

HELD AT _____ ON _____ TIME _____

MINUTES OF THE THIRTIETH (30th) ANNUAL GENERAL MEETING,
OF THE COMPANY HELD ON FRIDAY, THE 23rd DAY OF SEPTEMBER
2016 AT 3.00 P. M. AT INDIAN MEDICAL ASSOCIATION'S J. R. SHAW
AUDITORIUM, NORTH AMBAZARI ROAD, NAGPUR - 440 010,
MAHARASHTRA

NAME OF THE COMPANY : SUNFLAG IRON AND
STEEL COMPANY
LIMITED

SERIAL NUMBER OF THE MEETING: THIRTIETH (30th) ANNUAL
GENERAL MEETING OF
THE MEMBERS OF THE
COMPANY

TYPE OF THE MEETING : ANNUAL GENERAL
MEETING OF THE
MEMBERS OF THE
COMPANY

DAY AND DATE OF THE MEETING : FRIDAY, THE 23rd DAY OF
SEPTEMBER 2016

TIME OF COMMENCEMENT OF
MEETING : 3.00 P. M.

VENUE OF THE MEETING : INDIAN MEDICAL
ASSOCIATION'S J. R.
SHAW AUDITORIUM,
NORTH AMBAZARI ROAD,
NAGPUR - 440010,
MAHARASHTRA

PRESENT :

01. Mr. RAVI BHUSHAN BHARDWAJ - VICE - CHAIRMAN &
MEMBER

02. Mr. PRANAV BHARDWAJ - MANAGING DIRECTOR &
MEMBER

03. Mr. SAMPANGI GAJENDRAN - NON-EXECUTIVE,
INDEPENDENT DIRECTOR



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04. Mr. K J SINGH - NON-EXECUTIVE,
INDEPENDENT DIRECTOR
05. Mrs. NEELAM KOTHARI - NON-EXECUTIVE,
INDEPENDENT DIRECTOR
06. Mr. SURENDRA KUMAR GUPTA - DEPUTY MANAGING
DIRECTOR

ALSO PRESENT :

01. CA R. MURALIDHAR - EXECUTIVE DIRECTOR
(FINANCE) & CFO
02. CS PRANAB PANIGRAHI - COMPANY SECRETARY &
COMPLIANCE OFFICER
03. CA JAYANT I MEHTA - STATUTORY AUDITORS -
M/S. PATEL, SHAH &
JOSHI, CHARTERED
ACCOUNTANTS, MUMBAI
04. CS MUKESH D PARAKH - SCRUTINIZER &
SECRETARIAL AUDITORS -
M/S. MUKESH PARAKH &
ASSOCIATES, COMPANY
SECRETARIES, NAGPUR

MEMBERS BY PERSON - Sixty (60) (As per AGM
Attendance Register)

MEMBERS BY PROXIES - Three (03) (As per AGM Proxy
Register)

PROCEEDINGS :STATUTORY RECORDS AND REGISTERS

The statutory records, registers and documents as required to be maintained by the Company were placed before the meeting and kept open / accessible to the members for inspection during the continuance of the Meeting.

CHAIRMAN OF THE MEETING

As per Article 94 of Articles of Association of the Company, in the absence of Chairman of the Company, Vice- Chairman of the Company shall be entitle to



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take the Chair. Accordingly, in absence of Mr. P. B. Bhardwaj, Chairman of the Company, Mr. Ravi Bhushan Bhardwaj, Vice-Chairman of the Company presided over the meeting.

QUORUM

Requisite quorum was present during the commencement of the meeting, the Chairman declared the meeting open and welcomed the members present and also requisite quorum was present while transacting the business.

CHAIRMAN'S SPEECH

The Chairman of the meeting in his speech, summarized about the economic scenario and outlook of the world and in particular, of Indian economy and its outlook. He added that though it is a difficult financial year for global economy, India will emerge as one of the fastest growing major economy in the world. The Indian economy is anticipated to grow @7 per cent in 2016-2017 with substantial increase in the FDI inflows. About Indian Steel Industry, he said that India is the world's third-largest producer of crude steel (up from eighth in 2003) and is expected to become the second-largest producer by FY 2016-2017. He added that the Government of India is aiming to scale up steel production in the country to 300 MT by 2025.

