CIN : L27109TG1989PLC010654

SATHAVAHANA ISPAT LIMITED

Regd. Off. : 505, Block 1, Divyashakti Complex, Ameerpet, Hyderabad - 500 016.
Phones : 23730812,3,4 Fax : +91-40-23730566 E-mail : info@sathavahana.com
web : www.sathavahana.com

REF: SIL/SEC/2019

October 5, 2019

To, Bombay Stock Exchange Limited, Corporate Relationship Department, P J Towers, New Trading Ring Rotunda Building, Dalal Street, **MUMBAI – 400 001.**	To, National Stock Exchange of India Limited, Listing Department, Regd. Office: "Exchange Plaza", Bandra Kurla Complex, **MUMBAI -400 051.**
STOCK CODE: 526093	**STOCK CODE: SATHAISPAT**

Dear Sir/Madam,

Sub: ***Minutes of 30th Annual General Meeting of the Company-reg***

In reference to the above, please find enclosed herewith a copy of the minutes of 30th Annual General Meeting.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Sathavahana Ispat Limited**

A.Sainath
Company Secretary

SATHAVAHANA ISPAT LIMITED HYD

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EXTRACTS OF MINUTES OF 30TH ANNUAL GENERAL MEETING OF SATHAVAHANA ISPAT LIMITED HELD ON MONDAY THE 30TH DAY OF SEPTEMBER, 2019 AT 03.00 P.M AT SRI SAGI RAMAKRISHNAM RAJU COMMUNITY HALL, MADHURA NAGAR, HYDERABAD-500038

DIRECTORS PRESENT:

Shri K. Thanu Pillai	Chairman
Shri A.S. Rao	Executive Vice Chairman
Shri Syed Anis Hussain	Independent Director
ShrI S.N Rao	Independent Director
Shri A.Naresh Kumar	Managing Director
Smt Latha Pamula	Independent Director
Shri Yeda Kiran Kumar	Small Shareholder Director
Shri Ramana Kumar Davuluri	Executive Director

IN ATTENDANCE:

Shri A.Sainath	Company Secretary
Shri V.S.R.K Hanuman	Chief Financial Officer

SPECIAL INVITEES:

Shri Majeti Kiran	Statutory Auditor
Shri Hanumanta Raju	Secretarial Auditor

Shri A.Sainath, Company Secretary welcomed the members to the 30th Annual General Meeting of the Company. The Company Secretary introduced the Directors and the Auditors on the dais to the members. Company Secretary called the meeting to order and announced that the requisite quorum was present for the meeting.

Company Secretary informed that the registers, documents, the Independent Auditors' Report, Secretarial Audit Report in Form MR-3, as prescribed in the Companies Act 2013 are available for inspection.

Works : (1) Haresamudram Village, Bommanahal Mandal, Anantapur Dist. (2) Kudithini Village, Kurugodu Road, Bellary Dist. Karnataka State
Bellary Office Phones : 242355, 242455, 242655 Fax : 08392 - 242955

The Company Secretary then handed over the proceedings to the Chairman of the meeting to conduct the business.

The Chairman then, with the consent of the shareholders announced that the notice of the 30th Annual General Meeting as already circulated amongst the members, was taken as read.

The Chairman Announced that total 255 (including 2 Promoters) members present in the meeting and 601(including 6 proxies related to promoters) proxies were registered as per the provisions of Companies Act 2013.

The Chairman then addressed the members, statement of which was circulated to the members present, highlighting the economic and industrial scenario, performance of the Company, reasons for not considering the dividend, outlook for industry as well as of the Company etc.

The Chairman later invited Shri A.Naresh Kumar, Managing Director to read the Directors' Report to the Shareholders. The Directors' Report was taken as read with the permission of the Shareholders.

