MINUTES OF TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF IVRCL LIMITED HELD ON SEPTEMBER 26, 2014 AT 3.30 P.M AT K.L.N.PRASAD AUDITORIUM, THE FEDERATION OF ANDHRA PRADESH CHAMBERS OF COMMERCE AND INDUSTRY, FEDERATION HOUSE, 11-6-841, RED HILLS, HYDERABAD – 500004

Present:

Sri E.Sudhir Reddy, Chairman & Managing Director
Sri R.Balarami Reddy, Joint Managing Director
Sri P.R.Tripathi, Director & Chairman of Audit Committee
Sri T.R.C. Bose, Director

Auditors:
Sri R.N. Chaturvedi -M/s.Chaturvedi & Partners

In attendance of Sri B. Subrahmanyam, Company Secretary

Present:

i) Members present in person	:	105	
ii) Members present through proxies / authorised representatives of the members.	:	12	
		117	for total equity shares of constituting 25.55% of the paid up equity capital

The Company Secretary welcomed the members, Chairman and the directors present and announced that as the requisite Quorum for the meeting was present and the Chairman could proceed with the conduct of the meeting.

The Chairman, Sri E.Sudhir Reddy conducted the proceedings and called the meeting to order. He welcomed the Members and stated that all the members would have received the notice of the meeting and with their permission he took the same as read.

1. **Register of Directors' Shareholding.**

   The Chairman declared that the Register of Directors' Shareholding maintained under Section 170 of the Companies Act, 2013 was placed on the table and that it was available for inspection by the members at any time during the meeting.

CHAIRMAN'S INITIALS

2. Representation of the Corporate Members if any

The Chairman stated that the corporate representation received under Section 113 of the Companies Act, 2013 was also placed on the table for inspection by the members during the meeting.

fairs of the Company. He reviewed
financial year 2013-14.

ifications on the accounts before the
put for voting.

and the same were answered to their

Appointment of the Statutory Auditors the Auditors Report on Audited Accounts for the Company.

4. Chairman's Address to the Members

The Chairman explained the state of af
the performance of the Company for the

He invited the members to seek any cla
resolution for Adoption of accounts were

A few members raised some questions
satisfaction.

The members who have not cast their votes electronically or through ballot physically before the conclusion of the e-voting period on 17th September, 2014 by 6.00 p.m. were provided an opportunity to exercise their voting right at the AGM also for which they were requested to keep their duly signed physical ballots in the poll boxes kept in the Meeting.

ORDINARY BUSINESS:

1. **Adoption of the Balance Sheet for the period ended 31st March 2014 and Profit & Loss Account for the period ended on that date, together with the reports of the Board of Directors and the Auditors thereon as a Ordinary Resolution.**

   "RESOLVED THAT the Balance Sheet for the period ended 31st March 2014 and Profit & Loss Account for the period ended on that date, together with the reports of the Board of Directors and the Auditors thereon and the

adopted."

2. Re-appointment of Sri. R. Balarami Reddy as Director of the Company

"RESOLVED THAT Sri.R.Balarami Reddy, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. Appointment of Auditors as a O

"RESOLVED THAT pursuant to applicable provisions, if any, of t with the Companies (Audit and A Partners, Chartered Accountants retiring Statutory Auditors of the as the Statutory Auditors of the Co (3) years from the conclusion of Annual General Meeting to be hel ratification of their appointment may be determined by the Board o

dinary Resolution

the provisions of Section 139 and othe e Companies Act, 2013 (the "Act") read Auditors) Rules, 2014, M/s.Chaturvedi & (Firm Registration No.307068E), the Company, be and are hereby re appointed mpany to hold office for a period of three this meeting until the conclusion of the for the financial year 2016-17(subject to at every AGM) on such remuneration as Directors."

MINUTES BOOK

SPECIAL BUSINESS:

PERQUISITES:

a) The employee [illegible] residential accommodation.

b) Maintenance & upkeep of House: The expenditure incurred [illegible] per annum [illegible] Rs. [illegible] or [illegible] percent of salary.

[illegible] Insurance of Medical Insurance, [illegible] and [illegible] as per [illegible] applicable.

d) Leave Travel [illegible] world, subject [illegible]

e) For self and family once a year, any where in the [illegible]

[illegible] admission and the [illegible]

f) Personal Accident Insurance: [illegible] Rs. [illegible] per annum.

g) Company's contribution to Provident Fund: As per the Company's rules.