The Chairman of the meeting in his speech, apprised the members about overall performance of the Company during the financial year 2015-2016 under review as well as current financial year 2016-2017. He said, the profitability of Steel industry is shrinking across India due to sluggish market demand and onslaught of high imports. Even though the raw material prices have gone down, the same was not enough to maintain margins given the decrease in steel prices. Pick-up in steel demand in the domestic market has been slower than expected, hence production was less than installed capacity. However, with the continuous efforts of the management, the Company has maintained its overall performance at better levels than expected.

The Chairman of the meeting in his speech, further apprised the members about proposed capital projects with a total investment of INR 115.00 Crores namely Pulverized Coal Injection Sinter Plant Expansion, Refurbishing of Blast furnace and Installation of Boiler Converter to be commissioned in the financial year 2016-2017 as well as 2017-2018. With these capital projects, there will be a lower consumption of raw materials and energy, reduction in cost of hot metal. Also, there will be an increase in campaign life of refractories in the blast furnace through refurbishing with improvement in its productivity. The convertor with coal based boiler will provide minimum 8 MW power for captive consumption. As such, all these capital projects will reduce the overall cost of production with improved productivity and overall performance of the Company.

The Chairman of the meeting in his speech, also apprised the members about the status and updates of all the Subsidiary and Joint Venture (Associate) Companies of the Company including latest updates about signing of a shareholder's agreement with Stumpp, Schuele & Somappa Springs Private Limited, Bangaluru to incorporate a Joint Venture (JV) Company.



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About the said JV Company, he apprised the members that the primary (main) object shall be to manufacture of high quality Alloy Steel Wire and related products. For that purpose, the said JV Company shall setup its manufacturing unit at Bhandara in the State of Maharashtra and will use the product manufactured by Sunflag as its basic raw materials.

The Chairman of the meeting in his speech, also dealt about shareholders' expectations about dividend and added that the investments in CAPEX would further improve the strength of the Company and in the interest of the shareholders instead of recommendation and payment of dividend for the financial year 2015-2016 under review.

The Chairman of the meeting in his speech, added that At **SUNFLAG STEEL**, we believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics and our mission to create value for all our stakeholders.

The Chairman of the meeting in his speech, informed the members about absence of Board Members with reasons thereof, and before conclusion, the Chairman acknowledge for the assistance and support extended by one and all to the Company from time to time.

NOTICE CONVENING THE THIRTIETH (30th) ANNUAL GENERAL MEETING

With the consent of the Members present, the Notice convening the Thirtieth (30th) Annual general meeting was taken as read.

REPORT OF THE STATUTORY AUDITORS'

With the consent of the Members present, the Report of the Statutory Auditors' on the financial statements for the year 2015-2016 ended 31st March 2016 were taken as read.

e-VOTING AND PHYSICAL (BALLOT) POLL PROCESS

The Chairman of the meeting apprised the members in person and proxy at the meeting that as per the provision of Section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and as per Clause 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [Listing Regulations], e-voting is mandatory to the Company and to get result of any business item as mentioned in the agenda, physical (ballot) poll is also required.

The Chairman of the meeting, with due consent of the Members present in



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person and proxy and in consultation with the Scrutinizer for the meeting, declared that the physical (ballot) poll process will be conducted at the end of the meeting for each and every business item/s mentioned in the agenda.

The Chairman of the meeting thereafter proceeded to take up the items of the Agenda for consideration of the members.

