

PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017 AT REGISTERED OFFICE AT GONDIPARLA, KURNOOL - 518004 AT 11.00 A.M.

PRESENT:

Sri T G Bharath
Sri Krishnamoorthy Chandraiah Naik
Sri H Gurunath Reddy
Sri A Khailashnath

Chairman and Managing Director
Director
Director
Director

ALSO PRESENT:

Sri M T SreenivasaRao
Smt V Surekha
Sri Ifthekhar Ahmed
Sri M Nirmal Kumar Reddy

Statutory Auditor
Company Secretary
Chief Financial Officer
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.
2. The Chairman gave an overview of the financial performance of the Company for the year ended 31st March, 2017 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 .

For Sree Rayalaseema Hi-Strength Hypo Ltd.

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(V. SUREKHA)
GM & Company Secretary

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The details of resolutions on which voting carried out through e-voting, ballot form and poll at the Meeting are as follows:

1. To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2017 together with the reports of Directors and Auditors thereon and the Audited Consolidated Financial statements proportionate for part of the year i.e., as on 29th August, 2016 (date of cessation of parent subsidiary relation) together with the report of auditors thereon. **(Ordinary Resolution)**

"RESOLVED THAT the Standalone Balance sheet as at 31st March, 2017 and Statement of Profit & Loss Account for the period ended on that date together with the notes to accounts attached thereto and Cash Flow Statement and the Report of the Auditors and the Report of the Directors be and are hereby adopted.

RESOLVED FURTHER THAT the Consolidated Balance sheet proportionate for part of the year i.e., as on 29th August, 2016 and Statement of Profit & Loss Account on that date together with the notes to accounts attached thereto and Cash Flow Statement and the Report of the Auditors be and are hereby adopted."

2. To declare dividend **.(Ordinary Resolution)**

"RESOLVED THAT Equity dividend at the rate of 15% i.e., Rs.1.50/- per equity share be and is hereby approved and declared out of profits of the Company for the financial year ending 31st March, 2017 and the dividend is paid to the eligible shareholders whose name appear in the register of members as on book closure date fixed for determining eligibility of payment of dividend.

3. To appoint a Director in place of Sri. Krishnamoorthy Chandraiah Naik who retires by rotation and being eligible offers himself for reappointment. **.(Ordinary Resolution)**

"RESOLVED THAT Sri.Krishnamoorthy Chandraiah Naik , the retiring Director be and is hereby appointed as a Director of the Company , whose office is liable for determination by rotation."

4. To appoint Statutory Auditors and to fix their remuneration **.(Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors)Rules,2014 including any statutory modification(s) or re-enactment thereof and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s T.Adinarayana & Co., Chartered Accountants, Firm Registration No.FRNo: 000041S, be and are hereby appointed as the statutory Auditors of the Company to hold office from the conclusion of this 12th Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company (subject to ratification of members at every intervening Annual General Meeting) at such remuneration as shall be fixed by the Board of Directors of the Company."

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary

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5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 (**Ordinary Resolution**) :

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules , 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost auditors appointed by the Board of directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution ."

6. Approval of Material related party transactions with various related parties (**Ordinary Resolution**)

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules,2014 and Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment, modification, variation or re-enactment to any of the foregoing), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board), to ratify/approve all existing contracts/arrangements/ agreements/transactions and to enter into new/further contracts/ arrangements/ agreements/ transactions (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm's length basis with 'Related Parties' within the meaning of the Act and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement to the Notice .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

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

For Sree Rayalaseema Hi-Strength Hypo Ltd.


(V. SUREKHA)
GM & Company Secretary