Secretary

Agenda -5) To Consider re-appointment of Chairman&Managing Director Sri T G Bharath

Whether Promoter /promoter group are interested in the Resolution required :(Special)		Special						
		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	%of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - In favour (4)	No. of Votes against (5)	%of Votes in favour on Votes polled (6)=(4)/(2)*100	%of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot		-	-	-	-	-	-
	Total		8139533	100	8139533	0	100	0
Public institutions	E-Voting		0	0	0	0	0	0
	Poll	44417	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting		20778	0.32	20778	0	100	0
	Poll	6532739	22946	0.35	22903	43	99.81	0.19
	Postal Ballot		-	-	-	-	-	-
	Total		43724	0.67	43681	43	99.90	0.10
	Total	14716689	8183257	55.61	8183214	43	100	0

For Sree Rayalaseema Hi-Strength Hypo Ltd.

(V. SUREKHA)
GM & Company Secretary

V. Surekha

Agenda -6) To appoint Sri A.Kailashnath as an Independent Director.

Resolution required :(Ordinary)		Ordinary							
Whether Promoter /promoter group are interested in the agenda/resolution		No							
Category	Mode of Voting	No.of Shares held (1)	No. of Votes Polled (2)	%of Votes Polled on outstanding shares (3)=(2)/(1)*100	No.of Votes - in favour (4)	No.of Votes against (5)	%of Votes in favour on Votes polled (6)=(4)/(2)*100	%of Votes in against on Votes polled (7)=(5)/(2)*100	
Promoter and Promoter Group	E-Voting	8139533							
	Poll		8139533	100	8139533	0	100	0	
	Postal Ballot								
	Total		8139533	100	8139533	0	100	0	
Public Institutions	E-Voting	44417	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot								
	Total		0	0	0	0	0	0	
Public - Non Institutions	E-Voting	6532739	20778	0.32	20778	0	100	0	
	Poll		22946	0.35	22946	0	100	0	
	Postal Ballot								
	Total		43724	0.67	43724	0	100	0	
Total		14716689	8183257	55.61	8183257	0	100	0	

For Sree Rayalaseema Hi-Strength Hypo Ltd.

(V. SUREKHA)
GM & Company Secretary

V. Surekha

Agenda -7) To allot convertible warrants to promoters under preferential issue

Whether Promoter /promoter group are interested in the		Special						
Resolution required :(Special)		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	%of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - In favour (4)	No. of Votes against (5)	%of Votes in favour on Votes polled (6)=(4)/(2)*100	%of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot							
	Total		8139533	100	8139533	0	100	0
Public institutions	E-Voting		0	0	0	0	0	0
	Poll	44417	0	0	0	0	0	0
	Postal Ballot							
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting		20778	0.32	16853	3925	81.11	18.89
	Poll	6532739	22946	0.35	22946	0	100	0
	Postal Ballot							
	Total		43724	0.67	39799	3925	91.02	8.98
	Total	14716689	8183257	55.61	8179332	3925	99.95	0.05

For Sree Rayalaseema Hi-Strength Hypo Ltd.

V. SUREKHA
GM & Company Secretary

Agenda - 8) To ratify remuneration of Cost Auditor.

Resolution required :(Ordinary)		Ordinary						
Whether Promoter /promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes polled (6)=(4)/(2)*100	% of Votes in against on Votes polled (7)=(5)/(2)*100
Promoter and Promoter Group	E-Voting							
	Poll	8139533	8139533	100	8139533	0	100	0
	Postal Ballot							
	Total		8139533	100	8139533	0	100	0
Public Institutions	E-Voting							
	Poll	44417	0	0	0	0	0	0
	Postal Ballot							
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting							
	Poll	6532739	22946	0.32	20778	0	100	0
	Postal Ballot							
	Total		43724	0.67	43724	0	100	0
Total		14716689	8183257	55.61	8183257	0	100	0

For Sree Rayalaseema Hi-Strength Hypo Ltd.

(V. SUREKHA)
 V. Surekha
 GM & Company Secretary



FORM NO. MGT-13

Report OF Scrutinizer

(Pursuant to Section 108 & 109 of the Companies Act, 2013, rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014

To
The Chairman,
M/s. Sree Rayalaseema Hi-Strength Hypo Limited
(CIN : L24110AP2005PLC045726)
Regd. Office : Gondiparla,
KURNOOL-518 004 (A.P.)

