



## **COROMANDEL AGRO PRODUCTS AND OILS LTD.,**

**Factory and Admn. Office: JANDRAPETA - 523 165, CHIRALA, A.P., INDIA**

**Phone : 91-8594-222682, 222683, 222684**

**Fax : 91-8688262007, E-mail : capol@mlgroup.com**

**CIN. No. L15143TG1975PLC001967**

August 17, 2015

To,  
Market Operations Departments,  
The Bombay Stock Exchange Ltd.,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI-400 023

Dear Sir,

Sub:- Proceedings of Annual General Meeting held on 14<sup>th</sup> August, 2015  
pursuant to clause 31 of the Listing Agreement.

The 39th Annual General Meeting (AGM) of the Members of the Company was held on Friday, 14<sup>th</sup> August, 2015 at 12-B, Skylark Apartments, Basheerbagh, Hyderabad.

Sri Maddi Ramesh chaired the proceedings of the meeting.

Total 12 members (including authorized representatives) attended the meeting as per the records of attendance. As necessary quorum was present, the Chairman called meeting to order.

The Chairman gave a Chairman Speech giving an overview of the financial performance of the Company for the financial year ended March 31, 2015 and future outlook.

The Chairman announced that there were no qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company mentioned in the auditor's report on the financial accounts for the year ended 31<sup>st</sup> March, 2015

The Chairman informed the Members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 a.m. on 11<sup>th</sup>

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**Regd. Office : 12B-Skylark Apartments, Basheerbagh, HYDERABAD - 500 029.**



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August, 2015 and ended at 5.00 p.m 13<sup>th</sup> August, 2015. The Company had received Scrutinizers' Report dated on 17<sup>th</sup> August, 2015 on e-voting results.

The Chairman commenced the meeting and informed the Members that the company has arranged for a poll on all 10 resolutions to be passed at the meeting. Thereafter all the 10 resolutions were proposed and seconded.

Thereafter the chairman ordered for a poll to be taken at the meeting and appointed M/s. K. Srinivasa Rao & Co, Company Secretaries, as the scrutinizers for the poll process and requested for an orderly conduct of the voting in a fair and transparent manner.

The Company has also received the Scrutinizers' Report on poll dated 17<sup>th</sup> August, 2015.

On the combined result of e-voting and poll, all the resolutions put up for voting at the AGM were passed with requisite majority. The resolutions briefly related to:

### **Adoption of Accounts (Ordinary Resolution):**

Adopted Audited Balance Sheet as on 31<sup>st</sup> March, 2015, Profit and Loss Account for the year ended on that date and Cash Flow Statement together with Directors & Auditors Report thereon;

### **Re-appointment of Directors (Retiring by rotation) (Ordinary Resolution):**

Sri Maddi Venkateswara Rao (DIN: 00013393), Director who retired by rotation and being eligible for re-appointment, was re-appointed as Director of the Company;

### **Re-appointment of Directors (Retiring by rotation) (Ordinary Resolution):**

Sri Maddi Lakshmaiah, (DIN: 00013387), Director who retired by rotation and being eligible for re-appointment, was re-appointed as Director of the Company;

### **Re-appointment of Statutory Auditors (Ordinary Resolution):**

M/s. A. Ramachandra Rao & Co., Chartered Accountants, having Firm Registration No.002857S, were re-appointed as Statutory Auditors of the Company to hold office from the conclusion of the AGM until the conclusion of





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the AGM of the Company to be held in the year 2017 and at remuneration to be determined by Audit Committee and finalized by Board of Directors of the Company.

### **Ratification of the remuneration of the Cost Auditors (Ordinary Resolution):**

M/s. Jithendra Kumar & Co., was appointed as Cost Auditors of the Company for the Financial year 2015-16 on a remuneration of Rs. 20,000/- plus Service Tax as applicable and out of pocket expenses.

### **Appointment of Mrs. Rallabandi Lakshmi Sarada as an Independent Director and Woman Director (Ordinary Resolution):**

Mrs. Rallabandi Lakshmi Sarada (DIN: 07140433) was appointed as an Independent and Women Director of the company for a term of 5 consecutive years up to 18<sup>th</sup> March, 2020.

### **Appointment of Mr. Lakkaraju Shyama Prasad as an Independent Director (Ordinary Resolution):**

Mr. Lakkaraju Shyama Prasad (DIN: 07151102) appointed as an Independent Director of the company for a term of 5 consecutive years up to 18<sup>th</sup> March, 2020.

### **Continuation of Appointment of Mr. Maddi Ramesh as a Managing Director (Ordinary Resolution):**

Mr. Maddi Ramesh (DIN: 00013394) has been appointed as Managing Director for a period of 5 years with effect from 01<sup>st</sup> April, 2015 till 31<sup>st</sup> March, 2020 by the Board and his appointment and his remuneration has been approved by the shareholders in the Annual General meeting.

### **Authorized the Board to borrowings/ guaranteeing under section 180 (1) (c) of the Companies Act, 2013. (Special Resolution):**

Consent was accorded to the Board of Directors of the Company to borrow an amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores).



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**Approval of Powers to the Board for mortgage / creation of charge on Assets of the Company against Company's borrowings:**

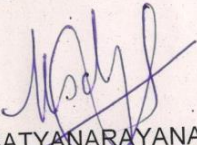
Consent was accorded to the Board of Directors of the Company for mortgaging / charging all or any of the movable and immovable properties of the company to secure the loans / borrowings of the company up to not exceeding Rs. 50 Crores at any one time.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For COROMANDEL AGRO PRODUCTS AND OILS LTD

  
(K. SATYANARAYANA)  
CHIEF FINANCIAL OFFICER.

