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MINUTES OF THE THIRTY SIXTH ANNUAL GENERAL MEETING OF ARTSON ENGINEERING LIMITED HELD ON MONDAY, 10th AUGUST 2015 AT 3.00 P.M. AT SUNVILLE BANQUETS, ROYAL HALL, 3rd FLOOR, 9, DR. ANNIE BESANT ROAD, OPPOSITE ATRIA MALL, WORLI, MUMBAI 400 018

Present:

Mr. Vinayak Deshpande

Chairman

Ms. Leja Hattiangadi

Director

Mr. Michael Bastian

Director, Chairman - Nomination & Remuneration

Committee and Stakeholders' Relationship Committee

Mr. Nalin Shah

Director, Chairman - Audit Committee

Mr. Pralhad Pawar

Director

Mr. Shashikant Oak

Special Director

In Attendance:

Mr. R. S. Chokshi

Partner (Authorised Representative), Chokshi & Chokshi, Chartered Accountants, Statutory Auditors

Mr. Nikhil Naniwadekar

Chief Operating Officer

Mr. Rajesh Mandale

Chief Financial Officer

Ms. Anuja Bhate

Company Secretary

Mr. Vishram Panchpor

Scrutinizer

By Invitation:

Mr. Shailesh Jain

Head - Finance & Accounts, TPL

The Chairman ascertained the number of Members present i.e. 42 Members present in person and 12 present through Proxy / Corporate Representation representing 27820774 equity shares and thereafter commenced the proceedings of the 36th Annual General Meeting. The requisite quorum was present throughout the Meeting.

The Chairman extended a warm welcome to all the Members present and stated that the Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts with Related Parties and Contracts and Bodies etc. in which Directors are interested, the Register of Proxies and the Auditor's Report, Secretarial Audit Report were available for inspection to the Members, if anyone so desired.

The Chairman informed the Members that all the Directors were present and then introduced the Directors on the dais. The Chairman also introduced Mr. Nikhil Naniwadekar, Chief Operating Officer, Mr. Rajesh Mandale, Chief Financial Officer and Ms. Anuja Bhate, Company Secretary of the Company.

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Mr. Punit Shah, Secretarial Auditor, had conveyed his inability to attend the Annual General Meeting. With the consent of the Members, Mr. Punit Shah was granted leave of absence.

With the permission of the Members, the Notice convening the Thirty Sixth Annual General Meeting was taken as received and read.

The Chairman then addressed the Meeting.

In the course of his Speech, amongst other matters, the Chairman informed the Members that:

- a. the Company had commenced the year under review with with an Orderbook of about Rs. 56 Crore and had received new Orders of approx. Rs. 60 Crore and thus, executable orders to the tune of Rs. 116 Crore were available for execution.
- b. The Company had completed civil works in respect of the tankage order at Suvali, Gujarat and had already commenced the mechanical works which is expected to be completed in the 2nd Quarter of the Financial Year 2015-16.
- c. Operations were restarted at UAE and the Company is presently executing the works pertaining to fabrication, erection and painting of tanks and pipe racks, along with the exports of fabricated items and fabrication and storage of chemical tanks.
- d. The Company had successfully concluded the contract with Tata Steel Growth Shop (TGS) to carry out the fabrication works in their open yard at Jamshedpur and had delivered over 70,000 MT fabricated structures for Kalinganagar Project, Odisha over the last 3 ½ years.
- e. The Company's Nashik Factory had completed the order pertaining to the manufacture of buffer vessels for Tata Steel Limited's project at Kalinganagar, Odisha.
- f. The Company's Nagpur facility was occupied in the execution of the Order pertaining to fabrication and supply of structurals for Tata Projects Limited.

The Chairman thereafter informed the Members that:

- at the Company's Nashik factory, orders for fabrication of under-ground tanks, supply of fabricated structures, flanged bottom Dished Ends, External Limpet Coil Reactor, supply of skids, Heat Exchangers etc. were under progress.
- Nashik Factory had received NTPC approval making it eligible to undertake fabrication of power plant structures.
- The Company's Nagpur factory was occupied in the execution of the structural works of an upcoming steel plant.
- The Fabrication yard development activity at Nagpur is in progress and will be completed within this month.