Eleventh Annual General Meeting of the Equity Shareholders of Sree Rayalaseema Hi-Strength Hypo Limited held on Wednesday, 28th September, 2016 at 11 A.M. at Gondiparla, Kurnool-518004.

Dear Sir,

Report of the Scrutinizer in respect of the votes cast through remote e-voting, ballot papers and poll on the resolutions mentioned in the Notice of the 11th Annual General Meeting of the Equity shareholders of Sree Rayalaseema Hi-Strength Hypo Limited held on Wednesday, 28th September, 2016 .

I, M. Nirmal Kumar Reddy, Practising Chartered Accountant, have been appointed as scrutinizer, by the Board of Directors of M/s.SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED (CIN: L24110AP2005PLC045726), vide Board Resolution dated 29th August, 2016, to scrutinize the votes casted through e-voting, ballot forms received by post and voting by poll process at the 11th Annual General Meeting as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013.

My responsibility as a scrutinizer for the e-voting, physical ballot processes and voting by poll, is restricted to make a Scrutinizer's report of the votes cast in "**favour**" or "**against**" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities engaged by the Company and physical ballots received by post and voting by poll process at the AGM venue as per the directions of the Chairman of the Meeting.






1. The Chairman at the 11th Annual General Meeting, held on 28th September, 2016 announced that members, who have not exercised their votes either through e-voting or through physical ballot by post, can exercise their votes through polling process being conducted at the meeting.
2. The members of the Company as on the "cut-off" date i.e. 21st September, 2016 were entitled to vote on the resolutions (item no. 1 to 8 as set out in the notice of the 11th Annual General meeting).
3. The poll papers / ballot papers which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.
4. My combined report on the results of voting through e-voting, ballot received by post and voting conducted by poll, at the 11th Annual General meeting is as under:

Particulars	No. of Shares	%
Total No. of Votes eligible for voting as per Paid-up Capital	14716689	100.00
Total No. of votes casted	8183257	55.61

5. The list containing details of equity shareholders who voted "FOR", or "AGAINST" for each resolution under the e-voting, Ballot papers received by post, and voting conducted by poll process at the AGM is enclosed.
6. The relevant records relating to e-voting, Ballot papers received by post, and voting conducted by poll process at the Annual General Meeting are handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



M. NIRMAL KUMAR REDDY, FCA

Practicing Chartered Accountant - Scrutinizer

Place: Kurnool

Date: 29th September, 2016

F.C.A. No. 211032



The combined result of votes casted through e-voting , ballot papers and poll are as under:

Item No.	Particulars of the resolution	Mode	No of votes cast		% of votes cast	
			Favour	Against	Favour	Against
1.	Consider and adopt standalone and consolidated financial statements for the financial year ended 31 st March, 2016 together with Reports of Directors and Auditors thereon	Remote E-Voting	16853	3925	0.21	0.05
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8179332	3925	99.95	0.05
2.	To declare dividend	Remote E-Voting	20778	0	0.25	0.00
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8183257	0	100	0.00
3.	Re-appointment of Director Sri.H.Gurunath Reddy who retires by rotation	Remote E-Voting	20778	0	0.25	0.00
		Ballot papers	830938	14	10.15	negligible
		Poll	7331527	0	89.60	0.00
		Total	8183243	14	100	negligible
4.	To ratify reappointment of statutory auditors	Remote E-Voting	16853	3925	0.21	0.05
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8179332	3925	99.95	0.05
5.	Re-appointment of Sr.T.G.Bharath, Chairman & Managing Director	Remote E-Voting	20778	0	0.25	0.00
		Ballot papers	830909	43	10.15	negligible
		Poll	7331527	0	89.60	0.00
		Total	8183214	43	100.00	negligible





6.	To appoint Sri.A.Kailashnath as Independent Director	Remote E-Voting	20778	0	0.25	0.00
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8183257	0	100	0.00
7.	To issue convertible warrants under preferential issue	Remote E-Voting	16853	3925	0.21	0.05
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8179332	3925	99.95	0.05
8.	To approve the remuneration of Cost Auditor for financial year ending 31 st March, 2017	Remote E-Voting	20778	0	0.25	0.00
		Ballot papers	830952	0	10.15	0.00
		Poll	7331527	0	89.60	0.00
		Total	8183257	0	100	0.00

