

PROCEEDINGS OF THE 10TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT REGISTERED OFFICE AT GONDIPARLA, KURNOOL – 518004 AT 11.00 A.M.

PRESENT:

Sri T G Bharath	Chairman and Managing Director
Sri P RamachandraGowd	Director
Sri Krishnamoorthy Chandraiah Naik	Director
Sri H Gurunath Reddy	Director

ALSO PRESENT:

Sri M T SreenivasaRao	Statutory Auditor
Smt V Surekha	Company Secretary
Sri M Nirmal Kumar Reddy	Scrutinizer

And 36 members were present in person and 1 member 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.

**For Sree Rayalaseema Hi-Strength
Hypo Ltd.,**

V. Surekha
**(V. Surekha)
Company Secretary**



After ascertaining that the requisite quorum for the meeting as per the provisions of the Companies Act, 2013 was present, the Chairman declared the meeting validly convened. He informed the Members that the proceedings of the AGM would be carried out as per the requirements of the Act.

With the unanimous consent of the Members present in the Meeting, the Notice convening the Meeting was taken as read .

He further stated that the Company had provided electronic voting facility , ballot/polling paper to comply with Clause 35 B of Listing Agreement . He also informed the members present in the Meeting that who did not vote through electronic voting, would be given opportunity to cast their vote through ballot / polling form . He further informed that Sri M Nirmal Kumar Reddy ,Practicing Chartered Accountant had been appointed by the Board as "Scrutinizer".

The Chairman speech covered the topics such as Economy, Overall Performance of the Company, future growth etc. While concluding his speech he thanked one and all for the progress of the Company.

The Chairman stated that the combined results of e-voting , ballot/polling form and poll conducted at the AGM will be announced within statutory time limit.

The details of resolutions on which voting carried out through e-voting, ballot form and poll at the Meeting are as follows:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2015, and the statement of Profit and Loss Account and Cash Flow Statement for the period ended on that date and the Reports of Directors' and Auditor's thereon.**(Ordinary Resolution)**

"RESOLVED THAT the Balance sheet as at 31st March, 2015 and Statement of Profit & Loss Account for the period ended on that date together with the notes to accounts 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."

For Sree Rayalaseema Hi-Strength
Hypo Ltd.,


(V. Surekha)
Company Secretary



2. To declare dividend

“RESOLVED THAT Equity dividend at the rate of 15% i.e., Rs.1.50/- per equity share be and is hereby approved and declared out of profits of the Company for the financial year ending 31st March, 2015 and the dividend is paid to the eligible shareholders whose name appear in the register of members as on book closure date fixed for determining eligibility of payment of dividend.

3. To appoint a Director in place of Sri. Krishnamoorthy Chandraiah Naik who retires by rotation and being eligible offers himself for reappointment.

“RESOLVED THAT Sri.Krishnamoorthy Chandraiah Naik , the retiring Director be and is hereby appointed as a Director of the Company , whose office is liable for determination by rotation.”

4. To appoint Statutory Auditors and to fix their remuneration .**(Ordinary Resolution)**

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in terms of Audit Committee , Board recommendation in their meetings held on 14.08.2014 and members approval in the Annual General Meeting held on 29.09.2014 , the appointment of M/S S T Mohite& Co., Chartered Accountants, Hyderabad as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the Calendar year 2017 (3 consecutive years term subject to members ratification at each AGM) be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2016 as may be determined by the Audit Committee .”

For Sree Rayalaseema Hi-Strength
Hypo Ltd.,


(V. Surekha)
Company Secretary



5. To appoint Sri.P.Ramachandra Gowd (DIN 06948557) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s) , the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 149, 152, 160 read with Schedule IV and other applicable provisions , if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules,2014 and other applicable rules, if any, Sri. P.Ramachandra Gowd , (DIN :06948557) who was appointed as Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director , be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 14th Annual General Meeting of the Company in the calendar year 2019 and further that he shall not be liable to retire by rotation.”

6. To appoint Sri H.Gurunath Reddy (DIN:07211326) as a Director to fill up the vacancy caused due to resignation of Director Sri.N.Ramachandra Rao (DIN 06843417) and in this regard to consider and if thought fit, to pass , with or without modification(s), the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT Sri H.Gurunath Reddy (DIN:07211326) who is appointed in the casual vacancy of Sri.N.Ramachandra Rao (DIN 06843417) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director , be and is hereby appointed as a Director of the Company, liable to retire by rotation .”

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as on **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), the Cost auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

**For Sree Rayalaseema Hi-Strength
Hypo Ltd.,**


(V. Surekha)
Company Secretary



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 .”

