

NELCAST LIMITED

MINUTES OF THE THIRTY SECOND ANNUAL GENERAL MEETING

Minutes of the Thirty Second Annual General Meeting of the Members of Nelcast Ltd held on 6th August 2014 at 11.00 AM at PVR Kalyana Mandapam, Gudur – 524 101, Andhra Pradesh.

PRESENT:

Shri D. Sesha Reddy	Chairman
Shri. R.Mohan Reddy	Director
Shri. A. Balasubramanian	Director
Shri P. Deepak	Managing Director
Ms. P. Divya	Director
Shri. P.Vijaya Bhaskar Reddy	Dy. Managing Director
Shri A.V. Reddy	Auditors, J.B. Reddy & Co
Shareholders	53 Registered in Person
S.K.Sivakumar	Company Secretary

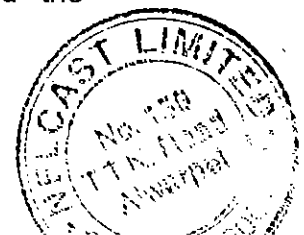
Mr. D. Sesha Reddy, Chairman occupied the Chair and welcomed the Shareholders to the Thirty Second Annual General Meeting.

Chairman called the meeting to order, as the requisite quorum was present.

The Minutes Book of the General Meeting, The Register of Directors' shareholding, The Register of Contracts, Inspection Documents were available during the meeting for inspection of the shareholders.

Mr. S K Sivakumar, Company Secretary read the Notice convening the Meeting.

The Chairman requested the Company Secretary to read the Auditors' Report and the Company Secretary read the same.



The Chairman delivered his address to the members about the past year performance and current market scenario etc.

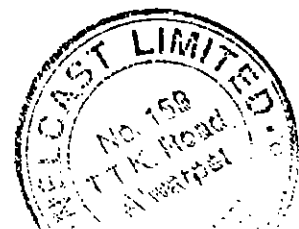
He stated that the e-voting process pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing Agreement had been duly completed on 2nd August 2014 and the Scrutinizer had submitted his report. He further stated that to enable shareholders who could not participate in the e-voting process but were present at the meeting to exercise their voting rights on the resolutions forming part of the Annual General Meeting Notice, a Poll process will be conducted after the shareholder interactions are completed. Mr. P.R. Lakshmi Narayanan, Practising Company Secretary will act as the Scrutinizer for the poll process. The members were informed that ballot papers will be handed over to them. Shareholders were requested to drop the signed ballot papers, after casting the votes, in the ballot box kept for the purpose.

The Chairman then invited discussions on the Agenda items as set out in the Notice. The members congratulated the board for the good performance of the Company.

The Chairman thereafter ordered for the Poll. He authorized the Company Secretary to carry out the poll process. After all the shareholders who wished to participate in the poll had cast their votes, the ballot box was sealed in the presence of the Scrutinizer. The Scrutinizer then counted the number of votes for and against the Resolutions, collated the votes downloaded from e-voting system and votes polled at the AGM and submitted his report to the Chairman.

The Chairman announced that the combined results on the e-voting and Poll would be announced on or before 8th August 2014. The consolidated results of voting would be intimated to the stock exchanges where the shares of the Company is listed. He further stated that, the results shall also be uploaded on the Company's website with the reports of the scrutinizer for e-voting and the poll.

Based on the e-voting and poll process, the following resolutions were passed at the Meeting.



ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS:

The Shareholders considered the Audited Balance Sheet as at March 31, 2014 together with the Statement of Profit and Loss for the year ended on that date and the Report of the Auditors and of the Directors thereon.

The following Resolution was passed as an Ordinary Resolution:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement including consolidated financial statements for the year ended on that date, together with the Report of the Auditors and of the Directors thereon as presented to the meeting, be and are hereby approved and adopted."

Number of votes cast in favour : 68853155 shares (100%)

Number of votes cast against : NIL

Outcome: Duly passed as an ordinary resolution unanimously.

2. DECLARATION OF DIVIDEND:

The following Resolution was passed as an Ordinary Resolution:

"RESOLVED THAT pursuant to recommendation made by the Board of Directors of the Company, Final Dividend of Rs. 0.70 per share of Rs. 2/- each fully paid, to the Equity Shareholders of the Company, in respect of shares held in physical form, whose names appear in the Register of Members as on August 01, 2014 and in respect of shares held on the Electronic Form to those 'Deemed Members', whose names appear in the Register of Beneficial Owners furnished by NSDL and CDSL, be and is hereby declared for the year ending March 31, 2014.

