

MINUTES BOOK

Minutes of the Postal Ballot completed on 5th February, 2015

Background:

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the approval of the shareholders was sought for passing special resolutions for the following items of business, through postal ballot process:

1. Adoption of the new set of Articles of Association of the company.
2. Increase in borrowing powers of the company.
3. Creating Mortgage/ Charge on the assets of the company.

The Board of Directors in its meeting held on 15th December, 2014 have appointed Mr. Karra S V S Sastry, Practicing Company Secretary, as the scrutinizer to receive and scrutinize the ballot forms received from the members (including the votes casted through electronic means) and to conduct the postal ballot in a fair and a transparent manner. The Postal Ballot Notice dated 15th December, 2014 was dispatched to the members of the company on 2nd January, 2015.

The last date for receipt of the postal ballot forms and casting the e-voting was 4th February, 2015.

Mr. Karra S V S Sastry, scrutinized all the postal ballot forms and the votes casted through electronic means by the members and submitted his report on 5th February, 2015.

The chairman after verifying the scrutinizers report declared all the resolutions proposed under the postal ballot notice, dated 15th December, 2014, as duly passed by the requisite majority and directed the company secretary to make the announcement to the said effect.

The text of the resolutions duly approved is laid as under:

Resolution No: 1

As a Special Resolution

Adoption of the new set of Articles of Association of the company.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to amend the draft regulations contained in the Articles of Association in

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Association in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Dr A Vidya Sagar, Managing Director, Mrs A Sarada, Whole-Time Director and Ms. Sona Rajora, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents and returns for the purpose of giving effect to the aforesaid resolution".

Resolution No: 2

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) of Companies Act, 2013 or any amendment or modifications thereof, consent of the members be and is hereby accorded to borrow and raise such sum or sums of money from time to time as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, subject to the proviso that such borrowing shall not exceed Rs. 25,00,00,000 (Rupees Twenty Five Crores only) over and above the aggregate of the paid-up capital of the Company and its free reserves and shall exclude all temporary loans obtained by the Company from its bankers in the ordinary course of its business, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

Resolution No: 3

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, consent of the members be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted /to be constituted to exercise its powers) to create mortgage and/or charge(s) and/or hypothecation(s) in addition to the mortgage(s)/charge(s)/hypothecation(s) created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable

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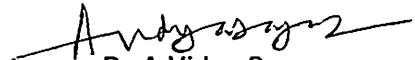
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properties and assets of all kinds of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the Financial Institution(s)/

Banks/ Lender(s)/Agent(s) and Trust(s)/Trustee(s) for securing the borrowings availed/to be availed by the Company, by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/ partly Convertible Bonds/Debentures/Warrants and/or Non Convertible Debentures or other debt instruments) issued/ to be issued by the Company from time to time, subject to the limits approved under Section 180 (1) (c) of the Companies Act, 2013, together with interest, premium (if any) on redemption, all other costs, charges and expenses and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trust(s)/Trustee(s), in respect of the said loans/borrowings/bonds/debentures/warrants and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or committee thereof and the Lender(s)/Agent(s) and Trust(s)/Trustee(s).

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgage(s)/charge(s)/hypothecation(s) as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above Resolution."

Date: 06.02.2015
Place: Hyderabad


Dr A Vidya Sagar
Managing Director

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