8. To pass the following resolution with or without modification(s) as a **Special Resolution:**

“RESOLVED THAT pursuant to section 13(2) of the Companies Act, 2013 ,(including any modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government (power delegated to Registrar of Companies) and any other regulatory authorities as may be necessary, consent of the members is hereby given for changing the name of the Company from “ Sree Rayalaseema Hi-Strength Hypo Limited “ to “Vibhu Chemicals and Holding Company Limited “ or any other name as may be approved by the Registrar of Companies .

FURTHER RESOLVED THAT the name clause being clause -I in Memorandum of Association of the Company be altered accordingly.

FURTHER RESOLVED THAT in terms of section 14 of the Companies Act, 2013 , the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof is hereby authorized to accept any other name approved by the relevant regulatory authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.

The Meeting concluded with a vote of thanks to the chair and members by Mr.Ifthekar Ahmed .

**For Sree Rayalaseema Hi-Strength
Hypo Ltd.,**

Date: 30.09.2015

Place: Kurnool


(V. Surekha)
Company Secretary

Sd/-

T G Bharath

Chairman and Managing Director

DIN : 00125087



CA. Nirmal Kumar Reddy. M

B.Com., F.C.A., I.S.A., I.R.M.

CHARTERED ACCOUNTANT

10TH ANNUAL GENERAL MEETING

Scrutinizer's Report

[On **E-Voting** pursuant to Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014, **physical ballot** forms received from the shareholders who do not have access to e-voting and voting conducted by **Poll** process at the AGM venue as per the direction of the Chairman of the Meeting.]

To

The Chairman,

M/s. Sree Rayalaseema Hi-Strength Hypo Limited

(CIN : L24110AP2005PLC045726)

Regd. Office : Gondiparla,

KURNOOL-518 004 (A.P.)

Dear Sir,

1. I, M. Nirmal Kumar Reddy, Practising Chartered Accountant, have been appointed as scrutinizer, by the Board of Directors of M/s.SREE RAYALASEEMA HI-STRENGTH HYPO LIMITED (CIN: L24110AP2005PLC045726), vide Board Resolution dated 14th August, 2015, to scrutinize the votes casted through e-voting, physical ballot(s) received by post and voting by poll process at the 10th Annual General Meeting as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013.

The 10th Annual General Meeting (AGM) of the Equity Shareholders of the Company, was held on Wednesday, the 30th September, 2015 at Regd. Office : Gondiparla, Kurnool-518 004 (A.P) at 11.00 A.M.

2. My responsibility as a scrutinizer for the e-voting, physical ballot processes and voting by poll, is restricted to make a Scrutinizer's report of the votes cast in "**favour**" or "**against**" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities engaged by the Company and physical ballots received by the Company by




Page 1 of 5



post and voting by poll process at the AGM venue as per the directions of the Chairman of the Meeting.

- 3. The Chairman at the 10th Annual General Meeting, held on 30th September, 2015 announced that members, who have not exercised their votes either through e-voting or through physical ballot by post, can exercise their votes through polling process being conducted at the meeting.
4. The members of the Company as on the 'cut-off' date i.e. 23rd September, 2015 were entitled to vote on the resolutions (item no. 1 to 8 as set out in the notice of the 10th Annual General meeting).
5. My combined report on the results of voting through e-voting, ballot received by post and voting conducted by poll, at the 10th Annual General meeting is as under:

Table with 3 columns: Particulars, No. of Shares, %

Item No. 1:-

To receive, consider, approve and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015, the Balance Sheet as at that date and the Cash Flow Statement for the year ended on that date and the Reports of Directors' and Auditors; thereon. (Ordinary Resolution)

Table with 8 columns: Particulars, No of Shares held, No of Shares cast, No of Votes in Favor, No of Votes against, % of votes* (Favor, Against), No of Invalid Votes

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

Handwritten signature and circular stamp of M. Nirmal Kumar Reddy, M.No. 211032, Chartered Accountant



Item No. 2:-

To declare a dividend for financial year 2014-15

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817784	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155488	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

Item No. 3

To appoint a Director in place of Sri Krishnamoorthy Chandraiah Naik who retires by rotation and being eligible offers himself for reappointment

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817779	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155483	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

Item No.4

To ratify appointment of M/s. S T Mohite &Co., Chartered Accountants, Hyderabad, as Statutory Auditors and to fix their Remuneration: (Ordinary Resolution)

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817721	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155425	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.






