



Date: 11/04/2017

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051
Stock Code: DCHL

Dear Sirs,

Sub: Regulations 30 and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the Extraordinary General Meeting dated 20th March, 2017

We, SREI Infrastructure Finance Limited (“SIFL”) had sent a valid requisition dated 20th December 2016 (“**Requisition**”) to Deccan Chronicle Holdings Limited (“**Company**”) under Section 100(2)(a) of the Companies Act, 2013 for convening an Extraordinary General Meeting (“**EGM**”).

Even though the Company received the Requisition on 23rd December, 2016, the Company has been unable to convene the EGM in terms of the Requisition within the statutorily prescribed time. Accordingly SIFL convened an EGM of the Company in terms of Section 100(4) of the Companies Act, 2013 on 20th March, 2017 at 11:00 AM at Basera Hotel, S.D Road, Secunderabad, Telengana.

SIFL as the requisitionist, is submitting herewith the details regarding the proceedings of the EGM held on 20th March, 2017 at 11:00 AM at Basera Hotel, S.D Road, Secunderabad, Telengana. The details of the EGM proceedings are enclosed as **Annexure I**.

The details relating to the appointment of directors have been attached in **Annexure II**.

We are furnishing in the attached **Annexure III**, the voting results of the EGM and a copy of the report of the scrutinizer is also attached as **Annexure IV**.

You are requested to kindly acknowledge receipt and take the same on record.

Yours sincerely,

For and on behalf of **SREI INFRASTRUCTURE FINANCE LIMITED**

(Authorised Signatory)

Encl.: As stated

Srei Infrastructure Finance Limited

CIN: L29219WB1985PLC055352

Registered Office : 'Vishwakarma' 86C, Topsia Road (South), Kolkata - 700 046

Tel.: +91 33 22850112-15, 61607734 Fax: +91 33 2285-8501/7542

Email: corporate@srei.com Website: www.srei.com

Annexure I

MINUTES OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF DECCAN CHRONICLE HOLDINGS LIMITED (COMPANY) HELD ON MONDAY, THE 20TH MARCH, 2017 AT 11.00 A.M AT BASERA HOTEL, S. D ROAD, SECUNDERABAD-500003, TELANGANA, CONVENED BY SREI INFRASTRUCTURE FINANCE LIMITED (SIFL) UNDER SECTION 100 (4) OF THE COMPANIES ACT, 2013.

Members Present:

Present in person including representatives of Companies : 87
Present through Proxies : 08

At 11 a.m upon the commencement of the meeting the requisite number of members to constitute quorum (i.e. 30 members personally present) were present at the venue of the meeting. Despite notice having been issued to all directors of the Company, no directors were present at the venue. Therefore, in accordance with (i) Article 81 of the Company's Articles of Association; and (ii) the Secretarial Standards on General Meetings; , by a show of hands the members present at the meeting elected one of the members of the Company, **Mr. Anil Kumar Agarwal**, to act as the Chairman for the meeting, and to conduct the proceedings of the meeting. Thereafter, **Mr. Anil Kumar Agarwal** occupied the Chair to conduct the proceedings.

- The Chairman declared that the required quorum was present, and called the meeting to order.
- The Chairman appointed Mr. R. Sivaram Reddy and Mr. Gopireddy Malyadri, Partners of SGP & Associates, Company Secretaries as Scrutinisers to provide a report on the proceedings and results of voting on various resolutions moved at the meeting.
- With the consent of the members present, the notice of the meeting was taken as read.

1. To discuss the performance of the Company and assess current financial status of the Company:

The members discussed that they had limited visibility regarding the financial status of the Company and no authentic information regarding the current financial status of the Company was available to them. The shareholders deliberated that Srei Infrastructure Finance Limited ("SIFL"), being the shareholder who had requisitioned the present meeting, should be designated on behalf of the members, to seek information regarding the present financial status of the Company.

Further to this discussion, Mr. Srikanth, member, proposed and Mr. Yadagiri Navathu, member, seconded the following resolution as an **Ordinary resolution**:

RESOLVED THAT approval of the members be and is hereby accorded to Srei Infrastructure Finance Limited to seek information regarding the financial performance, accounts, revenue and operations of the Company in order to assess current financial status of the Company on behalf of all the members of the Company.

On being put to vote by the Chairman, the above resolution was passed by the requisite majority of the members by way of show of hands.

2. To understand and assess all critical legal cases initiated by/ against the Company.

The members discussed that, as mentioned in the notice convening the meeting, it was a matter of public knowledge and has been widely reported in the media that a number of significant legal proceedings are pending against the company and some of its directors.



