

MINUTES BOOK

MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 30, 2011 AT 04:30 P.M. AT JUBLEE HILLS INTERNATIONAL CENTRE, NEAR JUBILEE HILLS CHECK POST, ROAD NO 14, JUBILEE HILLS, HYDERABAD 500033.

152 Members and proxies were present in person.

DIRECTORS PRESENT

Mr. B. R. Mahesh
Mr. R Mohan Reddy
Mr. M Lokeswara Rao
Mr. M Srinivas

Mr. K S Rao Statutory Auditor
Mr. K. Durgadas Maiya Company Secretary & Compliance officer

CHAIRMAN

Mr. B R Mahesh was elected as Chairman of the Meeting, in terms of Article 71 of the Articles of Association.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order and the proceedings of the meeting were commenced.

The Chairman informed that the statutory Registers as required under Section-307 of the Companies Act 1956 are kept open for inspection to the members during the meeting.

The chairman extended the warm welcome to the members and directors present at the meeting and with the permission of the members, the notice convening the meeting along with Auditors Report and Directors Report as already circulated for the information of the members was taken as read.

The Chairman then invited quires from the members.

As there were no queries from the members, the Chairman proceeded with the items of business as follows:

1. APPROVAL & ADOPTION OF ANNUAL ACCOUNTS TOGETHER WITH DIRECTORS' REPORT AND AUDITOR'S REPORT

The Chairman requested the members to propose and second the following resolution.

Mr. Shujath Ali Khan proposed and Mr. Rajkumar Khandelwal seconded the following resolution.

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with schedules and notes appended thereto and with Directors and Auditors Report thereon be and are hereby approved and adopted."

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The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

2. ITEM NO.2: DECLARATION OF DIVIDEND ON EQUITY SHARES OF THE COMPANY.

The Chairman requested the members to propose and second the following resolution.

Mr. C H Poornachandra Rao proposed and Mr. S V V Satyanarayana seconded the following resolution.

"RESOLVED THAT a dividend at the rate of 10% on the Equity Share Capital of the Company of 11,777,400 Equity Shares of Rs.10/- each, be and is hereby declared out of the profits of the Company, and the same be paid to all the Equity Shareholders of the Company whose names appear in the Register of Members / Benpos List provided for this purpose by NSDL and CDSL or to their mandates."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

3. APPOINTMENT OF MR. M SRINIVAS WHO RETIRES BY ROTATION

The Chairman requested the members to propose and second the following resolution.

Mr. Tumbimunaf Abdul Razak proposed and Mrs. Irfana Banu seconded the following resolution

"RESOLVED THAT Mr. M. Srinivas, who retires by rotation, and being eligible for reappointment, be and is hereby elected as a Director of the Company."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

4. APPOINTMENT OF MR. M SRIKRISHNA WHO RETIRES BY ROTATION

The Chairman requested the members to propose and second the following resolution.

Mrs. Kanhayalal Sarada proposed and Mr. M. Kishore Babu seconded the following resolution

"RESOLVED THAT Mr. M. Srikrishna, who retires by rotation, and being eligible for reappointment, be and is hereby elected as a Director of the Company."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

5. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

The Chairman requested the members to propose and second the following resolution.

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Mr. S.V.V Ravi Kumar proposed and Mr. U. Ramesh seconded the following resolution

"RESOLVED THAT M/s Brahmayya & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors, and acceptable to the said Auditors."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

6. INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Chairman requested the members to propose and second the following resolution.

Mr. M Koteswara Rao proposed and Mr. M Srinivas Rao seconded the following resolution

"RESOLVED THAT pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000/- (One Crore Twenty Five Lakhs Only) Equity Shares of Rs. .10/- (Rupees Ten each) to Rs.17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only) divided into 1,75,00,000 (One Crore Seventy Five Lakhs only) Equity Shares of Rs.10/- (Rupees Ten each) with the power to the Board to decide on the extent of variation in such rights and to classify and reclassify from time to time such shares into any class of shares;

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V as under:

'V. The Authorised Share Capital of the Company is Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs only) divided into 1,75,00,000 (One Crore Seventy Five Lakhs only) Equity Shares of Rs.10/- (Rupees Ten each).The Share Capital of the Company may be sub-divided, consolidated or divided into such classes of shares as may be allowed under the law for the time being in force with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

7. INCREASE IN THE BORROWING LIMITS

The Chairman requested the members to propose and second the following resolution.

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Mr. Tumbimunaf Abdul proposed and Mrs. Irfana Banu seconded the following resolution

"RESOLVED THAT pursuant to clause(d) of sub section (1) of section 293 of the Companies Act, 1956 and all other applicable provisions, if any of the Act, in supersession of earlier resolution passed on 30-09-2004, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowings up to a sum not exceeding Rs.100 Crores not withstanding that the money's to be borrowed together with the money already borrowed by the Company (apart, from such temporary loans obtained or to be obtained from the Company's bankers like working capital loans etc.) will or may exceed the aggregate of the paid up capital of the Company and its free reserve, that is to say, reserves not set apart for any specific purpose;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, execute deeds, and things as may be necessary for giving effect to the above resolution".

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

8. APPOINTMENT OF SMT. BHAVANA RAO AS NOMINEE DIRECTOR

The Chairman requested the members to propose and second the following resolution.

Mr. C H Poornachandra Rao proposed and Mr. Rajkumar Khandelwal seconded the following resolution

"RESOLVED THAT Smt. Bhavana Rao, the nominee of M/s. IFCI Venture Capital Funds Limited (IFCI), who was appointed as an additional director of the Company with effect from 02-07-2011, pursuant to Sec.260 of the Companies Act, 1956 and holds office up to the date of annual general meeting, in respect of whom the Company has received a notice in writing along with requisite deposit amount from a member of the Company under Sec.257 of the Companies Act, 1956 proposing her candidature for the office of director of the Company, be and is hereby appointed as director of the Company and shall not be liable to be retire by rotation."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

9. VOTE OF THANKS

The meeting concluded with vote of thanks to the Chairman, Directors and Members.

Date: October 28, 2011

Place: Hyderabad


CHAIRMAN

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