ORDINARY BUSINESS

ITEM NO. 01 : ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY (STANDALONE AS WELL AS CONSOLIDATED) FOR THE FINANCIAL YEAR 2015-2016 ENDED 31st MARCH 2016 TOGETHER WITH THE REPORTS OF THE STATUTORY AUDITORS AND BOARD'S REPORT THEREOF

The Vice-Chairman proposed the following Ordinary Resolution, which was seconded by Mr. Madhu Keshpage, Shareholder of the Company :-

“RESOLVED THAT the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year 2015-2016 ended 31st March 2016, the Balance Sheet as at that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year 2015-2016 ended 31st March 2016, together with the Reports of the Statutory Auditors and Board's Report thereof, as printed and circulated, be and are hereby approved and adopted.”

The Chairman of the meeting thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting.

ITEM NO. 02 : APPOINTMENT OF A DIRECTOR IN PLACE OF MR. SURENDRA KUMAR GUPTA (DIN : 00054836), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Mr. Bhupendra Sanghavi, Shareholder of the Company proposed the following Ordinary Resolution, which was seconded by Ms. Asha Sainani, Shareholder of the Company :-

“RESOLVED THAT Mr. Surendra Kumar Gupta, (DIN : 00054836) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company.”

The Chairman of the meeting thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting.

ITEM NO. 03 : APPOINTMENT OF MESSERS S S KOTHARI



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MEHTA & CO., CHARTERED ACCOUNTANTS, NEW DELHI (ICAI FIRM REGISTRATION NO. 000756N) AS THE STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIRTIETH (30th) ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THIRTY-SECOND (32nd) ANNUAL GENERAL MEETING, SUBJECT TO RATIFICATION BY THE MEMBERS AT THE THIRTY-FIRST (31st) ANNUAL GENERAL MEETING OF THE COMPANY AND TO FIX THEIR REMUNERATION

Mr. S Mahadevan, Shareholder of the Company, proposed the following Ordinary Resolution, which was seconded by Mr. C. S. Katakwar, Shareholder of the Company :-

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), Messers S S Kothari Mehta & Co., Chartered Accountants, New Delhi (ICAI Firm Registration No. 000756N), be and are hereby appointed as the Statutory Auditors of the Company for a term of two (2) years to hold office of the Statutory Auditors of the Company from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting to be held for the financial year 2017-2018 ending 31st March 2018, subject to ratification by the Members at the Thirty-first (31st) Annual General Meeting of the Company, and at a remuneration as decided by the Committee of the Board and / or Board of Directors of the Company.”

The Chairman of the meeting thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting.

ITEM NO. 04 : RE-APPOINTMENT OF MESSERS PATEL, SHAH & JOSHI, CHARTERED ACCOUNTANTS, MUMBAI (ICAI FIRM REGISTRATION NO. 107768W) AS THE JOINT STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE OF THE STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF THIRTIETH (30th) ANNUAL GENERAL MEETING UNTIL THE CONCLUSION OF THIRTY-FIRST (31st) ANNUAL GENERAL MEETING TO BE HELD FOR THE FINANCIAL YEAR 2016-2017 ENDING 31st MARCH 2017

Mr. Prashant Deshmukh, Shareholder of the Company, proposed the following Ordinary Resolution, which was seconded by Mr. S. V. Bhandare, Shareholder of



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the Company :-

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), Messers Patel, Shah & Joshi, Chartered Accountants, Mumbai (ICAI Firm Registration No. 107768W), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office of the Statutory Auditors of the Company from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting to be held for the financial year 2016-2017 ending 31st March 2017, at a remuneration as decided by the Committee of the Board and / or Board of Directors of the Company.”

The Chairman of the meeting thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting.

SPECIAL BUSINESS

Since, the Chairman of the meeting namely Mr. Ravi Bhushan Bhardwaj (Vice-Chairman) and all the directors present at the meeting except Mr. Surendra Kumar Gupta, Deputy Managing Director, are interested party under Item No. 05, Mr. Ravi Bhushan Bhardwaj stepped down from the Chair and handed over the Chair to the Non-interested Director namely Mr. Surrender Kumar Gupta, Deputy Managing Director of the Company.