Information regarding the status and impact of these legal proceedings is not available to the shareholders on account of the Company not having finalized its annual accounts and not having made requisite filings with the stock exchanges.

The shareholders deliberated that SIFL, being the shareholder who had requisitioned the present meeting, should be designated on behalf of the members, to seek information regarding the present status of the legal cases initiated by/against the Company

Further to this discussion, Mr. Alluri Ashok Kumar, member, proposed and Mr. Vinita Khedwal, member, seconded the following resolution as an **Ordinary resolution**.

***RESOLVED THAT** approval of the members be and is hereby accorded to Srei Infrastructure Finance Limited, to seek information regarding all critical legal cases initiated by / against the Company from the Company on behalf of the members to understand and assess their impact on the Company and its shareholders.*

On being put to vote by the Chairman, the above resolution was passed by the requisite majority of the members by way of show of hands.

3. To assess the long term viability and quick resolution of the financial situation and course of action available to the company.

The members discussed that it was a matter of public knowledge that the Company's operations had been adversely affected over the past few years and if the existing state of affairs continued, there was a real and imminent threat of the Company going into liquidation. In this context it was imperative for the members to obtain information regarding the proposals to ensure the Company's long term viability.

The shareholders deliberated that SIFL, being the shareholder who had requisitioned the present meeting, should be designated on behalf of the members, to seek information regarding steps being taken to resolve the financial situation of the Company and ensure its long term viability.

Further to this discussion, Mr. Sunil Kumar Agarwal, member, proposed and Mr. Srikanth, member, seconded the following resolution as an **Ordinary resolution**.

***RESOLVED THAT** approval of the members be and is hereby accorded to Srei Infrastructure Finance Limited to obtain information from the Company regarding the proposals for quick resolution of the financial situation of the Company on behalf of the members of the Company, and the course of action available or proposed to be taken by the Company for a quick resolution of its financial distress.*

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.

4. Appointment of Mr. Manoj Mohanka (DIN: 00128593) as Director of the Company:

As mentioned in the notice convening the meeting, the members discussed that in order to bring about a revival of the operations of the Company and provide it assistance with respect to financial discipline, business management and manpower management new directors be appointed in order to strengthen the management of the Company and bring about more professionalism.

Further to this discussion, Mr. Jagjit Singh Ahuja, member, proposed and Mr. Sanjay Kumar Khedwal, member, seconded the following resolution as an **Ordinary resolution**:



RESOLVED THAT pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Manoj Mohanka (DIN: 00128593), be and is hereby appointed as a Director of the Company, subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.

RESOLVED FURTHER THAT the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Manoj Mohanka as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP-1 disclosing interest of the Director as submitted by Mr. Manoj Mohanka, be and are hereby noted by the shareholders.

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.

5. Appointment of Ms. Sabina Inderjit (DIN: 00192235) as Director of the Company:

In continuation of and further to the discussions of the members regarding the requirement to appoint new directors to the board of directors of the Company, Mr. Purushottam Lal Agarwal, member, proposed and Mr. S.K. Srinivasulu, member, seconded the following resolution as an Ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Ms. Sabina Inderjit (DIN: 00192235), be and is hereby appointed as a Director of the Company subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.

RESOLVED FURTHER THAT the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Ms. Sabina Inderjit as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP-1 disclosing interest of the Director as submitted by Ms. Sabina Inderjit, be and are hereby noted by the shareholders.

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.



6. Appointment of Mr. Shamik Roy (DIN: 00165895) as Director of the Company:

In continuation of and further to the discussions of the members regarding the requirement to appoint new directors to the board of directors of the Company, Ms. Lakshmi Narayan, member, proposed and Mr. Diwakar, member, seconded the following resolution as an **Ordinary resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Shamik Roy (DIN: 00165895), be and is hereby appointed as a Director of the Company subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.

RESOLVED FURTHER THAT the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Shamik Roy as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP-1 disclosing interest of the Director as submitted by Mr. Shamik Roy, be and are hereby noted by the shareholders.

One of the members present stated that the explanatory statement issued with the notice convening the present meeting had omitted to mention Mr. Shamik Roy's Director Identification Number ("DIN"). The members were informed by representatives of SIFL (the shareholder who had issued the notice and requisitioned the present meeting) that Mr. Shamik Roy possessed a DIN on the date of the issue of the notice, however the DIN had been inadvertently omitted from the explanatory statement. The meeting resumed thereafter.

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.