CHAIRMAN'S SIGNATURE

h) Company's contribution to Superannuation Scheme: As per the Company's rules. The Company's contribution to the pension fund shall not together with the Company's contribution to the Provident fund exceed 25% (twenty five percent) of salary as laid down in the Income Tax Rules 1962.

i) Leave: Four weeks for every 11 months service or one month leave with salary which may be accumulated to a maximum of 120 days with a right to encash the leave.

j) Gratuity: The gratuity shall not exceed half month's salary for each completed year of service.

k) Use of Company car and driver on Company's business: Personal use of Company car will be billed to Sri E.Sudhir Reddy.

l) Use of residential telephone on Company's business: Charges for personal long distance calls will be billed to Sri E.Sudhir Reddy.

"Family" shall mean the spouse, dependent children & dependent parents of Sri. E. Sudhir Reddy.

COMMISSION – Commission @ 5% of net profits, in case of Company earns profits during the tenure of Sri.E.Sudhir Reddy, subject to overall ceiling stipulated in Sections 197 and 198 of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution, including the Nomination & Remuneration Committee) be and is hereby authorized to revise, amend, alter and/or vary the terms and conditions in relation to the above remuneration in such manner as may be permitted in accordance with the provisions of the Act and/or to the extent as may be required, by the Central Government while according its approval;

[illegible] matters and things as it may, in its absolute discretion deem necessary, proper or desirable including but not limited to making of an application to regulatory authorities, execution of necessary documents and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during Sri E. Sudhir Reddy's term of office as Managing Director, the minimum remuneration will be restricted to the limits as may be applicable under Schedule V of the Companies Act, 2013 and the Rules stipulated thereunder, from time to time.

CHAIRMAN'S INITIALS

5. **Appointment of Sri. R. Balarami Reddy as Joint Managing Director as a Special Resolution.**

"**RESOLVED THAT** pursuant to the provisions of Sections 196,197 and 203 read with Scheduled V and other applicable provisions if any, of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) subject to approval of shareholders of the company and Central Government as may be required, Sri R. Balarami Reddy, be and is hereby appointed as Joint Managing Director of the Company with effect from July 1, 2014 on the terms and conditions stipulated below."

i) Salary – Rs.516874/- p.m (Basic Salary – Rs. 252094/ - p.m and Allowances – Rs.264780/- p.m)

ii) Leave Travel Assistance at the rate of one month's basic salary per annum.

iii) Reimbursement of medical expenses at the rate of one month's basic salary per annum.

iv) Provident Fund at the rate of 12% of basic salary.

v) Superannuation benefits equivalent to one month's basic salary per annum at the discretion of the Compensation Committee of the Board of Directors.

vi) Gratuity as per rules of the Company.

vii) Free telephone facility at residence and mobile phone but personal long distance calls will be billed to Mr. R. Balarami Reddy.

viii) Provision for Car in accordance with the Employee Car Scheme formulated by the Compensation Committee and as amended from time to time.

ix) Leave as per Rules of the Company

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of Sri.R.Balarami Reddy, the aforesaid remuneration be paid as minimum remuneration, for a period not exceeding three years specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, enhance, or widen the scope of remuneration and perquisites payable to Sri. R. Balarami Reddy during his tenure, to the extent specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, without being required

CHAIRMAN'S INITIALS

to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including

[illegible]

[illegible] Appointment of Sri. K. Ashok Reddy as Joint Managing Director and [illegible]

"RESOLVED THAT pursuant to the provisions of Sections 196,197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial [illegible]

[illegible] below"

Rs.512191/- p.m (Basic Salary - Rs.249563/-p.m and [illegible]ances - Rs.262628/- p.m)

Travel Assistance at the rate of one month's basic salary per [illegible]

5 Salary Allow[illegible]

ii) Leave [illegible] annum

iii. Reimbursement of medical expenses at the rate of one month's basic salary per annum.

iv) Provident Fund at the rate of 12% of basic salary.

v) Superannuation benefits equivalent to one month's basic salary per annum at the discretion of the Compensation Committee of the Board of Directors.

vi) Gratuity as per rules of the Company.

vii) Free telephone facility at residence and mobile phone but personal long distance calls will be billed to Sri.K.Ashok Reddy.

viii) Provision for Car in accordance with the Employee Car Scheme formulated by the Compensation Committee and as amended from time to time

ix) Leave as per Rules of the Company

CHAIRMAN'S [illegible]

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, during the currency of the tenure of Sri.K.Ashok Reddy, the aforesaid remuneration be paid as minimum remuneration, for a period not exceeding three years specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, enhance, or widen the scope of remuneration and perquisites payable to Sri. K. Ashok Reddy during his tenure, to the extent specified in Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, without being

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable including making of an application to Central Government or such other regulatory authorities to give effect to this resolution.

