

## MINUTES BOOK

### ALKALI METALS LIMITED

Plot B-5, Block III, IDA, UPPAL, Hyderabad - 500 039, India  
CIN: L27109TG1968PLC001196

MINUTES OF 47<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY THE 19<sup>TH</sup> SEPTEMBER 2015 AT 11.00 AM AT HOTEL GREEN PARK, GREEN LANDS, AMEERPET, HYDERABAD- 500 016 AND CONCLUDED THE MEETING AT 11.45 A.M.

#### THE FOLLOWING DIRECTORS WERE PRESENT:

- |                          |                      |
|--------------------------|----------------------|
| 1. Dr.J.S.Yadav          | Chairman             |
| 2. Sri. Ch.S. Prasad     | Independent Director |
| 3. Sri.G.Jayaraman       | Independent Director |
| 4. Sri.Y.S.R Venkata Rao | Managing Director    |
| 5. Sri. Y.V. Prashanth   | Executive Director   |

#### IN ATTENDANCE:

- |                           |                              |
|---------------------------|------------------------------|
| 1. Sri.C.K.Babu           | Statutory Auditors           |
| 2. Sri. P. Ganapati Rao   | Statutory Auditors           |
| 3. Sri. M. Ramakrishna    | Internal Auditors            |
| 4. Sri. B. Venkatesh Babu | Practicing Company Secretary |
| 5. Sri. P. Sankara Rao    | CFO                          |

Number of members present in person	277
No.of members present in Proxy	<u>84</u>
Total	<u>361</u>

The CFO introduced the Directors to the shareholders and requested to occupy the dais.

Since the requisite quorum was present, Dr. J.S.Yadav, Chairman occupied the Chair and presided over the meeting and declared that the meeting could commence.

The Register of Directors, Key Managerial Persons and their share holding maintained by the company was kept open at the meeting for shareholders who are entitled to have access and right to inspect the said Register.

The Chairman extended a warm welcome to the shareholders who are attending the 47<sup>th</sup> Annual General meeting of the Company.

Sri. C.K. Babu & Sri. P. Ganapathi Rao, Statutory Auditors and Sri. M. Ramakrishna, Internal Auditors and Sri. B. Venkatesh Babu, Secretarial Auditors were present at the meeting. Sri. B. Venkatesh Babu, Practicing Company Secretary who has been appointed as a scrutinizer for the remote e-voting/ Poll Process was present to assist the Chairman to conduct the poll and submit his report on the remote evoting and ballot at the meeting.

CHAIRMAN'S INITIALS



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Chairman requested Sri. P. Sankara Rao, CFO to read the Notice of the meeting and the Boards Report and he read the Notice and with the kind permission of shareholders, Boards report is taken as read. Auditors read their report and informed that there were no adverse remarks in their report.

The Chairman informed that in terms of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) Rules, 2014 and in pursuant to clause 35B of Listing Agreement, Company has provided remote e-voting facility to the members to exercise their voting right electronically.

The Chairman informed that the ballot papers were already circulated to the members and the ballot boxes were kept open in the meeting hall till the end of the meeting and requested all the shareholders who have not exercised remote e-voting electronically may exercise the poll during the meeting.

The Chairman delivered his speech and briefed the members on Present Scenario of Indian Chemical Industry and the present focus and prospects of the Company.

Thereupon Chairman requested the shareholders to ask any questions relating to accounts and other operations of the Company.

The questions raised by shareholders were clarified by Sri.Y.S.R.Venkata Rao, Managing Director to their satisfaction on the Operations of the Company as a whole.

The Chairman informed that the final combined results of e-voting/poll shall be declared on completion of the counting of the ballots and scrutinizer report and same to be submitted to stock exchanges accordingly and will be placed in the Company website in compliance with the provisions of the Act.

The following resolutions as listed out in the Notice of the Meeting were taken up for remote e-voting and poll:

### **ORDINARY BUSINESS:**

#### **ITEM NO.1**

#### **CONSIDERATION AND ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2015**

"RESOLVED THAT THE Balance sheet for the year ended 31<sup>st</sup> March 2015, and the Profit and Loss Account as on that date together with the Cash Flow and notes to accounts and Reports of Board of Directors and Auditors thereon be and are hereby adopted".

