TGV GROUP

SREE RAYALASEEMA HI-STRENGTH HYPO LTD.

MINUTES OF SEVENTH ANNUAL GENERAL MEETING OF SREE RAYALASEEMA HI- STRENGTH HYPO LIMITED HELD ON FRIDAY, 28TH DECEMBER, 2012 AT REGD OFFICE: GONDIPARLA. KURNOOL - 518004 AT 11 A M

PRESENT:

Sri T G Bharath	Chairman and Managing Director
Sri P T Reddy	Director (Audit Committee Chairman)
Dr A H Praveen	Director

ALSO PRESENT:

Sri M T Sreenivasa Rao	Statutory Auditor
Sri A Sambasiva Rao	C G M (F&A)
Smt V Surekha	Company Secretary

And total 24 members were present including 10 members by proxy. This is as per the Attendance Register of the Annual General Meeting of the Company.

Smt V Surekha , Company Secretary invited Sri T G Bharath, Chairman and Managing Director of the Company to occupy the Chair on dais. Directors and Statutory Auditor were invited on to the dais.

The Chairman verified whether the quorum was present and after satisfying himself announced that the Meeting has quorum and called the Meeting to order.

The Notice of the Meeting was taken as read with the permission of the Members present.

The Chairman speech covered the topics such as Economy, Performance of the Company, Future Growth , Scheme of Arrangement etc. While concluding his speech he thanked one and all for the progress of the Company.

FIRST ITEM OF AGENDA :

ADOPTION OF ACCOUNTS

The Chairman invited the Members for any clarifications from Annual Accounts and chairman's speech. All the queries raised during the discussion were answered to the satisfaction of the members. Then he moved the following resolution for adoption of Annual Accounts for members approval .

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)
Company Secretary

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"RESOLVED THAT the Balance sheet as at 31st March, 2012 and Statement of Profit & Loss Account for the period ended 31st March, 2012 together with the notes attached thereto and Cash Flow Statement and the Report of the Auditors and the Report of the Directors to the Shareholders be and are hereby adopted."

Proposed by : Rajendra D Momaiyah (Client Id No 1601010000007403)
Seconded by : Sree Rayalaseema Galaxy Projects Pvt Ltd (Client ID 21365682)

The chairman put the motion to vote by show of hands. The Chairman declared that the resolution was passed Unanimously.

SECOND ITEM OF AGENDA :

The Chairman proceeded with the second item of Agenda was that Mr P T Reddy , Director of the Company , whose directorship is due for retirement by rotation and being eligible for reappointment has given his consent for reappointment.

Then he moved the following Ordinary Resolution for members approval .

"RESOLVED THAT Mr P T Reddy , the retiring Director be and is hereby appointed as a Director of the Company , whose office is liable for determination by rotation."

Proposed by : Sree Rayalaseema Alkalies & Allied Chemicals Ltd (Client ID 20160832)
Seconded by: T G V Securities Pvt Limited (Client ID 21450898)

The chairman put the motion to vote by show of hands. The Chairman declared that the resolution was passed Unanimously.

THIRD ITEM OF AGENDA :

APPOINTMENT OF DIRECTOR

The Chairman proceeded with the third item of Agenda is that Sri D V Narendra Babu , Director of the Company whose directorship is due for retirement by rotation and being eligible for reappointment has given his consent for reappointment.

Then he moved the following Ordinary Resolution for members approval .

"RESOLVED THAT Sri D V Narendra Babu , the retiring Director be and is hereby appointed as a Director of the Company , whose office is liable for determination by rotation."

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)
Company Secretary

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Proposed by : Brilliant Bio-Pharma Ltd (Client ID 20407028)
Seconded by : Sree Rayalaseema Dutch Kassenbouw Pvt Ltd (Client ID No 21365699)

The chairman put the motion to vote by show of hands. The Chairman declared that the resolution was passed Unanimously.