The Chairman then called on the Managing Director to give brief on the industrial scenario, performance specifics of the Company etc. The shareholders also wanted to know the status of restructuring plan of the company pending before the bankers and the other plans in the eventuality of restructuring plan not going through with the banks and chances of going to NCLT. Shri Naresh Kumar explained at length the contours of the restructuring plan and its proposal inter alia that the proposal involves increased repayment schedules and do not envisage haircuts to the banks as also there is a recompense clause towards the marginal sacrifices made by the banks. Managing director also informed the members regarding the agreement entered by Company with Jindal Saw limited, Shareholders raised few queries with respect to agreement, which were answered by Shri A.Naresh Kumar, Managing Director.

The Chairman then announced that the business as given in the Notice be taken up for approval of the Shareholders. The Chairman called on the Company Secretary to read out the items listed in the business. The Company Secretary read out the following resolutions while explaining the content of each resolution.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2019 along with the Reports of Directors and Auditors thereon.

To appoint a Director in place of Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) who retires by rotation and

being eligible, offers himself for reappointment as Director.

3. To Re-appoint Shri S.N.RAO (DIN: 00116021) as Independent Director for Second Term.

4. To appoint Shri RAMANA KUMAR DAVULURI (DIN-01713259) as Executive Director (Operations).

SPECIAL BUSINESS:

5. To re-appoint Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) as Managing Director and fix his remuneration as a **SPECIAL RESOLUTION**.

6. To appoint Shri Ramana Kumar Davuluri (DIN-01713259) as Executive Director (Operations) and fix his remuneration as a **SPECIAL RESOLUTION**

7. To approve the appointment and fix remuneration payable to Cost Auditors, M/S.NAGESWARA RAO & CO., (Firm's Registration Number: 000332) for the year ending 31st March 2020 as an **ORDINARY RESOLUTION**

The Chairman then announced that the voting on resolutions by show of hands will not be allowed as mandated by the Companies Act 2013. He then requested the shareholders who have not cast their vote in e-voting or through Physical Ballot Paper to cast their vote through Ballot paper available at the Ballot box in the hall. He later informed that the voting results of the Annual General Meeting would be announced and disseminated within 48 hours.

VOTE OF THANKS:

After carrying out all the business listed in the Notice the Chairman once again thanked all the members and called on the Company Secretary to propose vote of thanks.

The Company Secretary conveyed seasonal greetings to the members on behalf of the Company, Board of Directors and on his own behalf. The meeting concluded thereafter at 4.00 pm.

D. Hanumanta Raju & Co., Practicing Company Secretaries, Hyderabad, the Poll Scrutinisers, submitted the voting results and the same were approved by the Chairman. The Voting results of the Annual General Meeting based on the Report of Scrutiniser (s) were declared on 1st October 2019 and the following resolutions were accordingly considered as passed:

SATHAVAHANA ISPAT LIMITED * HYD *

1. **To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2019 along with the Reports of Directors and Auditors thereon.**

Type of Resolution: Ordinary, passed with 99.9966 % of votes polled in favor and 0.0034% against. Accordingly the following Resolution stands passed with requisite majority.

" Resolved that pursuant to applicable provisions of Companies Act 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof the Audited Accounts of the Company for the year ended 31st March 2019 along with the Reports of Directors and Auditors there on be and are hereby approved".

2. **To appoint a Director in place of Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) who retires by rotation and being eligible, offers himself for reappointment as Director.**

Type of Resolution: Ordinary, passed with 99.9962 % of votes polled in favor and 0.0038% against. Accordingly the following Resolution stands passed with requisite majority.

" Resolved that pursuant to applicable provisions of Companies Act 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof **Shri Naresh Kumar Adusumilli** (DIN: 00112566) be and hereby re-appointed as director of the company ".

3. **To Re-appoint Shri S.N.RAO (DIN: 00116021) as Independent Director for Second Term.**

Type of Resolution: Ordinary, passed with 99.9962 % of votes polled in favor and 0.0038% against. Accordingly the following Resolution stands passed with requisite majority.

"RESOLVED THAT pursuant to Sections 2(47), 149, 150, 152 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and hereby accorded to appoint Shri S.N.RAO (DIN: 00116021), as Non-executive, Independent Director from 01.10.2019 to 30.09.2024 for a second term.

