

REF: SRHHL/SEC/2015-16

29.04.2016

To
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
MUMBAI - 400 051

Dear Sir,

Sub:Submission of out come of Court Convened Extra ordinary General Meeting of
Equity Shareholders - Scheme of Arrangement -Reg

Ref: Scrip Code: SRHHYPOLTD

We are herewith submitting Minutes of Court Convened Extra ordinary General Meeting of Equity Shareholders and Scrutinizer's report with details of Voting results with regard to Scheme of Arrangement between M/s. Sree Rayalaseema Hi-Strength Hypo Limited and its four wholly owned Subsidiary companies.

This is for your kind information and records.

Thanking you.

Yours faithfully
For Sree Rayalaseema Hi-Strength Hypo Ltd


(V. Surekha)
Company Secretary
Encl: As above.



**CA. NIRMAL KUMAR REDDY. M**

B.Com., F.C.A., I.S.A., I.R.M.

CHARTERED ACCOUNTANT

Date of the AGM/ EGM	27 TH APRIL, 2016
Total number of Shareholders on record date	61640
No. of Shareholders present in the Meeting either in person or through proxy:	48
Promoters and Promoter Group:	8
Public	40

Agenda, To Approve Scheme of Arrangement

Resolution required :(Ordinary / Special)				Special				
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	0
	Poll	7314085	7314085	100	7314085	0	100	0
	Postal Ballot	815908	815908	100	815908	0	100	0
	Total	8129993	8129993	100	8129993	0	100	0
Public institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public - Non Institutions	E-Voting	16354	16354	100	16069	285	98%	2%
	Poll	39127	37314	96%	32120	5194	86%	14%
	Postal Ballot	7030	7030	100	6843	187	97%	3%
	Total	62511	60698	97%	55032	5666	91%	9%
Total		8192504	8190691	99.97%	8185025	5666	99.93%	0.07%



43-160-3A, N.R. Peta, KURNOOL. A.P. 518 004. Ph : 08518-227076
nirmalfca@gmail.com

Minutes of the Meeting of the Equity Shareholders of Sree Rayalaseema Hi-Strength Hypo Limited held on Wednesday, the 27th April 2016, at 10.00 A.M. at the Registered Office of Sree Rayalaseema Hi-Strength Hypo Limited, Gondiparla, Kurnool - 518004, convened as per the directions of the Hon'ble High Court Of Judicature at Hyderabad for the State of Telangana and State of Andhra Pradesh .

Present

Ms Ammaji Nettem Advocate, Chairperson appointed for the Meeting

Equity Shareholders 48 in numbers including 6 proxies

Special Invitee

Mr Praturi Raja	PRSV & Co., LLP , Chartered Accountants
Mr. M T Sreenivasa Rao	M/s S T Mohite & Co., Chartered Accountants & Statutory Auditors of the Company
Mr. N.V.Shravan Kumar	Advocate
Mr. M.Nirmal Kumar Reddy	Scrutinizer

In attendance

Mr. T G Bharath	Chairman & Managing Director and Member
Mr. Ifthekhar Ahmed	Chief Financial Officer
Ms. V Surekha	Company Secretary

Welcome Address

Ms. V Surekha, Company Secretary welcomed the Equity Shareholders. She introduced Ms Ammaji Nettem, Advocate, the Chairperson appointed for the Meeting by the Hon'ble High Court for State of Telangana and State of Andhra Pradesh in Company Application No. 306 of 2016.

Chairperson

Ms Ammaji Nettem , the Chairperson of the Meeting, occupied the chair and conducted the proceedings of the meeting.

Quorum

The Chairperson ascertained the quorum and declared that the meeting was properly constituted and called the meeting to order.

Chairperson's Address

The Chairperson welcomed all the Equity Shareholders and thanked them for attending the meeting. She informed that considering the Company Application No. 306 of 2016, the Hon'ble High Court for State of Telangana and State of Andhra Pradesh vide its Order dated: 15th March, 2016 had directed to convene the meeting of the Equity Shareholders of Sree Rayalaseema Hi-Strength Hypo Limited and appointed her as the Chairperson of the Meeting to conduct the said meeting. Accordingly, the notices convening the said meeting have been dispatched to all the Equity Shareholders on 26th March, 2016 and necessary publication has been made in two newspapers in Hyderabad Edition i.e in English Language in Business Standard and in Telugu Language in Andhra Bhoomi on 6th April, 2016, including Kurnool Edition.



