



SATHAVAHANA ISPAT LIMITED

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EXTRACTS OF MINUTES OF 27th ANNUAL GENERAL MEETING OF
 SATHAVAHANA ISPAT LIMITED, HELD ON FRIDAY, THE 30TH SEPTEMBER
 2016 AT 3.00 P.M. AT SRI SAGI RAMAKRISHNAM RAJU COMMUNITY
 HALL, MADURANAGAR, HYDERABAD - 500 038

PRESENT:

Shri K.Thanu Pillai	Chairman
Shri A.S.Rao	Executive Vice Chairman
Shri M.S.Ramamohan Rao	Independent Director
Smt. Y Prameela Rani	Independent Director
Shri A.Naresh Kumar	Managing Director

IN ATTENDANCE:

Shri K.V.Krishna Rao	CFO & Company Secretary
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SPECIAL INVITEE:

Shri P.V.R.K.Nageaswara Rao	Partner, M/s P.V.R.K.Nageswara Rao&Co., Chartered Accountants, Statutory Auditors of the Company.
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Shri K.V.Krishna Rao, CFO & Company Secretary welcomed the members to the 27th Annual General Meeting of the Company. The Company Secretary introduced the Directors and the Auditors on the dais to the members. The Company Secretary then handed over the proceedings to the Chairman of the meeting to conduct the business.

The Chairman called the meeting to order and announced that the requisite quorum was present for the meeting. The Chairman noted the attendance of 207 members including two promoters and 181 proxies including seven from promoters group. The Chairman then, with the consent of the shareholders announced that the notice of the 27th Annual General Meeting as already circulated amongst the members, was taken as read.

The Chairman then addressed the members, statement of which was circulated to the members present, highlighting the economic and industrial scenario, performance of the Company, reasons for not considering the dividend, Expansion project, outlook etc.



Note : Please address all the correspondence to head office

SATHAVAHANA ISPAT LIMITED

Minutes of 27th Annual General Meeting held on 30.09.2016

The Chairman then called on the Auditors M/s P.V.R.K.Nageswara Rao & Co., Chartered Accountants, and Statutory Auditors of the Company to present the Auditors' Report for the financial year ended 31st March 2016 to the Shareholders. The Auditor's report was read by Shri. P.V.R.K. Nageswara Rao and the Report on Legal and Regulatory Requirements of the Auditors were taken as read with the permission of the Shareholders.

The Chairman later invited Shri A.Naresh Kumar, Managing Director to read the Directors' Report to the Shareholders. The Directors' Report was taken as read with the permission of the Shareholders.

The Chairman then called on the Executive Vice Chairman to give brief on the industrial scenario, performance specifics of the Company etc. Shri A.S.Rao in his brief stated that the Iron and Steel industry globally suffered heavily as fallout of reduction in Chinese demand and this reflected on the Company too. He further stated that the first nine months of the year were not good and the business started looking up from January 2016 onwards where after the Company's order book position improved. Referring to the tight financial conditions he observed that the credit delivery by the banks is not only delayed but also very tight on the back of NPA issues which is reflecting adversely on the Company too. He informed that the Company is trying hard to improve the capacity utilization to 90% and hoped better days in the coming years. He went on to state that various governments across India are focusing and giving importance to water distribution, irrigation etc., which is likely to translate into sizable demand for Ductile Iron Pipes and felt that barring unforeseen circumstances that are beyond the control of the company, the future for the Company will not be bad.

The Chairman then announced that the meeting is opened for discussion and invited the Shareholders to raise their questions and seek clarification on issues concerning the industry and the Company. The Shareholders raised queries on performance of the Company, higher Interest outgo, marketing potential for Ductile Iron Pipes; company's performance ahead, debt level and plans to reduce the same, likely time frame to come out of carry forward loss etc. The Chairman directed the Company Secretary to answer the queries. The queries raised were answered by the Company Secretary to the satisfaction of Shareholders.



SATHAVAHANA ISPAT LIMITED

Minutes of 27th Annual General Meeting held on 30.09.2016

The Chairman then announced that the business as given in the Notice be taken up for approval of the Shareholders.

The Chairman called on the Company Secretary to read out the items listed in the business.