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The Chairman thereafter shared the new initiative with the Members to start facility for fabrication at Asanbani near Jamshedpur. He informed the Members that the Company planned to supply structural works from this facility for an Order in hand and expressed the hope to receive new projects in and around Jamshedpur, Ranchi and other nearby areas.

The Chairman thereafter informed the Members, the Company's performance for the first quarter ended 30th June, 2015, which had been approved by the Board of Directors at its Meeting held on 24th July 2015. The Chairman added that after about 4 years, the Company had reported Profit after Tax and stated that the Company is focused to demonstrate a better performance.

The Chairman then informed the Members that most of the provisions of the Sanctioned Scheme had already been implemented. However, the Company had not been able to achieve positive networth. The Company had therefore approached the BIFR and had filed a Miscellaneous Application on 17th October 2013 proposing certain modifications to the Sanctioned Scheme.

The Chairman apprised the Members that the Miscellaneous Application, amongst others, contained a proposal to convert the outstanding Term Loan and Inter Corporate Deposits taken from Tata Projects Limited including interest thereon aggregating Rs. 44.18 Crore into 44,18,22,878 4 % Optionally Convertible Cumulative Redeemable Preference Shares of Re. 1 /- each. It was informed that the said financial restructuring exercise would not only substantially improve the Company's networth but also reduce the recurring finance cost to a great extent thereby improving the cash-flow also.

The Members were informed that although the BIFR had granted hearings to the Company from time to time, last such hearing fixed on 17th June 2015 was postponed by the BIFR without assigning any reasons and without fixing the next date for hearing. The Chairman stated that Tata Projects Limited and Bank of India, the Monitoring Agency had already given their approval to the modifications sought by the Company.

The Chairman expressed hope that barring the unforeseen circumstances, the proceedings would be soon concluded with a favorable outcome.

The Chairman then informed the Members that during the year under review few changes had taken place in the Company's Board of Directors. He informed that:

- a. Ms. Leja Hattiangadi had been appointed as an Additional Director (Non-Executive and Independent) on the Board of the Company effective 12th March 2015:
- b. Mr. A. K. Misra, one of the nominees of Tata Projects Limited, owing to some personal reasons resigned as a Director of the Company effective 5th May 2015. The Chairman expressed deep gratitude, to Mr. Misra, and on collective behalf, wished Mr. Misra a healthy and satisfying life ahead.

The Chairman then informed the Members that pursuant to the provisions of the Companies Act, 2013, the proposal for the appointment of Ms. Leja Hattiangadi as an Independent Director formed part of the Meeting's Agenda and expressed a hope that the Shareholders would approve this proposals with their overwhelming support.

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The Chairman thereafter urged the Members to opt for registration of email IDs so that the Annual Report and other important information about the Company could reach in a faster, economic and eco-friendly manner.

It was informed that pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had made available to the Members, the remote e-voting facility. The e-voting window was kept open from 6th August 2015 to 9th August 2015 and Mr. Vishram Panchpor, Practising Company Secretary, was appointed as the Scrutinizer to carry out the remote e-voting process in a fair and transparent manner.

It was stated that the Report of the Scrutinizer on remote e-voting process as well as the results of voting at the Annual General Meeting would be placed on the Company's website and that of National Securities Depository Limited ("NSDL") latest by 12th August 2015.

The Chairman placed on record, his sincere thanks to the Shareholders, business associates, vendor partners, bankers, government and regulatory authorities in India and abroad for the support extended. He also thanked the dedicated team of employees for their commitment towards the Company.

Thereafter, pursuant to the provisions contained in the Secretarial Standard on General Meeting, Ms. Anuja Bhate, Company Secretary, read the paragraph on "Emphasis of Matter" included in the Auditors' Report and attention of the Members was drawn to Note No. 36 of the Financial Statements.

The Chairman thereafter announced that for the benefit of Members who had not voted electronically, a poll would be conducted at the end of the Meeting.

Before putting the Resolutions to vote, the Chairman explained the objectives and implications of the Resolutions and thereafter invited the Members to make their comments/ seek clarifications, if any.

