

MINUTES BOOK

MINUTES OF THE 27th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF BALAJI AMINES LIMITED HELD ON WEDNESDAY, THE 23RD SEPTEMBER, 2015 COMMENCED AT 11.30 A.M. AND CONCLUDED AT 12.30 P.M AT BALAJI SAROVAR PRIMIERE, AASARA CHOWK, HOTGI ROAD, SOLAPUR – 413224.

Directors Present

- | | |
|----------------------------|------------------------------|
| a. Sri A. Prathap Reddy | Chairman & Managing Director |
| b. Sri N. Rajeshwar Reddy | Joint Managing Director |
| c. Sri D. Ram Reddy | Joint Managing Director |
| d. Sri G. Hemanth Reddy | Whole Time Director |
| e. Sri. A. Srinivas Reddy | Whole Time Director |
| f. Sri. Kashinath R. Dhole | Independent Director |

In Attendance:

Mrs. Arati V. Bandi	Company Secretary & Compliance officer
Mr. Y. Suryanarayana	Scrutinizer

Members / Proxies present : As per the Attendance and Proxy Register.

Except for Mr. Kashinath Dhole, Independent Director, all the above directors attended the meeting in dual capacity both as a member and director.

Sri A. Prathap Reddy, Chairman and Managing Director took the chair and welcomed all the members and after observing from the attendance register for the requisite quorum, he commenced the proceedings of the meeting.

With the permission of the members, the Notice convening the meeting was taken as read.

He further informed the members that the Register of Members, Register of Directors Shareholding and Register of Proxies are open for inspection by the members during the meeting.

Mrs. Arati V. Bandi, Company Secretary & Compliance officer read the Auditors Report on the financial statements as at 31st March, 2015.

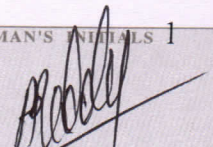
The Chairman has briefed the highlights of the Company's performance during the period under review and the first quarter of the current financial year 2015-2016. He expressed his optimism on the future prospects of the company and invited the members to raise any query on the Annual Report.

After replying to the queries raised by the members to their satisfaction, the items of business were taken up.

The chairman asked Mrs. Arati V. Bandi, the company secretary to continue with the further proceedings of the meeting.

Mrs. Arati V. Bandi, the company secretary of the company highlighted that as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, every listed company shall provide to its members, facility to exercise their right to vote at general meetings by electronic means. In this regard, the Company had provided electronic voting facility to the members to vote on all the resolutions as set out in item no. 1 to 5 of the

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Notice of Annual General Meeting and thus a similar right in the form of poll was provided to the members present in person and proxy at the meeting.

Thereafter, the Chairman ordered for a poll to be taken and appointed Mr. Y. Suryanarayana, Corporate Lawyer, Hyderabad as the scrutinizer for the poll process who was also the scrutinizer for E-voting process.

Mrs. Arati V. Bandi, the company secretary read all the resolutions proposed to be passed for businesses given in the notice of Annual General Meeting and poll was carried by the scrutinizer:

1. **APPROVAL AND ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2014-15 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR 2014-15.**

"RESOLVED THAT the Audited Financial Statements of the company, Balance Sheet as at 31st, March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended March 31st, 2015 for Standalone and consolidated together with the Report of the Directors and Auditors thereon, be and are hereby received, approved and adopted".

2. **DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2014-2015**

"RESOLVED THAT, a final dividend of 60% i.e Re. 1.20/- per Equity Share of Rs.2/- each on the Equity Share Capital of the Company, as recommended by the Board of Directors be paid to the members of the Company, for the year 2014-15, whose names appear on the Register of Members of the Company as on 23rd September, 2015 on the shares held by them."

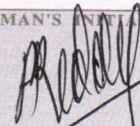
3. **TO APPOINT A DIRECTOR IN PLACE OF SRI. A. SRINIVAS REDDY. WHOLE TIME DIRECTOR WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act 2013 and all other applicable provisions, if any, contained Sri A. Srinivas Reddy be and is hereby re-appointed as Whole Time Director and be designated as Director Projects of the Company subject to retirement by rotation."