Consideration of the Agenda of the Meeting

The Chairperson informed that the Agenda of this meeting was to consider and approve the Scheme of Arrangement with modifications between Sree Rayalaseema Hi-Strength Hypo Limited, (Demerged Company) and its four wholly owned Subsidiary Companies(Resulting companies) and their respective shareholders . The Notice of the Meeting of Equity Shareholders together with Explanatory Statement and Scheme of Arrangement was read out by the Chairperson at the meeting.

The Chairperson read out the following resolution.

The members present at this Court convened Extra Ordinary General Meeting suggested that the Appointed date of 1st September, 2015 be modified to 1st April, 2016 to have financial year as cut- off date to be co-terminus with the financial year as per the Companies Act and the income tax act for ease in accounting and various compliances . The valuation considered in the draft scheme will have insignificant impact if there is a change in appointed date. Consequently the date for obtaining all approvals as mentioned in the para 20.0 of the draft scheme be extended up to 31stDecember, 2016. With all other terms of the draft scheme remaining unchanged. After deliberations at the meeting by clarifying all the queries raised by the members and passed the following resolutions with the modifications embodied in it.

"RESOLVED THAT pursuant to sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4,2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21 ,2013, the observation letters dated 19.02.2016 issued by both BSE Limited and the National Stock Exchange of India Limited and relevant provisions of applicable laws , and subject to the approval of the High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh , the Scheme of Arrangement between Sree Rayalaseema Hi-Strength Hypo Limited (Demerged Company) and its four wholly owned subsidiary companies namely SRHHL Power Generation Private Limited (1st Resulting Company) , SRHHL Infrastructure Private Limited (2nd Resulting Company), T G V Infrastructure & Industrial Parks Private Limited (3rd Resulting Company) and Sri Vibhu Infrastructure Development Private Limited (4th Resulting Company) and their respective shareholders and creditors, be and is hereby approved with following modifications to draft Scheme of Arrangement :

- (1) Clause 1.6 of the draft Scheme shall be replaced and substituted by "Appointed date means April 1st, 2016 " and apply to the entire Scheme accordingly.
- (2) Duly extending the time from 31st March, 2016 to 31st December, 2016 for obtaining the approvals in terms of para 20.0 of the draft Scheme of Arrangement

and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh for the resolution with modification thereof while sanctioning the Scheme or by any other authorities under applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Demerged Company (herein referred to as the "Board", which term shall deem to include any



committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications/directions as may be required and/or imposed and /or permitted by the High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh while sanctioning the Scheme of Arrangement , or by any other authorities under applicable law."

The Chairperson invited the Equity Shareholders for any queries / seeking clarification / further explanation on the Scheme of Arrangement.

The Chairperson invited the Equity Shareholders to propose and second the resolution. Thereafter, Mr.Suresh Chand Jain and Mr. Shaik Iftekhar Ahmed , Equity Shareholders of the Company proposed and seconded the resolution respectively.

Poll

The Chairperson informed that as per the direction of the Hon'ble High Court for State of Telangana and State of Andhra Pradesh, the resolution has to be put to vote by Poll and had the poll procedure explained. The Chairperson appointed two Scrutineers . Mr.Eswarappa Saya and Mr. Shaik Iftekhar Ahmed for the Poll process and put the Resolution before the Equity Shareholders for voting by Poll. The Equity Shareholders cast their vote by poll.

Declaration of Poll Results

After counting of the votes polled, the Scrutinizer submitted the Scrutiny Report to the Chairperson . The Chairperson read the details of the Scrutiny Report, as under:

The total number of shareholders present in the meeting were 48 holding 8192504 shares . After taking into consideration of votes polled through postal ballot , E-voting and by poll at venue of the meeting, the details of total votes cast are as under:-

S.No	Particulars	Votes casted in favour	Votes casted against
1	E-voting	16,069	285
2	Postal Ballot	8,22,751	187
3	Physical voting at the venue of the meeting	73,46,205	5,194
	Total	81,85,025	5,666

Thereafter, the Chairperson declared that the resolution on Scheme of Arrangement including modifications between Sree Rayalaseema Hi-Strength Hypo Limited, (Demerged Company) and its four wholly owned Subsidiary Companies(Resulting companies)and their respective shareholders was carried out with requisite majority.



Vote of Thanks

The meeting concluded with a vote of thanks to the Chair by Mr. Ashok Shah .



**Ms Ammaji Nettem,
Advocate**

Chairperson, appointed for the meeting by Hon'ble High Court

Place: Kurnool

Date: 27th April, 2016 at 6.00 P.M.