ITEM NO. 05 : PAYMENT OF REMUNERATION BY WAY OF COMMISSION @1% OF NET PROFITS TO THE NON-EXECUTIVE DIRECTOR/S OF THE COMPANY - ORDINARY RESOLUTION

Mr. B. J. Nair, Shareholder of the Company, proposed the following Ordinary Resolution, which was seconded by Mr. Ashok Vishwakarma, Shareholder of the Company :-

“RESOLVED THAT pursuant to provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications and / or re-enactment thereof for the time being in force) and Article 130 of the Articles of Association of the Company, a sum not exceeding one percent (1%) of the net profits of the Company per annum calculated in accordance with the provisions of Sections 198 of the Act, be paid to and distributed amongst the Non-executive Directors of the Company for each financial year, for a period of five (5) financial years commencing from the financial year 2016-2017.

FURTHER RESOLVED THAT the remuneration by way of commission i.e. a sum not exceeding one percent (1%) of the net profits of the Company calculated in accordance with the provisions of Sections 198 of the Act, be paid to and



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distributed amongst all the Non-executive Directors of the Company as (i) a fixed sum of ` 1,20,000/- (One Lakh Twenty Thousand) to each Non-executive Independent Director/s of the Company, for their tenure of the whole financial year but, in proportionate, for their tenure of part of the financial year, if any, and (ii) the balance amount shall be distributed equally amongst Mr. P. B. Bhardwaj, Non-Executive Chairman and Mr. Ravi Bhushan Bhardwaj, Non-Executive Vice-Chairman of the Company.”

Mr. Surendra Kumar Gupta, Deputy Managing Director of the Company and Chairman for the aforesaid agenda item thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting. Thereafter, Mr. Surendra Kumar Gupta handed over the Chair back to Mr. Ravi Bhushan Bhardwaj, Chairman of the Meeting.

ITEM NO. 06 : RATIFICATION OF REMUNERATION TO M/S. G. R. PALIWAL & COMPANY, COST ACCOUNTANT, NAGPUR AS THE COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2016-2017 - ORDINARY RESOLUTION

Mr. V. J. Katakwar, Shareholder of the Company, proposed the following Ordinary Resolution, which was seconded by Mr. Manohar Balpande, Shareholder of the Company :-

“RESOLVED THAT pursuant to provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications and / or re-enactment thereof, for the time being in force), M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur (Membership No. 7815), whose appointment as the Cost Auditors of the Company for the financial year 2016-2017 has been duly approved by the Board of Directors based on the recommendations of the Audit Committee of the Board of the Company, be paid a sum ` 1,90,000 (One Lakh Ninety Thousand) plus service tax as applicable and reimbursement of actual out of pocket expenses, if any, as a remuneration for audit of cost records of the Company for the financial year 2016-2017, as recommended by the Board of Directors based on the recommendations of the Audit Committee of the Board of the Company, be and are hereby ratified.”

The Chairman of the meeting thereafter *Sou Moto* proposed the Resolution for physical (ballot) poll to be conducted at the end of the meeting.

POLL PROCESS

The Scrutinizer thereafter in consultation with the Chairman initiated the physical (ballot) poll process in accordance with the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Clause 44 of



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the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 [Listing Regulations].

After the completion of physical (ballot) poll, the Scrutinizer reported the Chairman that the physical (ballot) poll process was completed, which was duly reported by the Chairman before the meeting. The Chairman added that, the Scrutinizer shall submit their report, as per the provisions of the Act read with Rules made there under. The Scrutinizer's Report will be based on the results of the e-voting and physical (ballot) poll process. The results of all the aforesaid Six (6) Ordinary Resolution/s shall be declared as per the provisions of the Act read with Rules made there under by the Chairman of the Meeting.

The results of e-voting, physical (ballot) poll and the consolidated results of e-voting and physical (ballot) poll process, so declared as per the provisions of the Act read with Rules made there under, be posted on the website of the Company as well as web site of Stock Exchanges, CDSIL and RTA of the Company.