The shareholders accorded their permission that the following resolutions as noted below shall be taken as read:

Resolution		
No.	Description	Type
	As Ordinary business:	
1.	To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with the Reports of Directors and Auditors thereon.	Ordinary
2.	To appoint a Director in place of Shri A.S.Rao (DIN:00899415) who retires by rotation and being eligible, offers himself for reappointment as Director.	Ordinary
3.	To ratify the appointment of Auditors under Sections 139, 142 and other applicable provisions of the Companies Act 2013 and fix their remuneration. The Auditors M/S.P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad, (Firm's Registration Number: 002283S) are eligible for ratification of appointment.	Ordinary
	As Special Business:	
4.	To approve/fix the remuneration payable to Cost Auditors, M/s. S. Mahadevan & Co., (Firm's Registration Number: 00007) for the year ending 31st March 2017.	Ordinary

The Chairman then announced that the voting on resolutions by show of hands will not be allowed as mandated by the Companies Act 2013. He then requested the shareholders who have not cast their vote in e-voting or through physical Ballot Paper to cast their vote through Ballot paper available at the Ballot box in the hall. He later informed that the voting results of the Annual General Meeting would be announced and disseminated within 48 hours.



SATHAVAHANA ISPAT LIMITED

Minutes of 27th Annual General Meeting held on 30.09.2016

VOTE OF THANKS:

After carrying out all the business listed in the Notice the Chairman once again thanked all the members and called on the Company Secretary to propose vote of thanks. The Company Secretary did so. He also conveyed seasonal greetings to the members on behalf of the Company, Board of Directors and on his own behalf.

The meeting concluded thereafter at 4.40 pm.

The Voting results of the Annual General Meeting were declared on 1st October 2016 and the following resolutions were accordingly considered as passed:

1. To receive, consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2016 along with the Reports of Directors and Auditors thereon:

Type of Resolution: Ordinary, passed with 100% percentage of votes polled in favor.

"Resolved that the Audited Accounts of the Company for the year ended 31st March 2016 along with the Reports of Directors and Auditors there on be and are hereby approved".

2. To appoint a Director in place of Shri A.S.Rao (DIN:00899415) who retires by rotation and being eligible, offers himself for reappointment as Director:

Type of Resolution: Ordinary, passed with 100% percentage of votes polled in favor.

"RESOLVED That Shri A.S. Rao(DIN:00899415)be and is hereby re-appointed as Director of the Company".

3. To ratify the appointment of Auditors under Sections 139, 142 and other applicable provisions of the Companies Act 2013 and fix their remuneration. The Auditors M/S.P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad, (Firm's Registration Number: 002283S) are eligible for ratification of appointment:

Type of Resolution: Ordinary, passed with 100% percentage of votes polled in favor.



SATHAVAHANA ISPAT LIMITED

Minutes of 27th Annual General Meeting held on 30.09.2016

"RESOLVED that, pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act 2013 and Rules made thereunder as amended from time to time and for the time being in force, the appointment of M/s. P.V.R.K. Nageswara Rao & Co., Chartered Accountants, Hyderabad (Firm's Registration Number: 002283S) as Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of twenty eighth Annual General Meeting, be and is hereby ratified on a remuneration including Service Tax and travelling/out of pocket expenses to be mutually agreed upon by the Board of Directors of the Company and the Auditors".

4. To approve/fix the remuneration payable to Cost Auditors, M/s. S. Mahadevan & Co., (Firm's Registration Number: 00007) for the year ending 31st March 2017:

Type of Resolution: Ordinary, passed with 100% percentage of votes polled in favor.

"RESOLVED that pursuant to the provisions of Section 148 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 thereof, for the time being in force, the Cost Auditors, M/s. S. Mahadevan & co., Practicing Cost Accountants (Firm's Registration Number:00007) be and hereby, based on the recommendation of the Audit Committee, appointed as Cost Auditor of the Company to conduct Cost Audit of the Cost Records of the Company for the financial year ending 31st March 2017 and be paid a remuneration of Rs.5.00 lakhs (Rupees five lakhs only) plus Service Tax and travelling / out of pocket expenses at actuals.

RESOLVED further that the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

Place: Hyderabad
Date: 03.10.2016

Sd/-
(K. Thanu Pillai)
Chairman



For Sathavahana Ispat Limited

(K.V. Krishna Rao)
Ch. of Financial Officer &
Company Secretary