7. Appointment of Mr. Prashant Mustii (DIN: 07744655) as Director of the Company:

In continuation of and further to the discussions of the members regarding the requirement to appoint new directors to the board of directors of the Company, Ms. Aruna Khedwal, member, proposed and Mr. Sunil Kumar Agarwal, member, seconded the following resolution as an **Ordinary resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152, and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Prashant Mustii (DIN: 07744655), be and is hereby appointed as a Director of the Company subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard."

RESOLVED FURTHER THAT the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the



Ministry of Corporate Affairs for the purpose of the appointment of Mr. Prashant Mustii as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP-1 disclosing interest of the Director as submitted by Mr. Prashant Mustii, be and are hereby noted by the shareholders.

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.

8. Appointment of Mr. Dipen Chatterjee (DIN: 07746948) as Director of the Company:

In continuation of and further to the discussions of the members regarding the requirement to appoint new directors to the board of directors of the Company, Mr. Sanjay Kumar Khedwal, member, proposed and Mr. Ajay Kumar Khedwal, member, seconded the following resolution as an **Ordinary resolution**:

RESOLVED THAT pursuant to the provisions of Sections 152 and 160 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Dipen Chatterjee (DIN: 07746948), be and is hereby appointed as a Director of the Company subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.

RESOLVED FURTHER THAT the Company Secretary and all the Directors be and are hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs for the purpose of the appointment of Mr. Dipen Chatterjee as a Director of the Company, and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies in this regard, and to make necessary changes in the register of directors and key managerial personnel of the Company.

RESOLVED FURTHER THAT, the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8, and Form MBP-1 disclosing interest of the Director as submitted by Mr. Dipen Chatterjee, be and are hereby noted by the shareholders

On being put to vote by the Chairman, the above resolution was passed by a requisite majority of the members by way of show of hands.

The meeting was terminated at 11:35 a.m. with a vote of thanks to the Chair.

Place: SECUNDERABAD
Date: 21.03.2017


ANIL KUMAR AGARWAL
CHAIRMAN

Annexure II
Change in directors — details

Sl No.	Name of Director	Reason for change	Date of appointment and term	Brief Profile	Relationships between directors
1.	Manoj Mohanka	Appointment	Subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.	Mr. Manoj Mohanka is an Indian citizen aged about 53 years and holds a Master's degree with a major in strategic marketing from National University of Ireland and is also a Chevening Scholar from London School of Economics. He has over 25 years of experience in business across industry with a focus on finance and marketing. He was the Chairman of the board of directors of Network 18 Media and Investments Limited as well as TV18 Broadcast Ltd for about five (5) years and also Chairman of the Audit Committee of both Network 18 Media and Investments Limited and TV18 Broadcast Ltd for well over a decade. He presently serves on several corporate boards, both in India and abroad, as an independent director. He has been President of Calcutta Chamber of Commerce and is on Board of Governors of Mano Vikas Kendra, a not for profit school for special needs children.	No relationship
2.	Sabina Inderjit	Appointment	Subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard	Ms. Sabina Inderjit is a senior journalist based in New Delhi and is Associate Editor, India News & Feature Alliance (INFA), an independent syndicate, founded by her grandfather Late Durga Das in 1959. It specifically caters to the regional and vernacular press to build public opinion and strengthen India's democracy. She did her schooling at Modern School, Barakhamba Road, Delhi, graduated from Lady Shri Ram College, Delhi University in Political Science (Hons) and has a diploma in mass media from the esteemed Indian Institute of Mass Communications, Delhi. Following her training with India's leading daily, The Times of India, in Mumbai, she joined the paper in Delhi in 1984 and was its Special Correspondent for many years covering social, health and political issues, including India's Parliament, Union Home Ministry among others, Election Commission, Jammu & Kashmir among other States. Other than	No relationship