In terms of the provisions of the Companies Act, 2013 read with the Rules made there under, the passing of the resolution by e-voting and physical (ballot) poll process shall be treated as passed in the Thirtieth (30th) Annual general meeting of the Members of the Company.

QUERY AND CONCERNS RAISED BY THE SHAREHOLDERS AND THEIR RESOLUTION

1. Mr. Bhupendra Sanghavi, Shareholder of the Company loudly appreciated the entire management for their continued efforts for outstanding performance of the Company. He added that all the stakeholders of the Company were happy with the overall performance of the Company. He requested the Board of Directors to consider and recommend the interim dividend or so during the current financial year 2016-2017.

Mr. Ravi Bhushan Bhardwaj, Vice-Chairman (Chairman of the Meeting) replied the concern raised by Mr. Bhupendra Sanghavi with due satisfaction.

2. Mr. Ram Mohan Sharma, Shareholder of the Company has raised his concerns relating to the operation, administration and management of the Company, which was suitably replied by Mr. Pranav Bhardwaj, Managing Director of the Company.
3. Mr. Sunil A Hinduja, Shareholder of the Company raised certain points for clarification relating to operation of Steel Plant (reduction in DRI production), proposed CAPEX projects (process and total expenditure including tenure versus benefits), power cost – captive generation versus purchased, backward integration at Steel Plant, shutdown in Mini Blast Furnace, location of the Joint Venture Company namely Daido D. M. S. (India) Private Limited and also of the proposed JV Company with Stumpp, Schuele & Somappa Springs Private Limited, Bangaluru.



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Mr. Surendra Kumar Gupta, Deputy Managing Director replied the queries raised by Mr. Sunil A Hinduja with due satisfaction.

The Chairman of the Meeting thereafter declared that the meeting closed, which concluded with a vote of thanks to the Chair.

VOTE OF THANKS :

Vote of thanks was proposed by CS Pranab Panigrahi, Company Secretary of the Company.

Conclusion of Meeting : 17.15 Hrs.
Minutes Prepared by : CS Pranab Panigrahi
Date of Preparation of Minutes : 24th September 2016



**RAVI BHUSHAN BHARDWAJ
CHAIRMAN OF THE MEETING**

DIN : 00054700

**33, MOUNT ROAD
SADAR, NAGPUR – 440 001
MAHARASHTRA**

Place : **NAGPUR**
Date : **24th SEPTEMBER 2016**

HELD AT _____ ON _____ TIME _____

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013]

Item No. 3 and 4 :

In terms of approval and/or recommendations of the Audit Committee and Board of Directors of the Company, the Members of the Company has approved the re-appointment of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai at its Twenty-ninth (29th) Annual General Meeting held on 25th September 2015 to hold the Office of the Statutory Auditors of the Company from the conclusion of the Twenty-ninth (29th) Annual General Meeting until the conclusion of ensuing Thirtieth (30th) Annual General Meeting of the Company.

In view of applicability of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended) and pursuant to the recent Order namely 'the Companies (Removal of Difficulties) Third Order, 2016' of the Ministry of Corporate Affairs published in the Gazette of India (Extraordinary) on 30th June 2016 effective 1st April 2014, the Company can consider the re-appointment of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors for a further period of one (1) financial year (2016-2017) i.e. from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting of the Company to be held for the financial year 2016-2017.

The provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended) regarding rotation of Statutory Auditors are applicable to the Company.

As such, the Company proposed for appointment of M/s. S S Kothari Mehta and Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company for a term of two (2) years from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-second (32nd) Annual General Meeting of the Company to be held for the financial year 2017-2018.

