

MINUTES BOOK

BHAGYANAGAR INDIA LIMITED

REGD. OFFICE: 5TH FLOOR, SURYA TOWERS,
S P ROAD, SECUNDERABAD-500003

MINUTES OF 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 10.00 A.M AT THE GRAND SOLITAIRE HOTEL, 1-240, 41 & 43, S.D. ROAD, PARKLANE, SECUNDERABAD, TELANGANA – 500 003.

DIRECTORS PRESENT:

- | | |
|-----------------------------|--------------------------------|
| 01. SHRI NARENDER SURANA | - CHAIRMAN / MANAGING DIRECTOR |
| 02. SHRI DEVENDRA SURANA | - MANAGING DIRECTOR |
| 03. SHRI O.SWAMINATHA REDDY | - DIRECTOR |
| 04. SHRI R SURENDER REDDY | - DIRECTOR |
| 05. SHRI KAMLESH GANDHI | - DIRECTOR |
| 06. DR. R. N. SREENATH | - DIRECTOR |
| 07. SHRI D. VENKATASUBBIAH | - DIRECTOR |
| 08. SMT. MADHUMATHI SURESH | - DIRECTOR |
| 09. SHRI NARENDER MUNOTH | - WHOLETIME DIRECTOR |
| 10. SHRI N. KRUPAKAR REDDY | - WHOLETIME DIRECTOR |

IN ATTENDANCE

- | | |
|----------------------------|---------------------------|
| 11. SHRI G. GANESH | - STATUTORY AUDITOR |
| 12. MS. RAKHI AGARWAL | - SECRETARIAL AUDITOR |
| 13. SHRI SURENDRA BHUTORIA | - CHIEF FINANCIAL OFFICER |

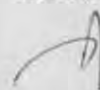
MEMBERS PRESENT:

36 Members including 3 Directors who are also members attended in person and 14 Members through proxies were present.

Shri G.M. Surana could not attend the meeting due to illness. Hence, Shri Narender Surana, with permission of the members elected as Chairman of the meeting. Shri Narender Surana occupied the Chair and conducted the proceedings.

After ascertaining that the requisite members were present to form the quorum under Section 103 of the Companies Act, 2013, Shri. Narender. Surana, Chairman of the meeting, declared that the meeting is in order. The Chairman welcomed all the shareholders, proxies and invitees to the 30th Annual General Meeting (AGM) and requested Shri Devendra Surana to apprise the members on the performance of the Company during the year under review and the future project initiatives.

Shri Devendra Surana thanked the Chairman and briefed the members on the Company's performance and the future project initiatives of the Company. He expressed his optimism on the future prospects of the Company and answered the queries raised by the shareholders.



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The notice dated 6th August, 2015 convening the meeting and the Director's report for the year 2014-15 was taken as read. Thereafter, the Chairman requested Mr. Srinivas Dudam to read out the Auditors Report and the same was read. The Chairman stated that in compliance with clause 35B of the listing agreement, the Company had provided to all the members facility to exercise their right to vote on all the resolutions as set out in item no 1 to 10 of the notice by electronic means through e-voting platform provided by the M/s. Karvy Computershare Private Limited. The e-voting facility was available to members from 26th September, 2015 (09.00 AM) to 29th September, 2015 (05.00 PM). On the request of the Chairman, Ms. Rakhi Agarwal, Practicing Company Secretary, the scrutinizer for the e-voting process, read out the report on e-voting to the members.

Thereafter, Chairman stated that since the Company had provided electronic voting facility to the members entitled to cast their votes at the Annual General meeting, as per Section 107 of the Companies Act, 2013, it was obligatory to provide similar voting rights to the members present, in person and through proxies at the Annual General Meeting to vote in proportion to the shares held by them.

He requested for a poll to be conducted for transacting the business, as set out in the Notice of Annual General Meeting. With the permission of the members, he appointed Ms. Rakhi Agarwal, Practicing Company Secretary, who was also the scrutinizer for e-voting process, to act as the scrutinizer to scrutinize the polling process in fair and transparent manner.

The Chairman before formally ordering the poll, invited members for question, if any on the agenda items as set out in the notice of the 30th Annual General Meeting. Thereafter with the permission of the members the Chairman conducted the proceedings of the AGM as per business agenda laid before the meeting and requested the shareholders to take up the subject one after the other.

The Chairman requested Ms. Rakhi Agarwal, Practicing Company Secretary in Practice, who was appointed as scrutinizer to scrutinize the poll process and submit a report after considering all the votes casted by the members through e-voting and at poll conducted at the Annual General Meeting. He further stated that results of the e-voting and on poll shall be declared within 48 hours from the AGM. The results to be declared for each resolution shall indicate separately the votes on the poll and e-voting and the same would be intimated to the stock exchanges. He further stated that the results will be uploaded on the Company's website www.bhagyanagarindia.com.