				her passion for independent journalism, Sabina has for decades been involved with the journalists' rights and upholding press freedom. She is an active member of the journalists' trade union movement both in the country and abroad. She has served as a Member, Press Council of India for two terms (1998-2004) representing the working journalists in India and is Vice President of the largest Indian journalist union, the Indian Journalists Union as well as the worldwide journalist unions body International Federation of Journalists, with its headquarters in Brussels. She is also associated with the IC Centre for Governance, a civil society organization dedicated to collective thinking and advocacy on issues of transparency and accountability in public governance in India. Sabina is widely travelled both in India and abroad.	
3.	Shamik Roy	Appointment	Subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.	Mr. Shamik Roy has more than three decades of experience, having worked in Banks, Asset Reconstruction and Infrastructure Finance companies. Mr. Shamik has extensive experience in credit risk, project financing, asset financing, capital funding, stressed asset management, valuation and disinvestment, finance and accounts. Mr. Shamik was associated as the President and Group CFO of Punj Lloyd Limited. He was also associated as the VP and Group CFO of Shreyans Group. He was with Barclays Bank PLC as Pan India Director and Head of Credit Risk Group. He was also a DGM with IDBI Bank Limited. He was the Senior Vice President with International Asset Reconstruction Company Private Limited. His previous employer also includes State Bank of India and HCC Concessions.	No relationship
4.	Prashant Mustii	Appointment	Subject to approval from the Hon'ble National Company Law Tribunal and with	Mr. Prashant Mustii aged 40 years has done his Post Graduate Diploma in Business Management in Finance & Information Systems from Institute of Public Enterprise, Hyderabad. He has more than 16 years of experience in the Financial Services Industry in areas of Corporate Banking, Project Finance; Corporate Finance; Depository Services having worked in companies such as	No relationship

			effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.	Stock Holding Corporation of India; HDFC Bank; ICICI Bank; TATA Capital Ltd and SREL. He has experience in business development in the South Indian market with clients such as GMR, GVK, India Cements, NCC, Shriram Group; Navayuga; Health Care Group; among others. He brings to the table varied experience ranging from forging of business relations; assessing of business opportunities and risk assessment.	
5.	Dipen Chatterjee	Appointment	Subject to approval from the Hon'ble National Company Law Tribunal and with effect from such date as the Hon'ble National Company Law Tribunal may direct in this regard.	Mr. Dipen Chatterjee, aged about 33 years and has 10 years of experience in the legal profession. Presently he is Principal Associate of Khaitan & Co., and based out of Kolkata office of the firm. He is primarily a corporate lawyer and member of the corporate and capital markets team. He focuses his expertise on corporate and capital markets transactions such as acquisitions, public issues, private placements, takeovers, strategic alliances, private equity investments, debt financing, joint ventures and general corporate law advisory. Dipen is also experienced in handling litigation before various fora in the field of corporate and commercial laws. Dipen is an active participant in relation to the business development activities of the firm, which includes attending and/or giving presentations before various chambers of commerce, etc.	No relationship

Annexure III
Regulation 44(3) report

Date of the EGM	20 th March, 2017
Total number of shareholders as on record date	50,406 shareholders as of cut-off date i.e., 15 th March, 2017
No. of shareholders present in the meeting either in person or through proxy:	
Promoters & Promoter Group:	Nil
Public:	87 (members) & 08 (proxies)
No. of shareholders attending the meeting through video-conferencing:	Video conferencing facility was not provided.

Agenda-wise Disclosure

Voting Results

Item No.	Particulars	Resolution	Mode of Voting	Remarks	Whether promoter/promoter group are interested in the agenda/resolution?
1.	To discuss the performance of the Company	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
2.	To understand and assess all critical legal cases initiated by/against the Company	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
3.	To assess the long term viability and quick resolution of the financial situation and course of action available to the Company	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
4.	Appointment of Mr. Manoj Mohanka as director	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.

5.	Appointment of Ms. Sabina Inderjit as director	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
6.	Appointment of Mr. Shamik Roy as director	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
7.	Appointment of Mr. Prashant Mustii as director	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.
8.	Appointment of Mr. Dipen Chatterjee as director	Ordinary	Show of hands	The resolution was passed by a requisite majority of the Members by way of show of hands	N.A.

Report of Scrutinizers

Date: 21.03.2017

To,
The Chairman - Appointed by members for Extra-Ordinary General Meeting of
Deccan Chronicle Holdings Limited,
Regd Off: No.36,
Sarojini Devi Road,
Secunderabad-500003,
Telangana.

Dear Sir,

Sub : Report of Scrutinizers on the voting of members by show of hands at the Extra-Ordinary General Meeting (EGM) of Deccan Chronicle Holdings Limited (Company) held on 20th March 2017 at 11 a.m conducted by SREI INFRASTRUCTURE FINANCE LIMITED (SIFL) under section 100 (4) of the Companies Act,2013.

We, Mr. R. Sivaram Reddy and Mr. Gopireddy Malyadri, Partners of SGP & Associates, Company Secretaries, having its office at Plot No. 114/A, Gayathri Nilayam, MLA Colony, Road No. 12, Banjara Hills, Hyderabad - 500034, Telangana, were appointed by the Chairman of the meeting as Scrutinizers for the purpose of scrutinizing the voting pattern of the members by show of hands at the Extra-Ordinary General Meeting of Deccan Chronicle Holdings Limited held on 20th March 2017 at 11 a.m conducted by SREI INFRASTRUCTURE FINANCE LIMITED (SIFL) under section 100 (4) of the Companies Act,2013.