7. Appointment of Sri.Prabhakar Ram Tripathi as an independent Director of the Company as an Ordinary Resolution.

"RESOLVED that Pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri.Prabhakar Ram Tripathi a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company with effect from 26th September 2014 up to 25th September 2019.

8. Appointment of Sri. Tummala Ramesh Chandra Bose as an independent Director of the Company as an Ordinary Resolution.

"RESOLVED that Pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri. Tummala Ramesh Chandra Bose a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company with effect from 26th September 2014 up to 25th September 2019.

CHAIRMAN'S SEAL

9. **Appointment of Sri.V.Murahari Reddy as an independent Director of the Company as an Ordinary Resolution.**

"**RESOLVED** that Pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Sri.V.Murahari Reddy a non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company with effect from 26th September 2014 up to 25th September 2019.

10. **Qualified Institutions Placement as a Special Resolution :**

"RESOLVED THAT pursuant to Section 62(1)(c), 42 and other applicable provisions of the Companies Act, 2013, to the extent notified as on date and as may be amended from time to time, and the rules made thereunder (including any statutory modification (s) or re-enactment, for the time being in force, the **"Companies Act, 2013",** and also including any relevant provisions of the **Companies Act, 1956** the "Companies Act, 1956"), tothe extent that such provisions of the **Companies Act, 1956** have not been superseded by the Companies Act, 2013 or de-notified, as the case may be, and together, the **"Companies Act"**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), and other applicable SEBI regulations and guidelines, the listing agreements for equity shares entered into by the Company with stock exchanges where the equity shares of the Company are listed (the **"Stock Exchanges"**), the Memorandum and Articles of Association of the Company, and all other applicable laws including the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000,the Consolidated Foreign Direct Investment Policy, and the other statutes, rules, regulations, guidelines, notifications, circulars, clarifications, et al, prescribed by the Government of India (including, without limitation, the Ministry of Finance and the Ministry of Corporate Affairs), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board, the Stock Exchanges and/or any other competent regulatory authority, as amended from time to time and to the extent applicable in each case, and subject to the approvals, consents, permissions and sanctions issued by (as well as the terms of any such approvals, consents, permissions and sanctions as may be issued by) competent regulatory authorities in this behalf, the consent of the Shareholders of the Company be and is hereby accorded to create, issue, offer and allot, through, as may be permitted under applicable law from time to time, a Qualified Institutions Placement ("**QIP**")) within the meaning of and in accordance with the terms and conditions under Chapter VIII of the SEBI ICDR Regulations, such number of equity shares of the Company ("**Equity Shares**") as the Board of Directors of the Company (the "Board" which term shall be deemed to include any Committees constituted or to be constituted by the Board to exercise its powers, including the powers

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conferred by this Resolution) at its absolute discretion or in consultation with advisers may, at any time, decide to any Qualified Institutional Buyers within the meaning of the SEBI ICDR Regulations ("QIBs"), and/or loan from banks and/or incorporated bodies, foreign institutional investors ("FIIs") / Foreign Portfolio Investors ("FPIs") registered with the SEBI and/ or mutual funds and/or insurance companies and/or pension funds and/or state industrial development corporation and / or provident funds and / or multilateral and bilateral development financial institutions through circulation of requisite offering circular or placement document, for an aggregate amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) or its equivalent in one or more currencies, in one or more tranches, including premium, if any, in India or outside India, and in such manner and at such price (including provisions in relation to discount or payment in calls as may be permitted under applicable law), terms and conditions as may be determined by the Board in its absolute discretion."

"RESOLVED FURTHER THAT any Equity Shares created, offered, issued and allotted in terms of this Resolution shall rank *pari passu* in all respect with existing Equity Shares of the Company."

"RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Equity Shares are or are proposed to be marketed or listed, or that may in any other manner apply in this relation."

"RESOLVED FURTHER THAT the offer issue and allotment of Equity Shares pursuant to the QIP shall only be made to eligible QIBs under Chapter VIII of the SEBI ICDR Regulations, the Equity Shares shall be allotted on a fully paid basis, at a price inclusive of premium of the Equity Shares so issued not be less than the price determined in accordance with the provisions of the SEBI ICDR Regulations, taking into consideration, if so approved by the Board, a discount of up to 5% on the floor price, or such other discount as may be permitted under Chapter VIII of the SEBI ICDR Regulations and other applicable laws. Further, the allotment shall be completed within 12 months from the date of the approval of the shareholders of the Company by a special resolution, and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

" RESOLVED FURTHER THAT, the relevent date for the purpose of allotment of Equity Shares in the QIP shall be date of the meeting in which the Board, or a committee of Directors duly authorised by the Board, decides to open the proposed issue".

"RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue, transfer or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the company, [illegible]

"RESOLVED FURTHER THAT, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any Officers of the Company, to give effect to this Resolution."

11. Preferential Issue of Warrants as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions of the Companies Act, 2013, as may be amended from time to time (the "**Companies Act, 2013**", and also including any relevant provision in the Companies Act, 1956, as amended (the "**Companies Act, 1956**"), to the extent that such provisions of the Companies Act, 1956 have not been superseded or de-notified, as the case may be and together the "**Companies Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Memorandum and Articles of Association of the Company, the listing agreements for equity shares entered into by the Company with stock exchanges where the equity shares of the Company are listed , and all other applicable laws including the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000, the Consolidated Foreign Direct Investment Policy, and other statutes, rules, regulations, guidelines, notifications, circulars, clarifications, etc., prescribed by the Government of India (including without limitation, the Ministry of Finance and the Ministry of Corporate Affairs), Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board, the Indian stock exchanges (the "**Stock Exchanges**") and/or other appropriate authorities as may be required and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions (as well as the terms of any such approvals, consents, permissions or sanctions), the consent of the Shareholders of the Company be and is hereby accorded to create, issue, offer and allot through preferential issue within the meaning and in accordance with the terms and conditions of Chapter VII of the SEBI ICDR Regulations as may be permitted under applicable law from time to time, in one or more tranches, up to 2,58,13,113 Warrants with a right exercisable by each warrant holder to apply and obtain allotment of one equity share of face value of Rs.2/- each, against each Warrant, at a price not less than the price arrived at in accordance with SEBI ICDR Regulations for the Equity Shares, to **M/s.Indravati Investments Private Limited** for an aggregate amount not exceeding Rs.50 Crores (Rupees Fifty Crores Only) or its equivalent in one or more currencies, including premium, if any, and in such manner and such price (including provisions in relation to discount or payment in calls as may be permitted under applicable laws) entitling the holder of each warrant, from time to time."

CHAIRMAN'S INITIALS

"RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

1. An amount equivalent to 25% of the consideration, at which Warrants are issued, shall be payable at the time of making the application for the Warrants.

2. The warrants shall be exercised by the Warrant Holder/s in one or more tranches within a period of 18 months from the date of allotment of the Warrants.

3. The Equity Shares arising from exercising the option under the Warrants shall be subject to lock-in for a period as prescribed under the SEBI ICDR Regulations."

"RESOLVED FURTHER THAT any Equity Shares created, offered, issued and allotted in terms of this Resolution shall rank *pari passu* in all respect with existing Equity Shares of the Company. The number and/or price of the warrants shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, and sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation."

"RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Equity Shares resulting from the exercise of the option under the Warrants shall be the date 30 days prior to the date of Annual General Meeting held to consider the preferential issue."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to create, issue and allot 2,58,13,113 Equity Shares upon conversion of the Warrants on the terms and conditions mentioned above."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid Warrants and listing of the Equity shares on conversion with the Stock [illegible] discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

CHAIRMAN'S [illegible]

"RESOLVED THAT in supercession to the earlier resolutions passed by th members of the Company regarding borrowing powers of the Company an pursuant to the provisions of section 180(1)(c) and other applicab

of the Company be and is hee

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things to give effect to this resolution.

14. To amend Articles of Association of the Company as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 14 and other relevant provisions, if any, of the Companies Act, 2013, or any other law for the time being in force, (including any statutory modification(s) or re-enactment thereof for the time being in force),consent of the Company be and is hereby accorded to the Board of Directors (which expression shall be deemed to include any Committee(s) thereof and hereinafter referred to as the "Board") to alter the Articles of Association of the Company in the following manner:

i. Insertion of the following definitions in the existing Article 2:

t) **"Event of Default"** shall have the meaning given to it under the CDR Documents.

u) **"Restructured Facilities"** shall mean the financial assistance and loan facilities extended by the CDR Lenders which are being restructured in accordance with the terms and conditions contained in the CDR Documents.

v) **"Final Settlement Date"** shall have the meaning given to it under the CDR Documents.

w) **"CDR Documents"** shall mean the master restructuring agreement, as amended or restated from time to time, entered into inter alia by the Company with the CDR Lenders for restructuring the financial assistance and the loan facilities and all other documents entered into or to be entered into by the Company for giving effect to the restructuring contemplated under the master restructuring agreement.