He requested Ms. Rakhi Agarwal, Practicing Company Secretary, scrutinizer appointed for the Poll, to take over the Poll proceedings after the closure of the meeting.

Results of the E-voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on Wednesday, 30th September, 2015:

On the basis of the Scrutinizers report for the e-voting and poll at the Annual General Meeting, dated 30th September, 2015, the Resolutions for the Ordinary and Special Businesses as set in Item No.1 to 10 in the Notice of the 30th Annual General Meeting

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duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 30th Annual General Meeting of the Members.

ORDINARY BUSINESS

Item No. 1 of the notice relates to the adoption of Audited Balance Sheet as at 31st March, 2015 and Statement of Profit & Loss for the year ended 31st March, 2015 and the Reports of Directors and the Auditors, was taken up for consideration:

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended 31st March, 2015 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted.”

The results of the E-voting together with the Poll are as under:

Item No. 1 of the Notice (As an Ordinary Resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 2 of the notice relates to the declaration of dividend, was taken up for consideration:

“RESOLVED THAT Dividend at the rate of 15% on the Equity Share Capital of the Company for the financial year ended 31st March, 2015 be and is hereby declared for payment to those shareholders whose names appear in the Register of Members as on 25th day of September 2015”.

The results of the E-voting together with the Poll are as under.

Item No. 2 of the Notice (As an Ordinary Resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 3 of the notice relates to the appointment of a Director in place of Shri. Narender Munoth, Director retiring by rotation and who offered himself for re-appointment, was taken up for consideration:



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"RESOLVED THAT Shri. Narender Munoth, Director of the Company retiring by rotation at this Annual General Meeting be and is hereby re-appointed as Director of the Company".

The results of the E-voting together with the Poll are as under.

Item No. 3 of the Notice (As an Ordinary Resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 4 of the notice relates to the reappointment of M/s. Sekhar & Company, Chartered Accountants as Auditors, was taken up for consideration:

"RESOLVED THAT in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the members at the 29th Annual General Meeting, the appointment of M/s. Sekhar & Co., Chartered Accountants (Firm Regn No: 003695S) as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the 32nd Annual General Meeting of the Company, be ratified by the members on a remuneration as may be decided by the Board of Directors.

The results of the E-voting together with the Poll are as under.

Item No.4 of the Notice (As an Ordinary resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

SPECIAL BUSINESS

Item No. 5 of the notice relates to the Appointment of Madhumathi Suresh as Non-Executive Independent Director of the Company, was taken up for consideration:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory

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modification (s) or re-enactment thereof) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, **Smt. Madhumathi Suresh (DIN-07124113)** who was appointed as Additional Director w.e.f 23.03.2015 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director.

RESOLVED FURTHER THAT Smt. Madhumathi Suresh has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom, pursuant to Section 160 be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from 30th September, 2015 up to 29th September, 2020 not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution."

The results of the E-voting together with the Poll are as under.

Item No.5 of the Notice (As an Ordinary resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 6 of the notice relates to Re-Appoint Shri. Narender Surana as Managing Director of the Company, was taken up for consideration:

The Chairman informed that he along with Shri Devendra Surana are interested in the resolution nos 06 & 07, hence with permission of the members vacated the Chair.

With permission of the members, Shri. O. Swaminatha Reddy occupied the Chair and conducted the proceeding.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company be and is hereby approved and ratified the re-appointment of Shri Narender Surana as Managing Director of the company for a period of 3 years w.e.f 18.01.2015 to 17.01.2018 on the same remuneration as mentioned below:

1. Salary:

Rs.6,00,000 – Rs. 50,000 – Rs. 7,00,000 per month



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2. Housing:

Shri Narender Surana shall be entitled to house rent allowance equal to 50% (fifty percent) of the salary. In case accommodation for Shri Narender Surana is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 50% (Fifty percent) of the salary of Shri Narender Surana. Expenditure on furnishing, electricity, water, gas at actual shall in addition be payable by the Company to Shri Narender Surana.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

The results of the E-voting together with the Poll are as under.

Item No.6 of the Notice (As a Special resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 7 of the notice relates to Re-Appoint Shri. Devendra Surana as Managing Director of the Company, was taken up for consideration:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company be and is hereby approved and ratified the re-appointment of Shri Devendra Surana as Managing Director of the company for a period of 3 years w.e.f 18.01.2015 to 17.01.2018 on the same remuneration as mentioned below:

1. Salary:

Rs.6,00,000 – Rs. 50,000 – Rs. 7,00,000 per month

2. Housing:

Shri Devendra Surana shall be entitled to house rent allowance equal to 50% (fifty percent) of the salary. In case accommodation for Shri Devendra Surana is provided by the Company, the expenditure incurred by the Company on hiring accommodation will be subject to a ceiling of 50% (Fifty percent) of the salary of Shri Devendra Surana. Expenditure on furnishing, electricity, water, gas at actual shall in addition be payable by the Company to Shri Devendra Surana.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient to give effect to the foregoing resolution.”