CHAIRMAN'S INITIALS



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### ITEM NO.2

#### RE-APPOINTMENT OF SRI Y.V. PRASHANTH, AS DIRECTOR.

"RESOLVED THAT, Sri. Y.V. Prashanth (DIN: 00345418), Director who retires by rotation and being eligible be and is hereby re-appointed as Director of the Company".

### ITEM NO.3

#### RATIFICATION OF APPOINTMENT OF M/S. C K S ASSOCIATES, CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS.

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules made there under and pursuant to the resolution passed by the members at the AGM held on 21st August 2014, the appointment of M/s. C K S Associates, Chartered Accountants, Hyderabad (Peer Review Certificate No. 006803) as Statutory Auditors to hold office till the conclusion of AGM to be held in 2019 be and is hereby ratified and the Board be and is hereby authorized to fix the remuneration for the financial year ending 31st March 2016."

#### SPECIAL BUSINESS:

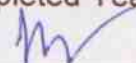
### ITEM NO.4

#### APPOINTMENT OF SRI. Y.V. PRASHANTH AS EXECUTIVE DIRECTOR – AS A SPECIAL RESOLUTION

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the appointment of Sri. Y.V. Prashanth (Din: 00345418), Director as Executive Director of the Company, subject to retirement by rotation, for a period of 3 years with effect from 10th January 2015 on the following remuneration with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Sri. Y.V. Prashanth, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Basic pay	: Rs 75,000/- per month
H.R.A.	: Rs 25,000/- per month
Medical benefit	: Mediclaim policy for ` 0.5 Million
Insurance	: Accidental Insurance for ` 2.5 Million for self.
Leave Travel	: One month's basic pay per year which can be accumulated up to 2 years
Vehicle	: Company car with a driver for official use.
Telephone & Email	: Free Cell and email service for Official use.
Gratuity	: Half month's basic pay for each completed Year of service.

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### ITEM NO.5

#### RE-APPOINTMENT OF SRI. Y.S.R. VENKATA RAO AS MANAGING DIRECTOR – AS A SPECIAL RESOLUTION

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Sri. Y.S.R. Venkata Rao (Din: 00345524), Managing Director of the Company, for a period of 3 years with effect from 1st May 2015 on the following remuneration with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Sri. Y.S.R. Venkata Rao, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Basic pay	: Rs 225,000/- per month
H.R.A.	: Rs 75,000/- per month
Medical benefit	: Mediclaim policy for ` 0.5 Million
Insurance	: Accidental Insurance for ` 2.5 Million for self.
Leave Travel	: One month's basic pay per year which can be accumulated up to 2 years
Vehicle	: Company car with a driver for official use.
Telephone & Email	: Free Cell and email service for Official use.
Gratuity	: One month's basic pay for each completed Year of service.

#### Vote of thanks:

The Chairman / Managing Director thanked all the shareholders, Board of Directors and staff and other personnel who are directly and indirectly connected for the smooth conduct of the meeting.

The remote e-voting /poll results as per the scrutinizers report received in this regard and submitted to stock exchanges is given below:

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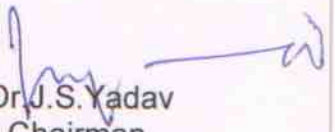


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Sr. No	Item No	Type of Resolution	No of votes in favour	% of Votes in favour	No of votes against	% of Votes Against
1	Adoption of Financial Statement for the year ended 31 <sup>st</sup> March 2015	Ordinary	67,756	99.85	101	0.15
2	Re-appointment of Sri Y.V. Prashanth (DIN00345418), who retires by rotation	Ordinary	67,256	99.11	601	0.89
3	Ratification of the Appoint of M/s. C K S Associates as Statutory Auditors.	Ordinary	67,256	99.11	601	0.89
4	Appointment of Sri. Y.V. Prashanth (DIN 00345418) as Executive Director	Special	67,256	99.11	601	0.89
5	Re-Appointment of Sri. Y.S.R. Venkata Rao (DIN00345524) as Managing Director	Special	67,257	99.12	600	0.88

All the resolutions as set out in the Notice of 47<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority as specified in the results above.

  
Dr. J.S. Yadav  
Chairman  
DIN: 02014136

Date: 15-10-2015  
Place: Hyderabad

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