x) **"CDR EG"** shall mean Corporate Debt Restructuring Empowered Group.

y) **"CDR Lenders"** shall mean the financial institutions/banks which have restructured/ agreed to restructure the financial assistance and loan facilities of the Company in accordance with the terms and conditions contained in the CDR Documents and shall include their successors, transferees, novatees and assigns.

z) **"Material Adverse Effect"** shall have the meaning given to it under the CDR Documents.

za) **"Monitoring Committee"** shall mean a committee consisting of a representative of the CDR Cell and representatives of State Bank of India, ICICI Bank Limited, IDBI Bank Limited, Karur Vysya Bank and Canara Bank.

zb) **"Pledged Shares"** shall mean the shares of the Company pledged for the benefit of the CDR Lenders under the Share Pledge Agreement entered or

zc) **"Pledgor"** shall mean Promoters of IVRCL Limited and/or any other Member, if applicable.

zd) **"Share Pledge Agreement"** shall mean the share pledge agreement executed or to be executed by the promoters of the Company pledging shares of the Company for the benefit of the CDR Lenders.

ii. Insertion of the following new Article 9A after Article 9:

9A Prior consent of the CDR Lenders for any alteration in the capital structure

Notwithstanding anything contained in the Articles, the Company shall not alter, modify or change its authorized share capital or issued and paid-up share capital, consolidate, divide, cancel any shares without the consent of the CDR Lenders and otherwise than as permitted under the CDR Documents. Notwithstanding anything contained in these Articles, the Company shall as and when required by the CDR Lenders make modifications or changes to its share capital / authorized share capital or consolidate or sub-divide any shares.

iii. Insertion of the following new Article 32A after Article 32:

v. Insertion of the following new Article 69A and 69B after Article 69:

69A Borrowing to be in accordance with the CDR Documents

Notwithstanding anything contained in these Articles, the Company shall not borrow any monies other than in accordance with the provisions of the CDR Documents.

69B Security Creation to be in accordance with the CDR Documents

Notwithstanding anything contained in these Articles, the Company shall not create any security interest or otherwise dispose off its assets except as provided for in the CDR Documents. If the Company creates any security interest or disposes off its assets in contravention of the provisions of the CDR Documents, the same shall be void ab initio and shall not create any right, title or interest of whatsoever nature in favour of any party.

vi. Insertion of the following new Articles 104A, 104B, 104C and 104D after Article 104:

104A Exercise of voting rights to be in accordance with the CDR Documents

Members shall exercise their rights in relation to the Company to give effect to and comply with the terms of the CDR Documents and shall not vote in a manner so as to cause an Event of Default under the CDR Documents.

104B CDR Lenders' rights upon Event of Default

Notwithstanding anything contained in these Articles, with respect to the Pledged Shares, upon the occurrence of an Event of Default, the CDR Lenders shall be entitled to attend the meetings of the Company and vote there at in accordance with the Share Pledge Agreement.

104C Obligations of the Pledgor under the CDR Documents

(a) Subject to Article 104C(b) below, unless and until an Event of Default shall have occurred, the Pledgors shall be entitled to exercise any and all voting and other consequential rights pertaining to the Pledged Shares except the right to sell, transfer, assign, charge, pledge or otherwise encumber the pledged shares and for all or any part thereof for any purpose not in violation of or inconsistent with any of the terms of the Share Pledge Agreement or any other CDR Documents, provided that the Pledgors agree that they will not vote in any manner that is inconsistent with the terms of the Share Pledge Agreement and the CDR Documents and will not vote in favour of any resolution which would have the effect of changing the terms of the Pledged Shares or any rights attaching to the Pledged Shares in any way. Provided further that the Pledgors shall not exercise or refrain from exercising any voting right if, in the CDR

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Lenders or their trustee judgement such action would have a Material Adverse Effect. All such rights of the Pledgors to vote shall cease forthwith upon the occurrence of an Event of Default and the provisions of this article shall apply thereafter.

ereagers and the Pledgors have irrevocably authorised the
e occurrence of an Event of Default, to attend any general
or meeting of any class of members or meeting of creditors
! to exercise the voting rights in respect of the Pledged
as the CDR Lenders may deem fit. To enable the CDR
voting rights as aforesaid, the Pledgors have registered the
with the Company with the Instructions Set as and
is received from the CDR Lenders in this behalf, the CDR
entitled to attend and exercise the voting rights in respect
the Pledgors have also arranged with the Company for
The notices of the said meetings to the CDR Lenders as
es are issued to the shareholders or creditors or both. The
' to execute and deliver to the CDR Lenders all proxies and
ts as the CDR Lenders may require to exercise such voting

of the Pledgors

thing contained in the Articles, the Pledgors shall be
eir respective voting and other consensual rights and
wners of the Pledged Shares or any part thereof, in
terms of the Share Pledge Agreement.

