

# ASHIANA AGRO INDUSTRIES LTD.

Reg. Office : No.792/5, Eswari Hotel Complex, Bangalore High Road, Sunguvarchatram,  
Sriperumbudur Taluk, Kancheepuram Dist-602 106 (Tamil Nadu)

## MINUTES BOOK

### ASHIANA AGRO INDUSTRIES LIMITED

MINUTES OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHARE HOLDERS OF THE COMPANY HELD ON WEDNESDAY, THE 23<sup>rd</sup> SEPTEMBER, 2015 AT 11 AM AT THE REGD. OFFICE OF THE COMPANY SITUATED AT 792/5, ESWARI HOTEL COMPLEX, BANGALORE HIGH ROAD, SUNGUVARCHATRAM, SRIPERUMBUDUR TALUK, KANCHEEPURAM DISTT. PINCODE 602 106, TAMIL NADU

Present : Shri Pavan Kumar Matli, Whole Time Director

Shri Radesh Rangarajan, Director

Shri Nirmal Kumar Dash, Director

Shri V.Shankar, Director

Shri E.D.M.Menon, CS & Member

Shri V.Kodanda Rami, Shareholder Representative and another 30 Members present in person as per Attendance Register of Members.

In Attendance : Mr C B Mishra, Practising Company Secretary, Scrutinizer

On the request of Directors present Shri Pavan Kumar Matli, Whole Time Director chaired the meeting.

The Chairman welcomed all the Members to the Annual General Meeting.

After ascertaining that the requisite quorum was present, the Chairman declared the meeting open.

With the permission of the Members present, the Notice convening the meeting was taken as read.

On the advice of Chairman, Shri EDM Menon, CS & Member read out the Auditor's Report.

The Chairman briefly addressed the shareholders. The Chairman informed the shareholders that in accordance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014 and Clause 35 of the Listing Agreement with the stock exchanges, the company had offered evoting facility to the shareholders and the Scrutinizer Mr C.B.Mishra, Practising Company Secretary has already submitted his report.

In Order to provide an opportunity to those Members who have not exercised evoting, the Chairman offered to conduct a Poll and Ballot Paper in Form MGT-12 was made available to them.

  


After conclusion of the Poll, Chairman announced the final results which will be announced to the stock exchanges and on the website of the company.

The final results of the voting as announced to the stock exchanges and the resolutions passed are as under:-

ITEM NO.1. ADOPTION OF ANNUAL ACCOUNTS – ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	1262680	4700	1267380
Votes in favour of the Resolution	1262680	4700	1267380
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT the Balance Sheet Balance Sheet as at 31.3.2015 and the Profit & Loss A/c for the Year ended on that date together with Auditor’s Report thereon and Director’s Report attached thereto including the Annexure and Schedules be and are hereby received, considered and adopted.”

ITEM NO.2. RE-APPOINTMENT OF SHRI RADESH RANGARAJAN AS DIRECTOR - ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	1262680	4700	1267380
Votes in favour of the Resolution	1262680	4700	1267380
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT Shri Radesh Rangarajan retiring director of the company be and is hereby re-appointed as a Director of the Company whose period of office shall be determined by retirement of Directors by rotation”



### 3. RE- APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY – ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	1262680	4700	1267380
Votes in favour of the Resolution	1262680	4700	1267380
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the appointment of M/s. Prasan Associates, Chartered Accountants, Chennai (Firm Registration No.014103S with the Institute of Chartered Accountants of India) as Statutory Auditors of the Company, who were appointed in the Annual General Meeting held on 25<sup>th</sup> Sept., 2014 to hold office from the conclusion of the 24<sup>th</sup> Annual General Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting to be held in Sept., 2017, be and is hereby ratified from the conclusion of 25<sup>th</sup> Annual General Meeting until the conclusion of the 26<sup>th</sup> Annual General Meeting on the remuneration to be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution and the Board may, by a resolution delegate the aforementioned power to Audit committee or Whole Time Director of the company on such conditions as the Board may prescribe”.

### SPECIAL BUSINESS

#### 4. RE-APPOINTMENT OF SHRI PAVAN KUMAR MATLI AS WHOLE TIME DIRECTOR-ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	1262680	4700	1267380
Votes in favour of the Resolution	1262680	4700	1267380
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%





“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies’ Act, 2013 and the rules made there under ( including any statutory modifications or enactment thereof) read with Schedule V to the Companies Act, 2013 and pursuant to applicable Article of the Article of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr Pavan Kumar Matli as Whole Time Director of the Company for a period of five years commencing from 1.7.2015 on the remuneration, terms and conditions as recommended by the Remuneration Committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr Pavan Kumar Matli, Whole Time Director including the monetary value thereof to the extent recommended by the Remuneration Committee from time to time as may be considered appropriate subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things which may be usual, expedient or proper to give effect to the above resolution”

5. RE-APPOINTMENT OF DR.VEMAREDDY SHRUTHA KEERTHI AS DIRECTOR – ORDINARY RESOLUTION

	Evoting	Poll	Total
No. of valid votes received	1262680	4700	1267380
Votes in favour of the Resolution	1262680	4700	1267380
Votes against the Resolution	Nil	Nil	Nil
No. of invalid votes	Nil	Nil	Nil
% of votes in favour			100%

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, Dr.Vemareddy Srutha Keerthi, who was appointed as an Additional Director by the Board of Directors effective from 25.3.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom,

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the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation”

There being no other business, the meeting terminated with a vote of thanks to the Chair.

Date: 23.09.15  
Place: Sriperumbudur

  
(PAVAN KUMAR MATLI)  
CHAIRMAN