4. **To appoint Shri Ramana Kumar Davuluri (DIN-01713259) as Executive Director (Operations).**

Type of Resolution: Ordinary, passed with 99.9962 % of votes polled in favor and 0.0038% against. Accordingly the following Resolution stands passed with requisite majority.

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"Resolved that pursuant to applicable provisions of Companies Act 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, **Shri Ramana Kumar Davuluri** (DIN-01713259) be and hereby re-appointed as Executive Director (Operations) of the company ".

5. To re-appoint Shri Naresh Kumar Adusumilli (DIN: 00112566) as Managing Director and fix his remuneration as a **SPECIAL RESOLUTION.**

Type of Resolution: Special, passed with 99.9962 % of votes polled in favor and 0.0038% against. Accordingly the following Resolution stands passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 2(51), 2(54), 2 (78), 2 (94),196,197 and 203, read with Schedule V and other applicable provisions if any, of the Companies Act 2013, and Companies (Appointment and Remuneration of Managerial personnel) Rules 2014, approval be and is hereby accorded to the appointment of Shri NARESH KUMAR ADUSUMILLI (DIN: 00112566) Managing Director for a period of three years effect from 01.06.2019 to 31.05.2022 on the following remuneration:

1. SALARY :

Salary of Rs. 5,00,000/- per month.

2. PERQUISITES:

The following perquisites may be allowed in addition to salary.

CATEGORY A:

i. Housing I : The expenditure incurred by the Company on hiring furnished accommodation which will be subject to the following ceiling:

Sixty percent of the salary over and above ten percent payable by the appointee;

Or

Housing II: In case the accommodation is owned by the Company, ten percent of the salary of the appointee shall be deducted by the Company; or

In case no accommodation is provided by the Company a House Rent Allowance subject to the ceiling laid down in Housing I.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income-tax Rules, 1962 and shall be

subject to a ceiling of ten percent of salary of the appointee.

ii. Medical Reimbursement : Expenses incurred for self and dependent family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

iii. Leave Travel Concession for self and family, once in a year incurred in accordance with any rules specified by the Company.

iv. Club fee subject to a maximum of two Clubs. This will not include admission and life membership fee.

v. Personal accident insurance the premium of which shall not exceed Rs.1,00,000/- per annum.

vi. Medical Insurance premium for self and dependent family the premium of which shall not exceed Rs. 50,000/- per annum.

CATEGORY B:

i. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act 1961.

ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

iii. Encashment of leave at the end of the tenure.

CATEGORY C:

Provision of car for use on Company's business and telephone at residence / mobiles. Personal long distance calls on telephone and the use of car for private purpose shall be billed by the Company to the appointee.

3. MINIMUM REMUNERATION:

In the event of losses or inadequacy of profits during the period of appointment, the appointee is entitled to a minimum salary and perquisites as provided in Schedule V and other applicable provisions to the Companies Act 2013".

4. REMUNERATION TENOR AND CEILING:

The remuneration fixed herein is for a period of three years from 01.06.2019 to 31.05.2022 and the Board of Directors of the Company be and is hereby authorised to vary or modify the terms of remuneration in the said tenure without any further reference to the Company in General Meeting subject to however that the overall

remuneration payable to the appointee is within the ceiling limits laid down in Section 197 read with Schedule V to the Companies Act 2013."

"RESOLVED further that the office of MANAGING DIRECTOR held by Shri NARESH KUMAR ADUSUMILLI pursuant to this resolution is liable to determination by retirement of Directors by rotation".

6. To appoint Shri Ramana Kumar Davuluri (DIN-01713259) as Executive Director (Operations) and fix his remuneration as a **SPECIAL RESOLUTION.**

Type of Resolution: Special, passed with 99.9769 % of votes polled in favor and 0.0231% against. Accordingly the following Resolution stands passed with requisite majority.