4. **TO RE-APPOINT M/S. V. SRIDHAR & CO., CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and the rules made there under, M/s.V. Sridhar & Co., Chartered Accountants, Hyderabad,(ICAI Firm Registration No 006206S),who were appointed as the Statutory Auditors of the Company till the conclusion of this AGM be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company (subject to approval of their appointment by the members at ensuing AGM), and Sri. A. Prathap Reddy, the Chairman & Managing Director is hereby authorized to fix the remuneration and intimate the Audit Committee and such remuneration may be paid on progressive billing including the service tax, as may be mutually agreed".

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Special Business:

5. RATIFICATION OF REMUNERATION TO COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2016

“RESOLVED THAT pursuant to the provisions of Section 148(3) 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(s) thereof, for the time being in force), the remuneration payable for the year 2015-16 to M/s. Kapardi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2016, amounting to ` 60000/- (Rupees Sixty Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

The Company Secretary requested the members to drop the ballot papers/polling papers at the sealed box placed for the same.

The Company Secretary announced that the combined result of E-voting and poll will be announced within 48 Hours and will be informed to the Stock Exchanges and also will be put on the Company's website.

As there was no other business to be transacted, except declaration of the results, Sri A. Prathap Reddy, Chairman concluded the meeting and thanked the members for their co-operation.

The Chairman, Sri A. Prathap Reddy, received the report of the Scrutinizer Mr. Y. Suryanarayana, for both poll and E-voting on 24.09.2015 and accordingly noted that all the above resolutions were **passed with requisite majority** with the following voting pattern:

Annexure to the report

S N o	Resolution Description	Mode	Ball ots Rec eiv ed	Total Votes	Favour			Against			Invalid/Neutral		
					Ba llo ts	Votes	% of total valid votes	Ballo ts	Vote s	% of total valid vote s	Ballo ts	Vote s	% of total valid vote s
1	To consider and adopt the Audited Financial Statements of the Company for the year 2014-15 together with the Report of the Board of Directors and Auditors thereon; and the audited consolidated Financial Statements of the Company for the year 2014-15.	Electronic	34	17323723	34	17323723	100	NIL	NIL	NIL	NIL	NIL	NIL
		Poll	23	346210	23	346210	100	NIL	NIL	NIL	NIL	NIL	NIL
		Total	57	17669933	56	17669933	100	NIL	NIL	NIL	NIL	NIL	NIL

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(Handwritten Signature)

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2	Declaration of Dividend on equity shares for the year ended 31.03.2015.	Electronic	34	17323723	34	17323723	100	NIL	NIL	NIL	NIL	NIL	NIL
		Poll	23	346210	23	346210	100	NIL	NIL	NIL	NIL	NIL	NIL
		Total	57	17669933	56	17669933	100	NIL	NIL	NIL	NIL	NIL	NIL
3	Reappointment of Sri. A. Srinivas Reddy (DIN: 03169721) as Director, who retires by rotation and being eligible offers himself for reappointment.	Electronic	34	17323723	34	17323723	100	NIL	NIL	NIL	NIL	NIL	NIL
		Poll	23	346210	23	346210	100	NIL	NIL	NIL	NIL	NIL	NIL
		Total	57	17669933	56	17669933	100	NIL	NIL	NIL	NIL	NIL	NIL
4	Re- appointment of M/s. V. Sridhar & Co., Chartered Accountants, Hyderabad as statutory Auditors of the company, and to fix their remuneration	Electronic	34	17323723	34	17323723	100	NIL	NIL	NIL	NIL	NIL	NIL
		Poll	23	346210	23	346210	100	NIL	NIL	NIL	NIL	NIL	NIL
		Total	57	17669933	56	17669933	100	NIL	NIL	NIL	NIL	NIL	NIL
5	Ratification of Remuneration To Cost Auditors For The Financial Year Ending March 31, 2016.	Electronic	34	17323723	34	17323723	100	NIL	NIL	NIL	NIL	NIL	NIL
		Poll	23	346210	23	346210	100	NIL	NIL	NIL	NIL	NIL	NIL
		Total	57	17669933	56	17669933	100	NIL	NIL	NIL	NIL	NIL	NIL

The results of the voting on the resolutions were sent to the Stock Exchange in accordance with Clause 35A of Listing Agreement along with Scrutinizer's report in Form No MGT-13 on 24/09/2015 and uploaded on website of the Company.

PLACE: Solapur
DATE: 30.09.2015


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