

LAKSHMI FINANCE & INDUSTRIAL CORPORATION LIMITED
Registered Office: 1st Floor, "Suryodaya" 1-10-60/3, Begumpet, Hyderabad-500 016
CIN: L65920AP1923PLC000044
E-mail: lakshmi_lfic@yahoo.com, Website: w.w.w.lakshminifinance.org.

MINUTES of the proceedings of the 90th Annual General Meeting of the Members of the Lakshmi Finance & Industrial Corporation Limited held on Tuesday, the 5th August, 2014 at 9.30 A.M. at "Triveni Banquet Hall", Kamat Lingapur Hotel, Chikoti Gardens (Lane opposite to Shoppers Stop), Begumpet, Hyderabad-500 016.

PRESENT

DIRECTORS

1. Shri. Kapil Bhatia
2. Shri. Keshav Bhupal
3. Shri. K. Kapil Prasad
4. Shri. K. Harishchandra Prasad
Managing Director

Special Invitees:

Shri. M.V. Ranganath
M/s. M. Anandam & Co.,

Shri. P. Chandramouli
M/s. Brahmaya & Co.,
Chartered Accountants (Auditors)

Scrutinizer:

Smt. N. Madhavi, Practising Company Secretary.

Members Present:

21 members attended the meeting in person and 1 vide proxy.

Sri. Kapil Bhatia, Director proposed the name of Shri. K. Harishchandra Prasad as the Chairman of the Meeting, and it was seconded by Shri. S. V. Gopi. Thereafter, Shri. K. Harishchandra Prasad chaired the meeting. The Chairman welcomed all the shareholders to the 90th Annual General Meeting of the Company. Later, the Chairman introduced the Directors and the Auditors to the Members of the Company and informed that the required quorum was present for the meeting. Shri. U. Vijaya Kumar, Manager (F&A) read out the Notice convening the 90th Annual General Meeting of the Members.

Thereafter, the Chairman suggested to the members that Directors' Report may be taken as read. The members agreed to the same and later, Sri. U. Vijaya Kumar, Manager (F&A) read out the Auditors' Report.

The Chairman informed the members that the all required Statutory Registers maintained by the Company as per provision of the Companies Act, 2013, of the Company are placed, kept open for inspection to the Members, during meeting. Thereafter, the Chairman briefly explained the highlights of the Company's operations and the future prospects.

The Chairman informed the members the electronic/ e-voting facility was offered to the Shareholders pursuant to Section 108 of Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014 and Smt. N. Madhavi was appointed as the Scrutinizer for the e-voting facility and also for the poll to be conducted at this meeting. The Chairman further stated that the results of e-voting will be announced after the completion of the poll voting procedure for the resolutions (ordinary/special) to be taken up as per agenda for this meeting.

Thereafter the Chairman proceeded with the agenda resolution items under Ordinary and Special business. Chairman requested the Members to propose/ second the resolutions in the agenda and informed that the poll ballot forms are to

be filled in by the Members and submitted to the scrutinizer for announcing the poll results after incorporating the e-voting results obtained earlier.

ORDINARY BUSINESS:

Ordinary resolutions

Item No.1: Consideration and adoption of Annual Accounts and Reports of Board of Directors and Auditors thereon.

"RESOLVED that the Audited Balance Sheet of the Company as at 31st March, 2014 and Statement of Profit and Loss for the period ended 31st March, 2014 together with the Directors' Report and the Auditors' Report thereon be and are hereby received, approved and adopted."

Resolution proposed by Sri.B.V.Sharma and seconded by Sri. Ramesh Shanker Golla.

Item No.2 : Declaration of Dividend:

"RESOLVED that pursuant to the recommendation of the Directors, a Dividend at the rate of Rs.1.80 per Share on the Equity Share Capital of the Company for the year ended 31st March, 2014 be and is hereby declared and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 30th July, 2014 and that the Dividend Warrants be posted within stipulated time to those Shareholders who are entitled to receive payment."

Resolution proposed by Sri.Ch.Ramaprasad and seconded by Sri. V.Seetha Ram Murthy.

Item No.3 . Appointment and remuneration of Statutory Auditors:

"RESOLVED THAT M/s. M.Anandam & Co., Secunderabad and M/s. Brahmayya & Co., Hyderabad, Chartered Accountants, the retiring Auditors be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 90th Annual General Meeting till the conclusion of the 93rd Annual General Meeting i.e. for 3 consecutive years commencing from this AGM at such remuneration as may be determined by the Board of Directors of the Company, in addition to payment for other services and reimbursement of actual out-of-pocket expenses, (subject to ratification of the appointment by the members at every AGM held after this AGM)."