We, SGP & Associates, Company Secretaries (Scrutinizers) herewith submit our report on the voting pattern of the Company at the EGM held on 20.03.2017 at Basera Hotel, S.D.Road, Secunderabad, Telangana, as under:

1. As per the attendance register of members and proxies available at the venue of EGM, 87 members were personally present and 8 proxies were present at 11 a.m at the meeting venue. As no directors were present and the requisite quorum of 30 members personally present at the meeting at 11 a.m, the members among themselves elected Mr.Anil Kumar Agarwal, one of the members of the Company to act as Chairman for the meeting and to conduct the proceedings of meeting under article 81 of the Articles of Association of the Company.
2. The representative of SIFL explained that since the Company has not responded and convened the EGM to the requisition letter dated 20.12.2016 under section 100(2)(a) within the prescribed time, the SIFL convened the EGM in terms of section 100(4) of the Companies Act,2013 to seek the members approval for all the items mentioned in the notice of EGM dated 27.02.2017.

Sivaram

Malyadri



SGP & Associates, Company Secretaries

Plot No 114/A, Gayathri Nilayam, MLA Colony, Road No 12, Banjara Hills Hyderabad - 500 034, Telangana
Tel : 040 - 2332 4466/77, Email: sivaram@sgpassociates.com website: www.sgpassociates.com

3. The Chairman, Mr. Anil Kumar Agarwal, elected by way of show of hands of the members present at the venue, proceeded to conduct the business. The Chairman informed the members that since the Registrar and Share Transfer Agent of the Company did not provide the updated shareholders information required for the remote e-voting as well as conducting poll at the meeting, the resolutions specified in the notice calling the meeting were put to the members present at the meeting for voting by show of hands and were carried out in the presence of the scrutinizers. The results of voting by show of hands are as follows:

Item/Resolution Number in the Notice of EGM	Particulars of Business/Resolution mentioned in the notice of EGM	Details of item/resolution proposed and seconded	Vote For/ Against the business/ resolution
1	To discuss the performance of the Company	Proposed by: Mr. Srikanth Seconded by: Mr. Yadagiri Navathu	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
2	To understand and assess all critical legal cases initiated by/against the Company	Proposed by: Mr. Alluri Ashok Kumar Seconded by: Ms. Vinita Khedwal	Requisite majority Members voted in favour of the resolution/ item
3.	To assess the long term viability and quick resolution of the financial situation and course of action available to the Company	Proposed by: Mr. Sunil Kumar Agarwal Seconded by: Mr. Srikanth	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
4.	Appointment of Mr. Manoj Mohnka (DIN:00128593) as Director	Proposed by: Mr. Jagjit Singh Ahuja Seconded by: Mr. Sanjay Kumar Khedwal	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
5.	Appointment of Ms. Sabina Inderjit (DIN:00192235) as Director	Proposed by: Mr. Purushottam Lal Agarwal Seconded by: Mr. S.K. Srinivasulu	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
6.	Appointment of Mr. Shamik Roy (DIN: 00165895) as Director	Proposed by: Ms. Lakshmi Narayan Seconded by: Mr. Diwakar	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
7.	Appointment of Mr. Prasant Mustii (DIN:07744655) as Director	Proposed by: Ms. Aruna Khedwal Seconded by: Mr. Sunil Kumar Agarwal	Requisite majority Members voted in favour of the resolution/ item by way of show of hands
8.	Appointment of Mr. Dipen Chatterjee (DIN:07746948) as Director	Proposed by: Mr. Sanjay Kumar Khedwal Seconded by: Mr. Ajay Kumar Khedwal	Requisite majority Members voted in favor of the resolution/ item by way of show of hands

[Signature]



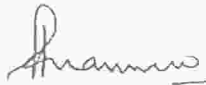
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4. As the KARVY did not co-operate, we have not verified the signatures of the members with the specimen signatures of the members maintained by the KARVY.
5. The Attendance/Proxy registers and all other relevant records were handed over to the Chairman for safe keeping.

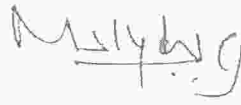
Thanking you,

Yours faithfully,

For SGP & Associates,
Company Secretaries



R.SIVARAM REDDY



GOPIREDDY MALYADRI

SCRUTINIZERS