Ms. Shobhana Mehta extended a warm welcome to Ms. Leja Hattiangadi and gave her best wishes to the Company and enquired about:

- As to why the turnover of the Company for the Financial Year 2014-15 was lower as compared to previous Financial Year;
- b. As to when the Company is likely to come out of the BIFR's purview;
- c. as to when the Shareholders can expect dividend;
- d. the Financial Year in which the Company had last paid the dividend
- e. the present employee strength;
- f. the number of employees employed overseas;
- g. as to when will the Company organize a visit to its factory at Nashik
- h. the quantum of the expenses of the Annual General Meeting;

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Ms. Mehta suggested that henceforth the speech of Chairman should be circulated at the Annual General Meeting and that the Company should consider holding the next Annual General Meeting at a place which would be convenient to the Members and relatively inexpensive.

She further stated that she supported all the resolutions which formed part of the Agenda of the Annual General Meeting.

Mrs. C. E. Mascarenhas suggested that option of reverse Merger should be considered by Tata Projects Limited and seconded the view of Mrs. Mehta to hold the next Annual General meeting at any other venue. She further gave her best wishes to the Company.

Mr. Anil Parekh welcomed Ms. Leja Hattiangadi on the Company's Board of Directors. He observed that the Company had received majority of the Orders from Tata Projects Limited and enquired whether the Company had any orders from entities / parties not within Tata group. He further enquired about:

- The necessity for the Company to borrow in addition to its existing borrowings as set out in Special Resolution No. 6
- b. Reasons for lower turnover of the Company;
- c. the percentage of Orders from overseas during the Financial Year 2014-15;
- whether the bottling plant and machinery activity carried out by the Company atits Nashik factory, would also cater to the domestic markets.
- e. the modifications proposed by the Company in the Miscellaneous Application;
- f. As to why the provision for doubtful debts were higher;
- g. As to why the claims from the third party were higher;
- h. The number of the employees retrenched by the Company during the year;
- i. The absence of the Secretarial Auditor.

Mr. Parekh also suggested that under the caption Corporate Information, the name of the Chief Operating Officer and other Senior Managerial Personnel of the Company should also be mentioned.

Mr. Ronald Fernandes, amongst other things, suggested that the Company should incorporate coloured photographs in its next Annual Report and gave his support to all the Resolutions which formed part of the Agenda of the Annual General Meeting.

The Chairman thanked the Members for their suggestions and interest shown in the Company's affairs, and replied to their queries as under:

a. The planned order for project in Sharjah, UAE was received only in the December / January 2015 as against anticipated in 2nd quarter Order book. Hence, revenue generation is shifted to the subsequent period. Due to lack of activity in the market, the Company could not garner orders similar to buffer vessels. While the Company had completed the fabrication dispatches, there was not much

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momentum in focus market segments (Metal and Mineral, Power) and hence it resulted in softening of demand in Jamshedpur (TGS), Nagpur (TPL- Nagarnar). The cumulative effect resulted in lower turnover of the Company.