Item No. 5:-

To appoint Sri. P. Ramachandra Gowd as Independent Director (Ordinary Resolution)

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817779	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155483	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

Item No. 6:-

To appoint Sri.H.Gurunath Reddy as Director liable to retire by rotation : (Ordinary Resolution)

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817779	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155483	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

Item No. 7:-

To ratify the remuneration payable to Cost Auditor for the year 2015-16 : (Ordinary Resolution)

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	14598	0	0.18	0	0
Ballot received by post	822605	822605	817779	4821	10.02	0.06	0
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8155483	4821	99.94	0.06	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.





Item No. 8:-

To Change the name of the Company and alteration of name clause of MOA and AOA
(Special Resolution)

Particulars	No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes*		No of Invalid Votes
					Favor	Against	
E-Voting	14598	14598	703	13895	0.01	0.17	0
Ballot received by post	822605	822605	817580	5025	10.02	0.06	
Voting by Poll	7323106	7323106	7323106	0	89.74	0	0
Total	8160309	8160309	8141389	18920	99.77	0.23	0

* Percentage of votes of 'favour' and 'against' are calculated on the basis of valid votes.

- The list containing details of equity shareholders who voted "FOR", or "AGAINST" and those whose votes were declared invalid for each resolution under the e-voting, Ballot received by post, and voting conducted by poll process at the AGM is enclosed.
- The relevant records relating to e-voting, Ballot received by post, and voting conducted by poll process at the Annual General Meeting is handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place: Kurnool

Date: 30th September, 2015



M. NIRMAL KUMAR REDDY, FCA

Practicing Chartered Accountant - Scrutinizer

F.C.A. No. 211032

ANNOUNCEMENT OF CONSOLIDATED RESULTS OF E-VOTING, BALLOT PAPERS AND POLL CONDUCTED WITH RESPECT TO 10TH ANNUAL GENERAL MEETING OF SREE RAYALASEMMA HI-STRENGTH HYPO LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015.

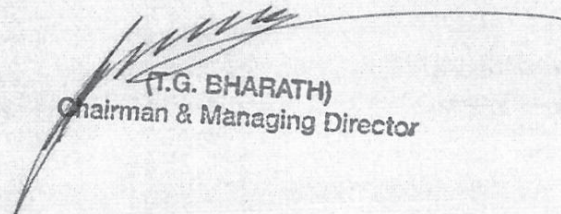
Pursuant to provisions of Section 108 and 109 of the Companies Act, 2013 read with Rules prescribed there under and Clause 35B of Listing Agreement , the Company has provided the e-voting and ballot facility to its members to cast their vote/s on all the resolutions mentioned in the Notice of the 10th Annual General Meeting .

The members attending the AGM either in person or through proxy and who have not casted their vote either through electronic mode or ballot were provided the facility to cast their vote through poll at the meeting on all resolutions.

Based on scrutinizer's report, I, T.G.Bharath, Chairman of the meeting declare the resolutions contained in the Notice of the 10th Annual General Meeting are passed with requisite majority.



For Sree Rayalaseema Hi-Strength Hypo Ltd.



(T.G. BHARATH)
Chairman & Managing Director

Cont..2

The details of the results are furnished below.

Res olut ion No.	Resolution particulars	Type of resolution	Total votes cast by E-voting , ballot , Physical Poll)	No. of Votes in favour		No. of Votes against	
				Number	%	Number	%
1	To adopt Balance Sheet, P&L A/C, Cash flow statement, Directors' Report and Auditor's Report	Ordinary	8160309	8155488	99.94	4821	0.06
2	To declare a dividend for financial year 2014-15	Ordinary	8160309	8155488	99.94	4821	0.06
3	To appoint a Director in place of SRI K C Naik who retires by rotation and offer himself for reappointment	Ordinary	8160309	8155483	99.94	4821	0.06
4	To ratify reappointment of Statutory Auditors	Ordinary	8160309	8155425	99.94	4821	0.06
5	To appoint Sri P Ramachandra Gowd as Independent director	Ordinary	8160309	8155483	99.94	4821	0.06
6	To appoint Sri H Gurunath Reddy as Director liable to retire by rotation	Ordinary	8160309	8155483	99.94	4821	0.06
7	To approve remuneration of Cost Auditors	Ordinary	8160309	8155483	99.94	4821	0.06
8	To change the name of the Company	Special	8160309	8141389	99.77	18920	0.23

Place : Kurnool
Date: 30th September, 2015



T.G. BHARATH
CHAIRMAN AND MANAGING DIRECTOR
DIN : 00125087