Encl: As above





To,  
The Chairman  
Coromandel Agro Products and Oils Limited,  
Hyderabad

**The 39<sup>th</sup> AGM of the Equity Shareholders of Coromandel Agro Products and Oils Limited**

Dear Sir,

I, K Srinivasa Rao, Partner of K Srinivasa Rao & Co (Practicing company Secretaries) appointed as Scrutinizer for the purpose of the E-Voting and Poll conducted at the Annual General Meeting held on Friday 14<sup>th</sup> August, 2015 at 10.30 am at the Registered Office of the Company at 12-B, Skylark Apartments, Basheerbagh, Hyderabad, Telangana- 500029, taken on the below mentioned resolution(s), of Coromandel Agro Products and Oils Limited and submit our report as under:

1. E Voting started on 11.08.2015 (09.00 AM) till 13.08.2015 (05.00 PM).
  2. Poll Conducted on Annual General Meeting held on Friday 14<sup>th</sup> August, 2015 at 10.30 am at the Registered Office at 12-B, Skylark Apartments, Basheerbagh, Hyderabad, Telangana – 500029.
  3. The result of the E Voting and Poll conducted at Annual General Meeting held on Friday 14<sup>th</sup> August, 2015 at 10.30 am at the Registered Office at 12-B, Skylark Apartments, Basheerbagh, Hyderabad, Telangana - 500029 is as under:
- (A) **RESOLUTION No. 1** – To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00



(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(B) **RESOLUTION No. 2-** To re-appointment of Mr. Maddi Venkateswara Rao (DIN- 00013393), who retires by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(C) **RESOLUTION No. 3-** To re-appointment of Mr. Maddi Lakshmaiah (DIN- 00013387), who retires by rotation. (Ordinary Resolution)



(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(D) **RESOLUTION No. 4-** Appointment of M/s. A. Ramachandra Rao & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00





(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(E) **RESOLUTION No. 5-** Approval of the remuneration of the Cost Auditors, M/s. Jithendra Kumar & Co, Cost Accountants for the financial year 2015-16. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(F) **RESOLUTION No. 6-** Appointment of Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433) as an Independent Director and woman Director. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00





(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(G) **RESOLUTION No. 7-** Appointment of Mr. Lakkaraju Shyama Prasad (DIN: 07151102) as an Independent Director . (Ordinary Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(H) **RESOLUTION No. 8-** To continuation of appointment of Mr. Maddi Ramesh (DIN: 00013394) as a Managing Director. (Ordinary Resolution)



(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(I) **RESOLUTION No. 9-** To authorizing the Board to borrowings/ guaranteeing under section 180 (1) (c) of the Companies Act, 2013. (Special Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00





(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(J) **RESOLUTION No. 10-** To authorizing the Board to create charge/ mortgage against borrowings/ guarantees of the Company under section 180 (1) (a) of the Companies Act, 2013. (Special Resolution)

(i) Voted in favour of the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	12	447923	100.00
TOTAL	12	447923	100.00

(ii) Voted against the resolution:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

(iii) Invalid votes:

Particulars	Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
E-Voting	0.00	0.00	0.00
Poll At AGM	0.00	0.00	0.00
TOTAL	0.00	0.00	0.00

Thanking you,

Yours faithfully,



K. Srinivasa Rao

Place: Guntur

Dated: 17<sup>th</sup> August, 2015





To,  
The Chairman  
Coromandel Agro Products and Oils Limited,  
Hyderabad

**The 39<sup>th</sup> AGM of the Equity Shareholders of Coromandel Agro Products and Oils Limited**

Dear Sir,

I, K Srinivasa Rao, Partner of K Srinivasa Rao & Co (Practicing company Secretaries) appointed as Scrutinizer for the purpose of the E-Voting taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of Coromandel Agro Products and Oils Limited, submit our report as under:

1. E Voting started on 11.08.2015 (09.00 AM) till 13.08.2015 (05.00 PM).
2. The result of the E Voting is as under:

(A) **RESOLUTION No. 1** – To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00





(B) **RESOLUTION No. 2-** To re-appointment of Mr. Maddi Venkateswara Rao (DIN- 00013393), who retires by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(C) **RESOLUTION No. 3-** To re-appointment of Mr. Maddi Lakshmaiah (DIN- 00013387), who retires by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00



(D) **RESOLUTION No. 4-** Appointment of M/s. A. Ramachandra Rao & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(E) **RESOLUTION No. 5-** Approval of the remuneration of the Cost Auditors, M/s. Jithendra Kumar & Co, Cost Accountants for the financial year 2015-16. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00





(F) **RESOLUTION No. 6-** Appointment of Mrs. Rallabhandi Lakshmi Sarada (DIN: 07140433) as an Independent Director and woman Director. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(G) **RESOLUTION No. 7-** Appointment of Mr. Lakkaraju Shyama Prasad (DIN: 07151102) as an Independent Director . (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00



(H) **RESOLUTION No. 8-** To continuation of appointment of Mr. Maddi Ramesh (DIN: 00013394) as a Managing Director. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(I) **RESOLUTION No. 9-** To authorizing the Board to borrowings/ guaranteeing under section 180 (1) (c) of the Companies Act, 2013. (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00





(J) **RESOLUTION No. 10**- To authorizing the Board to create charge/ mortgage against borrowings/ guarantees of the Company under section 180 (1) (a) of the Companies Act, 2013. (Special Resolution)

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(ii) Voted against the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

(iii) Invalid votes:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
0.00	0.00	0.00

Thanking you,

Yours faithfully,

*usrb*

K. Srinivasa Rao,  
FCS: 5599, CP. No. 5178  
Place: Guntur  
Dated: 17.08.2015