"RESOLVED that pursuant to the provisions of Sections 2 (78), 2 (94), 196, 197 and 203, read with Schedule V and other applicable provisions if any, of the Companies Act 2013, approval be and is hereby accorded to the appointment of Shri Ramana Kumar Davuluri (DIN: 01713259), as Executive Director (Operations) for a period of three years effect from 20th April 2019 to 19th April 2022 on the following remuneration.

1. SALARY :

Basic Salary of Rs. 1,36,779/- per month.

2. PERQUISITES:

The following perquisites may be allowed in addition to salary.

CATEGORY A:

i. Housing: The expenditure incurred by the Company on hiring furnished accommodation which will be subject to the following ceiling:

Sixty percent of the salary over and above ten percent payable by the appointee;

Or

In case no accommodation is provided by the Company a House Rent Allowance subject to the ceiling laid down in the above.

Explanation: Where accommodation is owned by the Company, the appointee is not entitled to the above housing perquisite. In all the above cases, the expenditure incurred by the Company on free housing, gas, electricity, water and furnishings shall be valued as

per the Income-tax Rules, 1962 and shall be subject to a ceiling of ten percent of salary of the appointee.

ii. Medical Reimbursement : Expenses incurred for self and dependent family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

iii. Leave Travel Concession for self and dependent family, once in a year incurred in accordance with any rules specified by the Company.

iv. Personal Accident Insurance the premium of which shall not exceed Rs.50,000/- per annum.

v. Medical Insurance premium for self and dependent family the premium of which shall not exceed Rs. 25,000/- per annum.

CATEGORY B:

i. Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act,1961.

ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

iii. Encashment of leave at the end of the tenure.

CATEGORY C:

Provision of car for use on Company's business and telephone at residence / mobiles. Personal long distance calls on telephone and the use of car for private purpose shall be billed by the Company to the appointee.

3. MINIMUM REMUNERATION:

In the event of losses or inadequacy of profits during the above period, the appointee is entitled to a minimum salary and perquisites as provided in Schedule V and other applicable provisions to the Companies Act 2013".

4. REMUNERATION TENOR AND CEILING:

The remuneration fixed herein is for a period of three years from 20th April 2019 to 19th April 2022 and the Board of Directors of the Company be and is hereby authorised to vary or modify the terms of remuneration in the said period without further reference to the Company in General Meeting subject to however that the overall remuneration payable to the appointee is within the

SATHAVAHANA ISPAT LIMITED * HYD *

ceiling limits laid down in Section 197 read with Schedule V to the Companies Act 2013."

"RESOLVED further that the office of Executive Director (Operations) held by Shri Ramana Kumar Davuluri pursuant to this resolution is liable to determination by retirement of Directors by rotation".

7. To approve the appointment and fix remuneration payable to Cost Auditors, M/S.NAGESWARA RAO & CO., (Firm's Registration Number: 000332) for the year ending 31st March 2020 as an **ORDINARY RESOLUTION.**

Type of Resolution: Ordinary, passed with 99.9962% of votes polled in favor and 0.0038% against. Accordingly the following Resolution stands passed with requisite majority.

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions if any, of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, the Cost Auditors, M/S.NAGESWARA RAO & CO., Practicing Cost Accountants (Firm's Registration Number: 000332) be and hereby, based on the recommendation of the Board of Directors and Audit Committee, appointed as Cost Auditors of the Company to conduct Cost Audit of the Cost Records of the Company for the financial year ending 31st March 2020 and be paid a remuneration of Rs.75,000/- (Rupees Seventy five thousand only) plus Goods and Service Tax and travelling / out of pocket expenses at actuals.

RESOLVED further that the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

Entered on 04.10.2019

SD/-

Place: Hyderabad
Date: 05.10.2019

(K.Thanu Pillai)
Chairman

//CERTIFIED TRUE COPY//

FOR AND ON BEHALF OF **SATHAVAHANA ISPAT LIMITED**

(A.SAINATH)
COMPANY SECRETARY
A.57553