



## Consideration of the Agenda of the Meeting

The Chairperson informed that the Agenda of this meeting was to consider and approve the Scheme of Arrangement including modifications between Sree Rayalaseema Hi-Strength Hypo Limited, (Demerged Company) and its four wholly owned Subsidiary Companies( Resulting companies) and their respective shareholders . The Notice of the Meeting of Unsecured Creditors as well as the Statement under Section 393 of the Companies Act, 1956 and Scheme of Arrangement was read out by the Chairperson at the meeting.

Thereafter, the Chairperson read out the following resolution.

The Unsecured Creditors present at this Court convened Extra Ordinary General Meeting suggested that the Appointed date of 1<sup>st</sup> September, 2015 be modified to 1<sup>st</sup> April, 2016 to have financial year as cut- off date to be co-terminus with the financial year as per the Companies Act and the income tax act for ease in accounting and various compliances . The valuation considered in the draft scheme will have insignificant impact if there is a change in appointed date. Consequently the date for obtaining all approvals as mentioned in the para 20.0 of the draft scheme be extended up to 31<sup>st</sup>December, 2016. With all other terms of the draft scheme remaining unchanged. After deliberations at the meeting by clarifying all the queries raised by the members and passed the following resolutions with the modifications embodied in it.

"RESOLVED THAT pursuant to sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and/or under the corresponding provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the Securities Exchange Board of India Circular No. CIR/CFD/DIL/5/2013 dated February 4,2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21 ,2013, the observation letters dated 19.02.2016 issued by both BSE Limited and the National Stock Exchange of India Limited and relevant provisions of applicable laws , and subject to the approval of the High Court of Judicature at Hyderabad for the state of Telangana and the state of Andhra Pradesh , the Scheme of Arrangement between Sree Rayalaseema Hi-Strength Hypo Limited (Demerged Company) and its four wholly owned subsidiary companies namely SRHHL Power Generation Private Limited (1<sup>st</sup> Resulting Company) , SRHHL Infrastructure Private Limited (2<sup>nd</sup> Resulting Company), T G V Infrastructure & Industrial Parks Private Limited (3<sup>rd</sup> Resulting Company) and Sri Vibhu Infrastructure Development Private Limited ( 4<sup>th</sup> Resulting Company) and their respective shareholders and creditors, be and is hereby approvedwith following modifications to draft Scheme of Arrangement :

- (1) Clause 1.6 of the draft Scheme shall be replaced and substituted by "Appointed date means April 1<sup>st</sup>, 2016 " and apply to the entire Scheme accordingly.
- (2) Duly extending the time from 31<sup>st</sup> March, 2016 to 31<sup>st</sup> December, 2016 for obtaining the approvals in terms of para 20.0 of the draft Scheme of Arrangement

and agreed to, with/without any modifications and/or conditions, if any, which may be required and/or imposed and/or permitted by the High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh for the resolution with modification thereof while sanctioning the Scheme or by any other authorities under applicable law.

