

REF: SRHHL/SEC/2015-16

29.04.2016

To
B S E Limited
(DCS-CRD)
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001

Dear Sir,

Sub:Submission of out come of Court Convened Extra ordinary General Meeting of
Unsecured Creditors - Scheme of Arrangement -Reg


Ref: Scrip Code: 532842

We are herewith submitting Minutes of Court Convened Extra ordinary General Meeting of Unsecured Creditors with details of Voting results with regard to Scheme of Arrangement between M/s. Sree Rayalaseema Hi-Strength Hypo Limited and its four wholly owned Subsidiary companies.

This is for your kind information and records.

Thanking you.

Yours faithfully
For Sree Rayalaseema Hi-Strength Hypo Ltd


(V. Surekha)
Company Secretary
Encl: As above.



Consideration of the Agenda of the Meeting

The Chairperson informed that the Agenda of this meeting was to consider and approve the Scheme of Arrangement including modifications between Sree Rayalaseema Hi-Strength Hypo Limited, (Demerged Company) and its four wholly owned Subsidiary Companies(Resulting companies) and their respective shareholders . The Notice of the Meeting of Unsecured Creditors as well as the Statement under Section 393 of the Companies Act, 1956 and Scheme of Arrangement was read out by the Chairperson at the meeting.

Thereafter, the Chairperson read out the following resolution.

The Unsecured Creditors present at this Court convened Extra Ordinary General Meeting suggested that the Appointed date of 1st September, 2015 be modified to 1st April, 2016 to have financial year as cut- off date to be co-terminus with the financial year as per the Companies Act and the income tax act for ease in accounting and various compliances . The valuation considered in the draft scheme will have insignificant impact if there is a change in appointed date. Consequently the date for obtaining all approvals as mentioned in the para 20.0 of the draft scheme be extended up to 31stDecember, 2016. With all other terms of the draft scheme remaining unchanged. After deliberations at the meeting by clarifying all the queries raised by the members and passed the following resolutions with the modifications embodied in it.

"RESOLVED THAT pursuant to sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4,2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21 ,2013, the observation letters dated 19.02.2016 issued by both BSE Limited and the National Stock Exchange of India Limited and relevant provisions of applicable laws , and subject to the approval of the High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh , the Scheme of Arrangement between Sree Rayalaseema Hi-Strength Hypo Limited (Demerged Company) and its four wholly owned subsidiary companies namely SRHHL Power Generation Private Limited (1st Resulting Company) , SRHHL Infrastructure Private Limited (2nd Resulting Company), T G V Infrastructure & Industrial Parks Private Limited (3rd Resulting Company) and Sri Vibhu Infrastructure Development Private Limited (4th Resulting Company) and their respective shareholders and creditors, be and is hereby approved with following modifications to draft Scheme of Arrangement :

- (1) Clause 1.6 of the draft Scheme shall be replaced and substituted by "Appointed date means April 1st, 2016 " and apply to the entire Scheme accordingly.
- (2) Duly extending the time from 31st March, 2016 to 31st December, 2016 for obtaining the approvals in terms of para 20.0 of the draft Scheme of Arrangement

and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh for the resolution with modification thereof while sanctioning the Scheme or by any other authorities under applicable law.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Demerged Company (herein referred to as the "Board", which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution, or to carry out such modifications/directions as may be required and/or imposed and /or permitted by the High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh while sanctioning the Scheme of Arrangement , or by any other authorities under applicable law."

The Chairperson invited the Unsecured Creditors to seek any queries / clarification / further explanation which they may have on the Scheme of Arrangement.

The Chairperson invited the Unsecured Creditors present to propose and second the resolution. Thereafter, Mr.G.H.R.Kishore, and Mr.Syed Wasim, Unsecured Creditors, of the Company, proposed and seconded the resolution, respectively.

Poll

The Chairperson informed that as per the direction of the Hon'ble High Court for State of Telangana and State of Andhra Pradesh, the resolution has to be put to vote by Poll and had the poll procedure explained. The Chairperson appointed two Scrutineers Mr.. Syed Wasim (Rep. of Brilliant Industries Pvt Ltd) and Mr. G H R Kishore (Rep. of T G V Projects & Investments Pvt Ltd) for the Poll process and put the Resolution before the Unsecured Creditors for voting by Poll. The Unsecured Creditors cast their vote by poll.

Declaration of Poll Results

After counting of the votes polled, the Scrutinizer submitted the Scrutiny Report to the Chairperson after taking into consideration of votes polled . The Chairperson read the details of the Scrutiny Report, as under:

The total number of Unsecured Creditors present in the meeting were 34 with total outstanding amount of Rs. 13,89,97,002/-. One Unsecured Creditor had not participated in the voting . Therefore, Number of votes cast in favour of the resolution approving the draft Scheme of Arrangement were Rs.13,89,74,617/- . All votes are in favour of the resolution and number of votes cast against resolution is NIL.

Thereafter, the Chairperson declared that the resolution was carried **unanimously** .

Vote of Thanks

The meeting concluded with a vote of thanks to the Chair .



Ammaji Nettem
Advocate

Chairperson, appointed for the meeting