wing new Article 130A after Article 130:

Directors

thing to the contrary contained in these Articles, the CDR
titled to appoint, remove or replace from time to time,
oard while the Restructured Facilities under the CDR
nding (the "CDR Nominee Directors") and if, at any time,
Directors are not able to attend a meeting of the Board or
es, of which they are a member, then the Monitoring
ute an observer to attend the meeting (the "Observer").
Nominee Directors nor the Observer shall be required to
ation shares nor be liable to retire by rotation. The CDR
shall be appointed as members of the committees of the
by the CDR Lenders. The Nominee Directors and/or the
entitled to receive all notices, agenda and any other
tend all general meetings and board meetings and meetings
f the Board. In the event the CDR Nominee Directors are
of the above meetings or has not been appointed by the
DR Lenders may depute an Observer to attend the meeting.
ed by the CDR Lenders in this connection shall be borne

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(b) The Company notif
CDR Lenders upon t
meeting of members
of the Company and
Shares in any manne
Lenders to exercise
Share Pledge Agree
when any information
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and other rights.

104D Voting Rights

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vii. Insertion of the follo

130A CDR Nomine

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and payable by the Company. The CDR Nominee Directors or the Observer shall be entitled to furnish to the CDR Lenders reports of the proceedings of all such meetings and the Company shall not have any objection to the same. The appointment or removal of the CDR Nominee Directors shall be by notice in writing by the CDR Lenders addressed to the Company and shall take effect forthwith upon such a notice being delivered to the Company. The CDR Nominee Directors shall be entitled to all the rights and privileges of other non-executive directors of the Board and the sitting fees, and expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, the fees, commission, monies and remuneration in relation to such CDR Nominee Directors shall accrue to the appointing CDR Lenders and the same shall accordingly be paid by the Company directly to the CDR Lenders. All expenditure incurred by the CDR Lenders or the CDR Nominee Directors or both in connection with their appointment of directorship shall be borne and payable by the Company. The Company shall ensure that the Observer shall be entitled to the same indemnities as the Directors and shall be indemnified by the Company against any liabilities, losses, damages, claims, penalties, judgments, suits, costs and expenses arising as a result of its actions pursuant to the appointment as an Observer.

viii. Insertion of the following new Article 167A after Article 167:

167A Dividends

The Company shall not declare or pay dividend on its equity shares unless otherwise approved by the CDR Lenders or CDR EG.

ix. Insertion of the following new Article 186 and Article 187 after Article 185:

186 Compliance with the CDR Documents

Notwithstanding anything contained in these Articles, the Company and its Members:

(a) will cause the Company to comply with the provisions of the CDR Documents; and

(b) shall not take any action or exercise any voting rights that:

(i) is inconsistent with, or contravenes the provisions of the CDR Documents; or

(ii) shall prejudice the rights of the CDR Lenders under the CDR Documents.

Any action taken by the Company and/or its Members that is inconsistent with, or contravenes, the provisions of the CDR Documents, shall be void ab initio.

187 Amendment to Articles of Association

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The Company shall not, without the prior consent in writing of the CDR Lenders, amend or modify these Articles in a manner which will affect the Company's obligations or the CDR Lenders' rights under the CDR Documents.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

15. **Option to CDR Lenders for conversion of Debt into Equity Shares and Issue of Equity Shares to CDR Lenders on preferential basis on conversion of Funded Interest Term Loan (FITL), term debt, Working Capital Term Loan – I (WCTL-I) and Working Capital Term Loan – II (WCTL-II) into Equity Shares of the Company as a Special Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Section 62(1)(c), 62(3) and other applicable provisions of the Companies Act, 2013, to the extent notified as on date and as may be amended from time to time (the "Companies Act, 2013"), and the rules issued thereunder and also including any relevant provisions of the Companies Act, 1956 (the "Companies Act, 1956") and the rules issued thereunder, to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 or de-notified, as the case may be, and together, the **"Companies Act"),** the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended **(the "ICDR Regulations")** including Sections 71, 74, 77 and 78 of the ICDR Regulations, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and all appropriate statutory, governmental and other authorities and departments in this regard and subject to such conditions and modifications as may be prescribed by the respective statutory, governmental and other authorities and departments while granting such approvals, consents, sanctions, permissions, and in accordance with the provisions of the CDR Documents, the consent of the Company be and is hereby accorded to the Board of the Directors of the Company:

i) on terms and conditions contained in the CDR Documents, such terms and conditions to provide, inter alia, for an option to the CDR Lenders to convert the whole or part of the Outstandings (whether then due or payable or not), into fully paid up Equity Shares of the Company at a mutually agreed price and subject to applicable law and in the manner specified in a notice in writing to be given by the CDR Lenders to the Company (hereinafter referred to as the **"Notice of Conversion")** and in accordance with the following conditions:

   a) The conversion right reserved as aforesaid may be exercised by the CDR Lenders upon the occurrence of a default by the Company or as specified under the CDR Documents;

or such other Person identified by the CDR Lenders as from the date of conversion and the CDR Lenders shall accept the same in satisfaction of the part of the Outstandings so converted;

c) The part of the Outstandings so converted shall cease to carry interest as from the date of conversion and the Restructured Facilities shall stand correspondingly reduced. Upon such conversion, the repayment instalments payable after the date of conversion as per the Master Restructuring Agreement shall stand reduced proportionately by the amounts of the loan so converted. The Equity Shares so allotted and issued to the CDR Lenders or such other person identified by the CDR Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said Shares shall rank paripassu with the existing Equity Shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued authorised shares for the above purpose; and

d) In the event that the CDR Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the Equity Shares, issued to the CDR Lenders or such other person identified by the CDR Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the CDR Lenders or such other person identified by the CDR Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the CDR Lenders or such other person identified by the CDR Lenders, to ensure that the shares are listed as required by the CDR Lenders or such other person identified by the CDR Lenders."

ii) to offer, issue and allot, in one or more tranches:

a) 330260762 (Thirty Three Crores Two Lakhs Sixty Thousand Seven Hundred Sixty Two only) number of fully paid-up Equity Shares, at a price of Rs.24.16/- (Rupees Twenty four and paise Sixteen only) per Equity Share having face value of Rs.2/- (Rupee Two only) for an amount of approximately Rs.797.91 Crores, to the CDR Lenders in consideration of conversion of Funded Interest Term Loan (FITL) at any time during the currency of Restructured Facilities, in accordance with the Applicable Law, including CDR Guidelines, ICDR regulations and the Banking Regulation Act, 1949 and the provisions of the Master Restructuring Agreement;

b) 36783940 (Three Crores Sixty Seven Lakhs Eighty Three Thousand Nine Hundred and Forty Only) number of fully paid-up Equity Shares, at a price of Rs.24.16/- (Rupees Twenty four and paise Sixteen only) per Equity Share having face value of Rs.2/- (Rupee Two only) for an amount of approximately Rs.88.87 Crores, to the CDR Lenders in consideration of conversion of upto a maximum of 20 (Twenty) percent of Restructured Term Debt outstanding beyond 7 (seven) years from the

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date of the CDR LOA in accordance with the Applicable Law, including CDR Guidelines, ICDR regulations and the Banking Regulation Act, 1949 and the provisions of the Master Restructuring Agreement.

c) 665554636 (Sixty Six Crores Fifty Five Lakhs Four Thousand Six Hundred and Thirty Six)number of fully paid-up Equity Shares, at a price of Rs.24.16/- (Rupees Twenty four and Paise Sixteen only) per Equity Share having face value of Rs.2/- (Rupee Two only) for an amount of approximately Rs. 1607.98 Crores, to the CDR Lenders in consideration of conversion of Working Capital Term Loan 1 (WCTL-I) at any time during the currency of Restructured Facilities, in accordance with the Applicable Law, including CDR Guidelines, ICDR regulations and the Banking Regulation Act, 1949 and the provisions of the LoA;

d) 151403146 (Fifteen Crores Fourteen Lakhs Three Thousand one Hundred and Forty Six Only) number of fully paid-up Equity Shares, at a price of Rs.24.16/- (Rupees Twenty four and paise Sixteen only) per Equity Share having face value of Rs.2/- (Rupee Two only) for an amount of approximately Rs.365.79 Crores, to the CDR Lenders in consideration of conversion of Working Capital Term Loan 2 (WCTL- II) at any time during the currency of Restructured Facilities, in accordance with the Applicable Law, including CDR Guidelines, ICDR regulations and the Banking Regulation Act, 1949 and the provisions of the LoA;

"RESOLVED FURTHER THAT the relevant date for determining the price for the allotment of Equity Shares to the CDR Lenders shall be the date of approval of CDR Package by CDR EG, i.e. 28th Dec, 2014 . .