RESOLVED FURTHER that the Dividend Warrants be posted within 30 days hereof to all the Shareholders who are entitled to receive the payment."



Number of votes cast in favour : 68853155 shares (100%)

Number of votes cast against : NIL

Outcome: Duly passed as an ordinary resolution unanimously.

3. RE-APPOINTMENT OF THE RETIRING DIRECTOR MR. P. VIJAYA BHASKAR REDDY:

The following Resolution was passed as an Ordinary Resolution:

"RESOLVED THAT Mr P. Vijaya Bhaskar Reddy (holding DIN 00020592), Director, who retires by rotation and being eligible for reappointment be and is hereby reappointed as a Director of the Company."

Number of votes cast in favour : 68852155 shares (99.9985%)

Number of votes cast against : 1000 shares (0.0015%)

Outcome: Duly passed as an ordinary resolution with requisite majority.

4. APPOINTMENT OF AUDITORS:

The following Resolution was passed as an Ordinary Resolution:

"RESOLVED THAT M/s. J.B. Reddy & Co., (Firm Registration No. 003256S), Chartered Accountants, 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 of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

Number of votes cast in favour : 68853155 shares (100%)

Number of votes cast against : NIL

Outcome: Duly passed as an ordinary resolution unanimously.



SPECIAL BUSINESS:

5. APPOINTMENT OF MR R. MOHAN REDDY AS INDEPENDENT DIRECTOR FOR A PERIOD OF 5 YEARS:

The following Resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. R. Mohan Reddy (holding DIN 00841038), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years with effect from 6th August 2014 to 5th August 2019.”

Number of votes cast in favour : 68852155 shares (99.9985%)

Number of votes cast against : 1000 shares (0.0015%)

Outcome: Duly passed as an ordinary resolution with requisite majority.

6. APPOINTMENT OF MR A. BALASUBRAMANIAN AS INDEPENDENT DIRECTOR FOR A PERIOD OF 5 YEARS:

The following Resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. A. Balasubramanian (holding DIN 00490921), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years with effect from 6th August 2014 to 5th August 2019.”

Number of votes cast in favour : 68852155 shares (99.9985%)

Number of votes cast against : 1000 shares (0.0015%)

Outcome: Duly passed as an ordinary resolution with requisite majority.



7. APPOINTMENT OF MR D. SESHA REDDY AS INDEPENDENT DIRECTOR FOR A PERIOD OF 5 YEARS:

The following Resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. D. Sesa Reddy (holding DIN 00520448), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five years with effect from 6th August 2014 to 5th August 2019.”

Number of votes cast in favour : 68852155 shares (100%)

Number of votes cast against : NIL

Outcome: Duly passed as an ordinary resolution unanimously.

8. RATIFICATION OF COST AUDITORS' REMUNERATION:

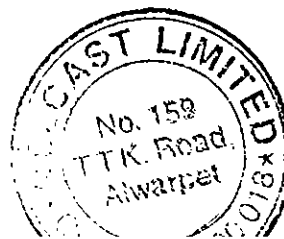
The following Resolution was passed as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions 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), payment of remuneration of Rs.1,00,000/- (Rupees One Lakh Only) (apart from re-imbursment of out-of-pocket expenses if any) to M/s. Jayaram & Associates, Cost Auditors for conducting the cost audit of the Company for the financial year ending March 31, 2015, be and is hereby approved and ratified.”

Number of votes cast in favour : 68853055 shares (100%)

Number of votes cast against : NIL

Outcome: Duly passed as an ordinary resolution unanimously.



**9. RE-APPOINTMENT OF Mr. P. VIJAYA BHASKAR REDDY AS DY.
MANAGING DIRECTOR:**

The following Resolution was passed as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 & 311 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956 and Sections 196,197,203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to any other approval as may be required, the consent of the Company be and is hereby accorded to the re-appointment of Mr. P. Vijaya Bhaskar Reddy (holding DIN 00020592) as Deputy Managing Director of the Company for a period of three years from 1st April 2014 to 31st March 2017 and for the payment of his remuneration, allowances and perquisites as detailed below and as approved at the meeting of the Board of Directors and recommended by the Nomination & Remuneration Committee.”