Simultaneously, the Company felt that it would be appropriate if the Company would continue with M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors for a further permissible period of one (1) financial year (2016-2017) i.e. from the conclusion of Thirtieth (30th) Annual General Meeting until the conclusion of Thirty-first (31st) Annual General Meeting of the Company so that the Company as well as the new incumbent would be benefited with the expertise and long association of M/s. Patel, Shah & Joshi, Chartered Accountants, Mumbai - the existing Statutory Auditors of the Company. This will also help for an easy and smooth transition period of change in the office of the Statutory Auditors of the Company. As a matter of good corporate governance practice, a special notice has been received under Section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. S S Kothari Mehta and Co., Chartered Accountants, New Delhi as the Statutory Auditors of the Company.

The Audit Committee and Board of Directors at their respective meeting/s, has considered the qualification and experience of the proposed Statutory Auditors of the Company and has recommended their appointment/s as above.



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None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors of the Company recommends the resolution/s for approval of the members in the interest of the Company.

Item No. 5 :

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with the rules made there under, the Company can make payment of remuneration by way of commission to the Non-Executive Director/s of the Company, if it authorises such payment by way of a resolution passed by the members of the Company.

The Members of the Company, at the Twenty-fifth (25th) Annual General Meeting held on 23rd September 2011, pursuant to the provisions of Section 309 of the Companies Act 1956, approved by way of Special Resolution, the payment of remuneration by way of commission to all Non-executive Director/s of the Company, of a sum not exceeding one percent (1%) of the net profits of the Company, calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956, for each financial year, for a period of five (5) years commencing from the financial year 2011-2012.

Pursuant to Section 309 of the Companies Act, 1956, such approvals obtained from the members are valid only for a period of five (5) years. As such, the validity of the earlier resolution passed by the members of the Company expires with payment of remuneration by way of commission for the financial year 2015-2016.

Accordingly, an approval is sought from the members of the Company for payment of remuneration by way of commission to all the Non-executive Director/s of the Company for a further period of five (5) years commencing from the financial year 2016-2017 as set out in the resolution.

The Non-Executive, Independent Director/s were contributing to the overall performance of the Company through participating in the various decision making processes from time to time based on their rich experience and expertise in the respective field. Moreover, the additional efforts and contributions coupled with long standing association with the Company, of the Non-Executive Chairman and Vice-Chairman (categorised as a part of the Promoter Group) is always a boost for the overall performance and growth of the Company.

As such, it is proposed that, remuneration not exceeding one percent (1%) of the net profits of the Company calculated in accordance with provisions of Section 198 of the Companies Act, 2013 be continued to be paid and distributed amongst the Non-Executive Director/s of the Company as proposed in the resolution, for a further period of five (5) financial years commencing from the financial year 2016-2017.

Except Mr. Surendra Kumar Gupta (DIN : 00054836), Deputy Managing Director of the Company, all the Directors are, concerned or interested, financially or otherwise, in the said resolution to the extent of the remuneration that may be received by the Director/s respectively. The Board of Directors of the Company recommends the resolution for approval of the members in the interest of the Company.



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Item No. 6 :

On recommendations of the Audit Committee, the Board of Directors of the Company at its meeting held on 28th May 2016 appointed M/s. G. R. Paliwal & Company, Cost Accountants, Nagpur (Membership No. 7815) as the Cost Auditors of the Company for the financial year 2016-2017 to audit the cost records of the Company at a remuneration of `1,90,000/- (One Lakh Ninety Thousand) plus service tax as applicable and reimbursement of actual out of pocket expenses, if any.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration as recommended by the Board of Directors, is subject to ratification by the shareholders / members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution. The Board of Directors of the Company recommends the resolution for ratification of the members in the interest of the Company.

Conclusion of Meeting	:	17.15 Hrs.
Minutes Prepared by	:	CS Pranab Panigrahi
Date of Preparation of Minutes	:	24th September 2016



**RAVI BHUSHAN BHARDWAJ
CHAIRMAN OF THE MEETING**

DIN : 00054700

**33, MOUNT ROAD, SADAR
NAGPUR - 440 001
MAHARASHTRA**

**Place : NAGPUR
Date : 24th SEPTEMBER 2016**