- b. The Company has filed a Miscellaneous Application with the BIFR for conversion of outstanding loan and the Inter Corporate Deposits into Preference Shares. On approval of the said modification, the Company's Networth will improve substantially. We expect to wipe out losses in few of years and record an improved performance. The Company's Management is also committed to revive the Company operationally.
- c. As per the Audited Accounts, the Company had accumulated losses of Rs. 67.56 Crore as at the end of Financial Year 2014-15. The Sanctioned Scheme, amongst others, contained a restriction that no dividend shall be declared without BIFR's prior permission. Hence, the decision about dividend will be taken by the Board of Directors at an appropriate time in future.
- d. The Company had last paid the dividend in the Financial Year 1995-96;
- e. At present the Company had 118 employees on its rolls.
- f. In all 8 employees were employed by the Company for its tankage project at Sharjah, UAE.
- g. The Company has noted the shareholders' requests to visit Nashik factory and the same may be considered at an appropriate time in future.
- h. The Company had incurred an expenditure of about Rs. 5.50 Lakh towards Annual General Meeting (AGM) which is inclusive of printing and posting of the Annual Report, charges for venue of the AGM, Scrutinizer's fees, remote e voting facility etc.
- No plans were under discussions or consideration for merger/ reverse merger/ amalgamation of the Company with Tata Projects Limited.
- j. The Company's strategy was to focus on fabrication works from Tata group companies rather than project works. Thus, the Company intends to focus on fabrication works for Tata companies especially TPL. In FY 2014-15, the Company had booked and started executing tankages works for Tata Projects Limited (Sharjah) and one project for outside party i.e. Cairn India Limited. The Company is also in the process of simultaneously exploring the possibility of taking up Orders from outside parties, in its core areas viz., Tankage Construction, Process Equipment Manufacturing, Steel Structure Fabrication, only after careful evaluation in terms of payment terms, resourcing capability, margins, costs etc.
- k. The Special Resolution proposed at No. 6 of the Notice was only an enabling resolution to cater to the Company's working capital requirements and capital expenditure.
- The Company had received about 70 % of the Orders for execution of projects outside India during the Financial Year 2014-15. During the quarter ended 30th June 2015, the Company has received orders about Rs. 71 Crore to be executed in India.

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m. The bottling plant and machinery activity carried out by the Company at its Nashik factory was also catering to domestic markets.

- n. One of the modifications sought to the Sanctioned Scheme is the proposal involving conversion of the Term loan and the Inter-Corporate Deposits including interest thereon aggregating Rs. 44.18 Crore extended by Tata Projects Limited into 4 % Optionally Convertible Cumulative Redeemable Preference Shares of Re. 1/- each. Barring unforeseen circumstances, the Company expected that the BIFR would approve this modification.
- o. The provision for doubtful receivables was made as a precautionary measure. There were some old outstanding amounts and as a prudent policy, the provision was made in the books of account.
- p. One of the Clients with which the Company had entered into contract, had during the Financial Year 2014-15, made a claim against the Company and the matter is presently under arbitration with the said Client.
- q. The Company had not retrenched any employee during the Financial Year 2014-15.
- r. Mr. Punit Shah, Secretarial Auditor, had sought leave of absence since he could not attend the Annual General Meeting owing to some personal reasons.

The Chairman informed that the Company will consider the suggestions of the shareholders to hold the next Annual General Meeting at any other venue.

The Chairman thereafter ordered Poll to be taken on the under noted Resolutions which formed part of the Agenda of the Annual General Meeting:

 Adoption of the Audited Financial Statements for the financial year ended 31st March 2015, Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Audited Financial Statements for the Financial Year ended 31st March 2015, Reports of the Directors and Auditors as laid before the Members at this Meeting be and are hereby adopted."

2. Re-appointment of Mr. Pralhad Pawar (DIN: 06557071) as a Director of the Company, liable to retire by rotation.

"RESOLVED THAT Mr. Pralhad Pawar (DIN: 06557071), who retires by rotation in accordance with the requirements of the Companies Act, 2013 and the Articles of Association of the Company and is eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

 Appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No.101872W /W100045), as the Statutory Auditors of the Company

"RESOLVED THAT M/s. Chokshi & Chokshi LLP, Chartered Accountants, Mumbai, (Firm Registration No. 101872W/ W100045), the retiring Auditors be and are hereby appointed as the Auditors of the Company to hold office until

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the conclusion of the Thirty-Seventh Annual General Meeting on a remuneration as may be decided by the Board of Directors plus reimbursement of Service Tax and out of pocket expenses for actual traveling and other expenses in connection with the Company's audit."

4. Appointment of Ms. Leja Hattiangadi as Director

"RESOLVED THAT Ms. Leja Hattiangadi (DIN: 00198720), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th March 2015 and who holds the office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 (the Act) and is eligible for appointment and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member of the Company proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

Appointment of Ms. Leja Hattiangadi as an Independent Director under the provisions of Section 149 of the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Leja Hattiangadi (DIN: 00198720), a non-executive Director of the Company, who has submitted a declaration that she 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, not liable to retire by rotation, with effect from 12th March 2015 up to 11th March 2020."