Resolution proposed by Sri. P.Satyanarayana and seconded by Sri. Md.Afzal.

SPECIAL BUSINESS:

Ordinary resolutions

Item No.4 : Appointment of Sri. M. Ranganath Sai (DIN 00284202) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri.M.Ranganath Sai, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 95th Annual General Meeting of the Company in the calendar year 2019."

h

Resolution proposed by Sri. S.V.Gopi and seconded by Sri. M.V.S.R.Madhu.

Item No.5 : Appointment of Sri. R. Surender Reddy (DIN 00083972) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri.R.Surender Reddy, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, the Company has received a notice in writing from a member proposing his candidature for the office of Director, he and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 95th Annual General Meeting of the Company in the calendar year 2019."

Resolution proposed by Sri. P. Krishna Gopal and seconded by Sri. S.V.Gopi

Item No.6 : Appointment of Sri. Kapil Bhatia (DIN 00090776) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri. Kapil Bhatia, a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, the Company has received a notice in writing from a member proposing his candidature for the office of Director, he and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term up to the conclusion of the 95th Annual General Meeting of the Company in the calendar year 2019."

Resolution proposed by Sri. C.A. Ramprasad and seconded by Sri. S.V.Gopi

Item No.7 : Appointment of Sri. Keshav Bhupal (DIN 00123184) as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri.Keshav Bhupal, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07.02.2014, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 (1) of the Companies Act, 2013) 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 his candidature for the office of Director, he and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office for five consecutive years for a term up to the conclusion of the 95th Annual General Meeting of the Company in the calendar year 2019."

Resolution proposed by Sri. Krishna Gopal and seconded by Sri. S.V.Gopi

Item No.8 : Appointment of Sri. K. Kapil Prasad (DIN 02940558) as a Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri. K.Kapil Prasad, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 07.02.2014, in terms of Section 260 of the Companies Act, 1956 (corresponding to Section 161 (1) of the Companies Act, 2013) 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 his candidature for the office of Director, he and is hereby appointed as a Non-Executive Non- Independent Director of the Company subject to retirement by rotation."

H

Resolution proposed by Sri. S.V.Gopi and seconded by Sri. T.S.V.Ramu.

For the following item, Sri.Kapil Bhatia chaired the meeting as Sri. K.Harishchandra Prasad is an interested party and hence did not participate in the discussions.

Special Resolution :

Item No.9 : Re-Appointment of Managing Director

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Schedule V to the Act, as amended from time to time, the Company be and is hereby approves the re-appointment of Sri K.Harishchandra Prasad as the Managing Director of the Company, in supersession to the resolution passed by the shareholders of the Company at the 89th Annual General Meeting held on 3rd August 2013, with effect from 01.04.2014 for a transaction period of 3 years upon terms and conditions set out in the draft agreement submitted to this meeting, duly initiated by the Chairman for the purpose of identification, which agreement be and is hereby specifically approved with the liberty to the Board of Directors to alter and vary or increase the remuneration including salary, commission, perquisites within such prescribed limits and other terms and conditions of the said agreement in such manner as may be agreed between the Board of Directors and Sri K.Harishchandra Prasad."

Resolution proposed by Sri. C.A. Ram prasad and seconded by Sri. S.V.Gopi

Later, Shri. Kapil Bhatia requested Sri. K.Harishchandra Prasad to take over the Chairman's position to proceed with other items in the Agenda.

As all the issues on agenda are considered, the Chairman requested the scrutinizer to prepare and announce the poll results along with the e-voting results.

Total number of share holders participated in e-voting is 9 representing 213,918 equity shares.

Total number of share holders present at the Annual General Meeting 22(including 1 proxy) representing 2,93,280 equity shares.

Later, the Scrutinizer Smt. N.Madhavi announced that the poll cum e-voting results declaring that all the resolutions were passed unanimously. The combined results of e-voting and poll on the resolutions are as given below:

Resolution No.	Mode	Number of Valid votes	Favour		Against	
			Votes	% of total valid votes	Votes	% of total valid votes
1	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
2	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
3	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
4	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
5	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0

6	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
7	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
8	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0
9	Electronic	213918	213918	100	0	0
	Poll	293280	293280	100	0	0
	Total	507198	507198	100	0	0

The Chairman thanked all the members for their support and co-operation and thereafter the meeting was concluded.

Place: Hyderabad
Date: 16.08.2014

Handwritten Signature
CHAIRMAN OF THE MEETING