FOURTH ITEM OF AGENDA :

APPOINTMENT OF STATUTORY AUDITORS

The Chairman informed the members about the reappointment of Statutory auditors M/s S T Mohite & Co., and moved the following ordinary resolution for members approval.

"RESOLVED THAT the retiring Auditors M/S S T Mohite & Co., Chartered Accountants, Hyderabad be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration as decided by the Board of Directors as Audit Fee exclusive of reimbursement of out of pocket expenses."

Proposed by : Ashok M Shah (Client ID No 12045200000037075321 4)
Seconded by : Rajendra D Momaiyah (Client Id No 1601010000007403)

The chairman put the motion to vote by show of hands. The Chairman declared that the resolution was passed Unanimously.

SPECIAL BUSINESS

FIFTH ITEM OF AGENDA

ISSUE OF SHARES UNDER PREFERENTIAL ALLOTMENT

As Mr T G Bharath ,Chairman & Managing Director was interested in this item , he vacated the Chair and Mr P T Reddy , Director occupied the Chair and conducted the meeting.

The Chairman informed the members that the relevant date for preferential issue is 27th November, 2012 in place of 28th November, 2012 as 28th was holiday for BSE & NSE and the same was communicated by the Stock Exchange officials . The minimum price of issue is Rs. 54.62/- instead of Rs. 55.74 /- as mentioned in the notice of the meeting.

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)
Company Secretary

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Sri P T Reddy informed that the Board of Directors in their meeting held on 28.11.2012 had decided to allot convertible warrants under preferential issue to M/S Gowri Gopal Hospitals (P) Ltd . The proceeds of this issue will be utilized for augmenting working capital requirements of the Company .

Then he moved the following Special Resolution for allotment of Convertible Warrants under preferential issue for members approval .

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provision, if any, of the Companies Act,1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of Guidelines for Preferential issues contained in Chapter VII of the Securities and Exchange Board of India ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions of SEBI including any amendment(s) to or re-enactment thereof and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as the "the appropriate authorities") and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee duly constituted by the Board or any Committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot 7,35,830 convertible warrants of face value of Rs.10/- each at an issue price of Rs. 54.62/- per convertible warrant (including premium of Rs. 44.62/- per warrant) computed in accordance with SEBI (ICDR) Regulations, 2009 to M/S Gowri Gopal Hospitals Pvt. Ltd. , one of the promoters of the Company on preferential basis and convertible in equal number of equity shares within a period not exceeding 18 months from the date of allotment of convertible warrants ."

"RESOLVED FURTHER THAT each of the aforesaid convertible warrants be converted into one fully paid-up Equity Share at an issue price of Rs. 54.62 (Including premium) at the option of the holder at anytime within 18 months from the date of issue."

"RESOLVED FURTHER THAT the "Relevant Date" for above mentioned preferential issue as per SEBI (ICDR) Regulations, 2009 for the determination of applicable price for Equity Shares is 27th November , 2012 being the date 30 days prior to the date of passing of this resolution."

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)
Company Secretary

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"RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of convertible warrants and allotted in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (including its committee) be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue or allotment of aforesaid Securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and matters that may arise in the proposed issue, offer and allotment of the securities, utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board, in its absolute discretion, may deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard for the purpose of giving effect to this resolution in the interest of the company at any stage without requiring the Board to seek any further consent or approval of the Members."

"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 any other Director(s) or the Company Secretary or executive(s) / officer(s) of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings etc .,as may be necessary to give effect to the aforesaid resolution. "

Proposed by: Amit D Anam (Client ID No.1201090004914049)
Seconded by : Vinay P Hendve (Client ID No 1203320007977854)

The chairman put the motion to vote by show of hands. The Chairman declared that the resolution was passed Unanimously.

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

For Sree Rayalaseema Hi-Strength Hypo Ltd.,

V. Surekha

(V. Surekha)
Company Secretary

Sd/-

T G BHARATH
CHAIRMAN OF THE MEETING