 Approval for borrowing limits of the Company under Section 180 (1)(c) of the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and subject to the approval of the Board for Industrial and Financial Reconstruction (BIFR), if any or such other competent authority, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 75 Crore.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts,

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deeds and things, to execute all such documents, instruments and writings as may be required."

7. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and subject to the approval of the Board for Industrial and Financial Reconstruction (BIFR), if any, or such other competent authority, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to create such mortgages, charges and hypothecations as may be necessary in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, in such manner as the Board / Committee of the Board may direct, in favour of financial Institutions, Investment Institutions and their subsidiaries, Banks, Non Banking Finance Companies, Other Bodies Corporate, other persons (hereinafter referred to as the "Lending Agencies"), to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company for an amount not exceeding Rs. 75 Crore to the Lending Agencies under their respective Agreements / Loan Agreements / entered / to. be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

8. Entering into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014.

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (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, to enter into contracts / arrangements / transactions with Tata Projects Limited (TPL), the Company's Holding company and a 'Related Party' as defined under Section 2 (76) of the Companies Act, 2013, as indicated in the table below on mutually acceptable terms and conditions between the Company and TPL for the maximum amounts per annum, as mentioned herein below:

Sr. No.	Category	Amount per annum
1	Sale, purchase or supply of any goods or materials, directly or through appointment of agents	Rs. 100 Crore

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Sr. No. Category Amount per annum

2 Leasing of property of any kind Rs. 5 Crore

3 Availing or rendering of any services, directly or through appointment of agents Rs. 100 Crore

RESOLVED FURTHER THAT consent of the Company is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold as specified in Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

The Chairman then informed the shareholders that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, the results of remote evoting and Poll would be announced and would be uploaded on the Company's website and that of NSDL on 12th August 2015 and will also be intimated to Bombay Stock Exchange Limited.

The Chairman then thanked the Members.

The meeting concluded at 5.00 p.m. with a vote of thanks to the Chair.

Hyderabad, 31st August 2015

Chairman

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ADDENDUM TO THE MINUTES OF THE THIRTY-SIXTH ANNUAL GENERAL MEETING OF ARTSON ENGINEERING LIMITED HELD ON MONDAY, 10TH AUGUST 2015 AT 3.00 P.M. AT SUNVILLE BANQUETS, ROYAL HALL, 3rd FLOOR, 9, DR. ANNIE BESANT ROAD, OPPOSITE ATRIA MALL, WORLI, MUMBAI 400 018

The Scrutinizer, Mr. Vishram Panchpor, Practising Company Secretary submitted the report containing the combined results of remote e-voting and voting conducted at General Meeting to the Chairman on 10th August 2015. A summary of the said report is as under:

Resolution No and type		Title of the Resolution	Number of Votes			
			For	%	Against	%
No. 1	Type Ordinary	Adoption of Audited Financial Statements for the Financial Year ended 31st March 2015 together with Reports of the Board	28131020	99.998	555	00.002
2	Ordinary	of Directors and the Auditors thereon Re-appointment of Mr. Pralhad Pawar (DIN: 06557071) as a Director of the Company, liable to	28131020	99.998	555	00.002
3	Ordinary	retire by rotation. Appointment of M/s. Chokshi & Chokshi LLP, Chartered Accountants (Firm Registration No.101872W), as the Statutory Auditors of the Company	28131020	99.998	555	00.002
4	Ordinary	Appointment of Ms. Leja Hattiangadi as Director.	28131020	99.998	555	00.002
5	Ordinary	Appointment of Ms. Leja Hattiangadi as an Independent Director under the provisions of Section 149 of the Companies Act, 2013.	28131020	99.998	555	00.002
6	Special	Approval of borrowing limits of the Company	28130970	99.998	555	00.002

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Resolution No and type		Title of the Resolution	Number of Votes			
			For	%	Against	%
		under Section 180 (1)(c) of the Companies Act, 2013.				
7	Special	Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013	28131020	99.998	555	00.002
8	Ordinary	Approval for entering into Related Party transactions under Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014	441020	99.874	555	0.126

Accordingly, all the above Resolutions were passed by the Shareholders with the requisite majority.

Hyderabad, 31st August 2015

(B) minayak Chairman