"RESOLVED FURTHER THAT the Board of Directors be and are hereby [illegible] Shares for conversion as the said portion of the instruments as may be exercise by the CDR Lenders."

"RESOLVED FURTHER THAT the terms of (i) the Master Restructuring [illegible] Master Restructuring Agreement and [illegible] transactions [illegible] be and are hereby approved by the Company [illegible] connection with [illegible] contemplated thereby

"RESOLVED FURTHER THAT the Board of Directors be and are hereby [illegible] and to do all such acts and things as may be required by the CDR Lenders arising from or incidental to the [illegible] and to do all such acts and things as may [illegible] may be imposed or [illegible] aforesaid terms [illegible] necessary to give [illegible]

"RESOLVED FURTHER THAT pursuant to the provisions of Regulation 74 of [illegible] Board be and is hereby authorised to issue and allot the [illegible] date as agreed by the CDR Lenders and the said Equity [illegible] pari passu with the existing Equity Shares of the Company in all [illegible]

"RESOLVED FURTHER THAT [illegible] CDR Regulations, [illegible] Equity Share of a [illegible] Shares shall rank pari [illegible]

respects and the Equity Shares shall be subject to lock-in for such period as may be agreed upon by the CDR Lenders and in accordance with the ICDR Regulations.

"RESOLVED FURTHER THAT in addition to all applicable Indian laws, the securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be marketed or listed, or that may in any other manner apply in this relation."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares and listing of the Equity shares on conversion with the Stock Exchange(s) and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any Officers of the Company, to give effect to this Resolution."

Capitalised terms used in resolutions pertaining to Corporate Debt Restructuring, but not defined herein, shall have the meaning given to them in the Master Restructuring Agreement.

Vote of Thanks

Sri.B. Subrahmanyam, Company Secretary proposed vote of thanks. The Chairman declared the meeting as concluded.

Declaration of Results:

On the basis of the Report of the Scrutinizer, the aggregate results of voting through e-voting and poll through physical ballots at the AGM was as follows. All the Resolutions (Special and Ordinary) were passed with the requisite majority.

RES. No.	RESOLUTION	VOTES FAVOUR	PERCENTAGE FAVOUR	VOTES AGAINST	PERCENTAGE AGAINST
1	Adoption of the Balance Sheet for the period ended 31st March 2014 and Profit & Loss Account for the period ended on that date, together with the reports of the Board of Directors and the Auditors thereon.	6,55,14,768	97	19,30,846	2.86

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2	Re-appointment of Sri.R. Balarami Reddy as Director	6,74,38,634	100	5,324	0.01
3	Appointment of Auditors.	6,74,42,915	100	1,046	0.00
4	Re-Appointment of Sri.E.Sudhir Reddy as Chairman & Managing Director as a Special Resolution	6,74,27,853	100	4,805	0.01
5	Appointment of Sri. R. Balarami Reddy as Joint Managing Director as a Special Resolution	6,74,38,079	100	4,704	0.01
6	Appointment of Sri. K. Ashok Reddy as Joint Managing Director as a Special Resolution	6,74,36,879	100	5,904	0.01
7	Appointment of Sri.Prabhakar Ram Tripathi as an independent Director	6,74,40,109	100	2,671	0.00
8	Appointment of Sri. Tummala Ramesh Chandra Bose as an independent Director	6,74,41,076	100	1,779	0.00
9	Appointment of Sri.V.Murahari Reddy as an independent Director	6,74,38,051	100	4,804	0.01
10	Qualified Institutions Placement as a Special Resolution as a Special Resolution	6,15,10,587	91	59,32,201	8.80
11	Preferential Issue of Warrants as a Special Resolution	6,34,40,028	94	40,04,680	5.94
12	Borrowing powers as a Special Resolution	6,73,65,303	100	80,505	0.12
13	Ratification of remuneration to be paid to cost Auditor	6,74,41,782	100	1,278	0.00
14	To amend Articles of Association as a Special Resolution	6,74,43,022	100	1,686	0.00
15	Option to CDR Lenders for conversion of Debt into Equity Shares and Issue of Equity Shares to CDR Lenders on preferential basis on conversion of Funded Interest Term Loan (FITL), term debt, Working Capital Term Loan – I (WCTL-I) and Working Capital Term Loan – II (WCTL-II) into Equity Shares as a Special Resolution	6,74,38,280	100	4,578	0.01

Place: Hyderabad
Date: 26-09-2014

(E. SUDHIR REDDY)
Chairman

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