The results of the E-voting together with the Poll are as under.

Item No. 7 of the Notice (As a Special resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

With permission of the members, Shri. O. Swaminatha Reddy vacated the Chair and Shri Narendra Surana occupied the Chair and conducted the proceeding

Item No. 8 of the notice relates to Alteration of Articles of Association, was taken up for consideration, was taken up for consideration:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place of, in substitution and to the entire exclusion of the existing Articles of Association of the company.

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”.

The results of the E-voting together with the Poll are as under.

Item No.8 of the Notice (As a Special resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 9 of the notice relates to Raising of funds through Issue of Convertible Securities/GDR's,/ADR's/FCCB's/ECB's etc, was taken up for consideration:

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"RESOLVED THAT pursuant to the provisions of Section 42, 62 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, as applicable, and/or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India), Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, as amended and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the ICDR Regulations), Reserve Bank of India (RBI), Government of India or any other competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, the Equity Listing Agreements (the "Listing Agreement") entered into by the Company with the Stock Exchanges where the Company's Equity Shares of face value of Rs.2/- each (the "Equity Shares") are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate Authority(ies), Bank(s), Institution(s) or Body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted, the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted Committee thereof), be and is hereby authorized to create, offer, issue and allot Equity Shares/Securities in one or more tranches, in the course of domestic or international offerings, by way of Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of the Chapter VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time and/or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings (ECBs) with rights of conversion into shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Redeemable Preference Shares (OCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise (hereinafter referred to as the "Securities"), to be subscribed to, by International and/or Indian Banks, Institutions, Institutional Investors, Mutual Funds, companies, other Corporate Bodies, Resident/Non-Resident Indians, Foreign Nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as "Investors"), whether or not such Investors are members of the Company or not (including the provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, group/associate company(ies) as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount / premium to the market or prices in such manner and on such terms and conditions including security, rate of interest etc. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the

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exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the then prevailing market conditions and other relevant factors wherever necessary, upto an aggregate of **US\$ 50 million** in any foreign currency or in Rupees (inclusive of such premium as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue / allotment."

"RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/ Securities shall only be made to Qualified Institutional Buyers at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of ICDR Regulations and such securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution."

"RESOLVED FURTHER THAT the Company and/or any agency or body authorized by the Company, may issue receipts/certificates representing the underlying securities and/ or Equity Shares issued by the Company with such features and attributes as are prevalent in International Capital Markets for instruments of this nature and provide for the tradability or free transferability thereof as per the domestic/international practices, norms and regulations, and under the norms and practices prevalent in the International Markets."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot, from time to time, such number of Equity Shares at such premium as may be decided by the Board in its absolute discretion, upon conversion of such Securities or as may be necessary in accordance with the terms of the offering, including additional Equity Shares, and all such shares shall rank pari- passu with the then existing Equity Shares of the Company in all respects including to dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue and/or allotment of Equity Shares in the Company or Securities or instruments or Securities representing or convertible into Equity Shares in the Company, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are to be issued and allotted, number of Equity Shares/Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/ exercise of warrants/redemption of Securities, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, to enter into or execute all such agreements/ arrangements /MOUs/documents with any such agencies, as may be necessary; to list the Securities and the Equity Shares to be issued on conversion of the said Securities on any Indian and/or Foreign Stock Exchange(s), as it may in its absolute discretion deem fit."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of the aforesaid Resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company to implement the aforesaid Resolution."

The results of the E-voting together with the Poll are as under.

Item No.9 of the Notice (As a Special resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes cast	Number of Shares	% of total number of valid votes cast	Number of Shares
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

Item No. 10 of the notice relates to Ratification of remuneration of Cost Auditor M/s. BVR & Associates for the financial year ended 31.03.2015, was taken up for consideration:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of Rs. 25,000/- (Rupees Twenty Five Thousand Only) as remuneration to M/s. BVR & Associates, Cost Accountants in practice, 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 2015-16".

"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."

The results of the E-voting together with the Poll are as under.

Item No. 10 of the Notice (As an Ordinary Resolution)	Votes in favour of the Resolution		Votes Against the Resolution		Invalid votes
	Number of Shares	% of total number of valid votes	Number of Shares	% of total number of valid votes	Number of Shares

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		cast		cast	
	47492903	99.9996	200	0.0004	0

The above resolution was passed with requisite majority.

After ensuring that all members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll at around 10.30 A.M. The Scrutinizer then took the custody of polling boxes.

There being no other business to transact, the meeting was concluded by Shri. Devendra Surana proposing vote of thanks to the Chair, the Board, Shareholders and the employees of the Company for their all round support.

Date: 10.10.2015

Place: Secunderabad


CHAIRMAN

CHAIRMAN'S INITIALS