

# MINUTES BOOK

## MADHUCON PROJECTS LIMITED

MINUTES OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF MADHUCON PROJECTS LIMITED HELD ON SATURDAY THE 27<sup>TH</sup> SEPTEMBER, 2014 AT 3.30 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MADHU COMPLEX , 1-7-70 JUBILIPURA, KHAMMAM – 507 003.

### PRESENT:

#### Directors & Shareholders:

Sri N Seethaiah	: Managing Director & Shareholder
Sri Kandimalla KVN Prasad	: Independent Director
Smt. Ch. Lakshmi Kumari	: Independent Director Woman Category
M/s. Madhucon Granites Limited	: Represented by Sri.N.Sudhakar
M/s. Nama Investments Limited	: Represented by Sri.T.Mohan Rao
M/s. NNR Infra Investments Private Ltd	: Represented by Sri.U.Suryanarayana
Sri N Prithvi Teja	: Promoter Group Shareholder
Sri.M.Seetharamaiah	: Promoter Group Shareholder
Sri K.Siva Rama Krishna Prasad	: Represented Kota & Company Chartered Accountants Statutory Auditors

And 25 other individual members were present at the meeting as per the attendance register maintained at the meeting.

### Invitee:

Sri P N Ravindranath : Chief General Manager, Canara Bank

### In Attendance:

Mrs. C.Bharathi : Company Secretary

Sri N.Seethaiah, Managing Director proposed that Sri. Kandimalla KVN Prasad, Independent Director be elected as a Chairman of the Meeting and the Members present at the meeting unanimously approved the same.

### CHAIRMAN

Sri Kandimalla KVN Prasad, Independent Director was in Chair.

The Chairman of the meeting welcomed the Directors, Shareholders, Auditors and Invitees to the 24<sup>th</sup> Annual General Meeting of the Company.

### QUORUM

Company Secretary informed the Chairman that the Quorum as required u/s 103 of the Companies Act, 2013 (18 of 2013) was present and the meeting was in order.

The Company Secretary stated that the Annual Report and Financial Statements of the Company for the year ended 31.03.2014 has circulated to all the members and that the Notice convening the 24<sup>th</sup> Annual General Meeting and the Directors' Report was taken as read with the permission of shareholders.

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The Company Secretary read out the Auditors' Report for the financial year 2013-14.

The Company Secretary briefed that as per the SEBI and revised Listing Agreement with Stock Exchanges under clause 35B a Listed Company to provide e-voting facility to its shareholders in respect of all shareholders' resolutions, to be passed at General Meetings. Hence the Company has provided the e-Voting facility to its shareholders / members through M/s Karvy Computershare Pvt. Ltd. (RTA) for the businesses to be transacted in the ensuing Annual General Meeting.

E Voting commenced on 17<sup>th</sup> September, 2014 10.00 AM and ended on 20<sup>th</sup> September, 2014 at 5.00 PM.

Sri.U.Suryanarayana, Practicing Company Secretary has been appointed by the Board as Scrutinizer who scrutinized the e-voting process during the e-voting period and made a Report of the votes cast electronically addressed to the Chairman of the meeting.

Further the ballot papers were provided to all the shareholders who attended the meeting for exercising their vote by ballot except those who have already voted through e-voting.

The Chairman, then taken up the business as per the Agenda of the notice of the Meeting, which were as follows:

## **Item No.1 - Adoption of Financial Statements for the year 2013-2014**

The Chairman of the meeting briefed the following resolution for adoption of financial statement for the year 2013-14, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014 and Notes thereto of Standalone and Consolidated for the year ended on that date together with the Report of the Auditors and Directors thereon be and are hereby received and adopted”

The Chairman briefed the results of e-voting and ballot as under:

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Chairman declared that the above ordinary resolution was passed by requisite majority.

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## Item No.2 - Declaration of dividend

The Chairman of the meeting briefed the following resolution, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** the dividend of Re.0.20 (@ 20% on the paid-up Equity Shares of the Company as on 31<sup>st</sup> March, 2014 as recommended by the Board of Directors of the Company at its meeting held on 30<sup>th</sup> May, 2014, be paid to the Shareholders of the Company as on the date of the Annual General Meeting, being the date of Book Closure”.

The Chairman briefed the results of e-voting and ballot as under:

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Chairman declared that the above ordinary resolution was passed by requisite majority.