Period : 3 Years from 01.04.2014 to 31.03.2017

Salary : Basic Salary of Rs.3,27,000/- per month
Special Allowance of Rs.50,000/- per month

Perquisites:

- (i) Housing: Free furnished residential accommodation, owned or leased out by the Company or House Rent Allowance subject to a ceiling of 30% of the Salary.
- (ii) Medical Reimbursement: Reimbursement of expenses incurred for self and family including premium for medical insurance.
- (iii) Personal Accident insurance Premium not exceeding Rs.10,000/-.
- (iv) Contribution to funds: Company's contribution towards Provident Fund and Superannuation Fund will be as per the scheme of the Company. Gratuity as per the rules of the company, not exceeding half a month's salary for each completed year of service.
- (v) Car shall be provided for use on company's business and telephone at residence.
- (vi) Fees of Club allowed for one club.



A special incentive of Rupees Twenty Four Lakhs per annum shall also be paid.

Increment of not exceeding 20% may be paid during his tenure of three years.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, the Dy. Managing Director shall be paid a minimum remuneration as specified above and same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013 (Corresponding Section II of Part II of Schedule XIII of Companies Act, 1956).

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Number of votes cast in favour : 68852655 shares (100%)

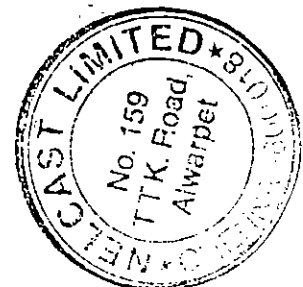
Number of votes cast against : NIL

Outcome: Duly passed as a special resolution unanimously.

10. TO APPROVE BORROWING LIMITS OF THE COMPANY:

The following Resolution was passed as a Special Resolution:

“RESOLVED THAT in supersession to the Ordinary Resolution adopted at the 26th Annual General Meeting held on 31st May 2008 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time any sum or sums of money on such terms and conditions and with or without security as the Board may think fit, which notwithstanding the fact that the amount borrowed / to be so borrowed (apart from temporary loans obtained / to be obtained in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, by a sum not exceeding Rs.200 Crores (Rupees Two Hundred Crores only).”



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and settle with the lenders concerned, all deeds, documents and writings for the purpose of borrowings and to do all such acts, deeds and things as may be necessary and expedient for giving effect to the aforesaid resolution."

Number of votes cast in favour : 68853005 shares (99.9998%)

Number of votes cast against : 150 shares (0.0002%)

Outcome: Duly passed as a special resolution with requisite majority.

11. TO APPROVE CREATION OF CHARGE ON THE ASSETS OF THE COMPANY:

The following Resolution was passed as a Special Resolution:

"RESOLVED THAT in supersession to the Ordinary Resolution adopted at the 26th Annual General Meeting held on 31st May 2008 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecation of all or any of the immovable and movable properties of the company, wherever situate, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and in such manner as the Board of Directors may think fit, for securing any loans and/or advances already obtained or that may be obtained from any financial institutions/Banks/insurance companies or person or persons, and/or to secure any debentures issued and/or that may be issued and all interests, compound/additional interest, commitment charge, costs, charges, expenses and all other moneys payable by the company to the concerned lenders for the purpose of securing such borrowings."

"RESOLVED FURTHER THAT the mortgage/charge created and/or all agreements/ documents executed/to be executed and all acts done in terms of the above resolution by and with the authority of the board are hereby confirmed."



"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable, expedient for mortgaging and/or charging the properties of the Company and for giving effect to the aforesaid resolution.

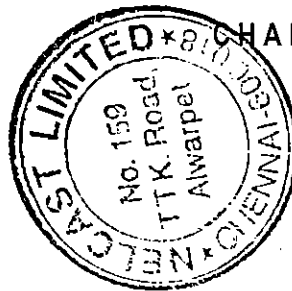
Number of votes cast in favour : 68852955 shares (99.9997%)

Number of votes cast against : 200 shares (0.0003%)

Outcome: Duly passed as a special resolution with requisite majority.

On completion of voting in the poll process, the Chairman thanked all the members for their presence and support and declared the meeting as closed.

Gudur
August 06, 2014



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For NELCAST LIMITED

R. K. Sivasubramanian
Company Secretary