## Item No.3 - Appointment of Statutory Auditors of the Company

The Chairman of the meeting briefed that as per the new Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the Statutory Auditors have to be appointed for a period of 5 years and in every Annual General Meeting the shareholders have to ratify their appointment. The existing statutory auditors M/s. Kota & Company, who are the Auditors of the Company since more than 5 years. However, the Companies (Audit and Auditors) Rules, 2014 have given relaxation for the transition period of the change within the next three years. Hence, the Board of Directors recommended for the re-appointment of M/s Kota & Company for the year 2014-15, subject to approval of shareholders.

The Chairman of the meeting briefed the following resolution, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** in accordance with the provisions of section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Kota & Company, Chartered Accountants, (FRN 011982S) Hyderabad be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration (including out of pocket and incidental expenses) as may be determined by the Board of Directors of the Company”.

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The Chairman briefed the results of e-voting and ballot as under:

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Chairman declared that the above ordinary resolution was passed by requisite majority.

**Item No.4 - Appointment of Sri Kandimalla KVN Prasad (DIN 00084398) as an Independent Director**

Sri Kandimalla KVN Prasad, Chairman of the meeting is interested in the subject and requested Sri N.Seethaiah, Managing Director to be the Chairman for this item.

Sri N.Seethaiah, Managing Director briefed the following resolution, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (as amended on 17.04.2014), Sri Kandimalla KVN Prasad (DIN-00084398) who was appointed as an Additional Director pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013 from a member proposing his candidature to hold office for a term of 3 (Three) years for the office of Independent Director”.

Sri N.Seethaiah, Managing Director briefed the results of e-voting and ballot as under:

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Managing Director declared that the above ordinary resolution was passed by requisite majority.

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**Item No. 5 - Appointment of Smt. Ch. Lakshimi Kumari (DIN-06942473) as Woman Director under Independent Category**

Sri.Kandimalla KVN Prasad, Independent Director again took the Chair as Chairman of the meeting and briefed the following resolution, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (as amended on 17.04.2014), Smt. Ch.Lakshimi Kumari (DIN-06942473) who was appointed as an Additional Director pursuant to section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing u/s 160 of the Companies Act, 2013 from a member proposing her candidature to hold office for a term of 3 (Three) years for the office of Director under Independent and Woman Category”.

The Chairman briefed the results of e-voting and ballot as under:

Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Chairman declared that the above ordinary resolution was passed by requisite majority.

**Item No. 6 - Renewal of Borrowing Limits and creation of Charge/Mortgage as per Section 180(1)(c) & (a) of the Companies Act, 2013**

The Chairman of the meeting briefed the following special resolution, which was approved by the shareholders through e-voting and ballot.

**“RESOLVED THAT** the earlier resolution passed by the members of the Company at the 20<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2010, be and is hereby renewed and consent of the company accorded to the Board of Directors the borrowing powers up to Rs.5000 Crores (herein after referred to as the ‘Board.’ which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) as required u/s 180(1)(c) of the Companies Act, 2013 and such borrowings from time to time such sum(s) of money in any manner, either in Rupee Currency and / or in Foreign Currency, including Foreign Currency Convertible Bonds or any other financial instruments with or without security and on such terms and conditions as the Board may in its absolute discretion deem fit, notwithstanding the fact that the moneys to be so borrowed together with the moneys already borrowed by the Company (apart from temporary loans from the Company’s Banker’s in the ordinary course of business) may exceed the aggregate for the

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time being 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 amount of the moneys to be so borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's banker's in the ordinary course of business) and outstanding at any time shall not exceed the sum of **Rs. 5000 Crores** (Rupees Five Thousand Crores only)".

**"RESOLVED FURTHER THAT** pursuant to Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to mortgage and/or charge all the present and future immovable and movable properties of the Company in favour of the Banks and financial institutions for the purpose of securing such borrowings up to a limit of **Rs. 5000 Crores** (Rupees Five Thousand Crores only) outstanding at any time including the interest thereon".

**"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 and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

The Chairman briefed the results of e-voting and ballot as under:


Particulars of Business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	Nos.	%	Nos.	%	Nos.	%
E-voting	4,36,19,576		4		0	
Physical/ Ballot	1,03,930		0		0	
<b>TOTAL</b>	<b>4,37,23,506</b>	<b>99.99</b>	<b>4</b>	<b>0.000001</b>	<b>0</b>	<b>0</b>

The Chairman declared that the above special resolution was passed by requisite majority.

The meeting concluded with vote of thanks to Chair.

  
**C. Bharathi**  
Company Secretary

  
**N. Seethaiah**  
Managing Director

  
**Kandimalla KVN Prasad**  
Independent Director  
Chairman of the meeting

Date: 29.09.2014  
Place: Khammam

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