MINUTES BOOK

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ACCEL FRONTLINE LIMITED HELD ON THURSDAY THE 29TH SEPTEMBER 2011 AT RAJAH SIR ANNAMALAI CHETTIAR MEMORIAL TRUST HALL, (RANI SEETHAI HALL), MOUNT ROAD, CHENNAI 600 002 AT 03.00 P.M.

DIRECTORS PRESENT:

Mr N.R. Panicker	Chairman
Mr. K.R. Chandrasekaran	Wholetime Director & CFO
Mr Steve Ting TuanToon	Director

IN ATTENDANCE

Mrs Sweena Nair	Company Secretary
Mr Kalyanasundaram	Statutory Auditor

Representation.

Accel Limited, the Holding Company together with its nominees and subsidiaries holds 148 53878 Equity Shares of Rs 10/-each representing 66% of total voting power.

Accel Limited together with its subsidiaries was represented by Mr. N.R.Panicker along with 190 other shareholders and proxies.

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1 Chairman of Meeting

Pursuant to Article 92 of Articles of Association of the company the Chairman of the Board of Directors took the Chair.

2. Quorum

Having ascertained the presence of requisite quorum, the Chairman called the meeting to order.

3. With the permission of the members, the Notice convening the meeting was taken as read. The Chairman welcomed the members to the Annual General Meeting.

4. The Chairman informed that the Register of Directors shareholding, a statutory register maintained under Section 307 of the Companies Act, 1956 shall remain open and be accessible to any member desiring to inspect the same during the continuance of the meeting.

5. Mrs. Sweena Nair, Company Secretary read out the Auditor's report to the members and the annexure to the report was taken as read with the permission of the members.

6. The Chairman commented upon the performance and the results of the company for the financial year ended 31st March 2011. He then invited questions on the accounts and the performance of the company from the shareholders present and answered the same.



CHAIRMAN'S INITIALS

The Chairman having satisfied himself that all the questions from the shareholders have been answered invites shareholders to propose and second the various resolutions.

7. **ITEM NO 1: To receive, consider and adopt the audited balance sheet of the company as at 31st March 2011 and the profit & loss account for the financial year ended on that date and the reports of the Directors and Auditors thereon**

The Chairman proposed the following resolution as an **Ordinary Resolution.**

Resolved that the audited Profit and Loss Account for the year ended 31st March, 2011, and the Balance Sheet as on that date together with the report of the Directors' and of the Auditors already circulated to the members at this meeting be and are hereby approved and adopted"

Mr R Lakshmipathi, shareholder of the company having DP/ Client ID IN30163740389715 proposed the resolution, which was seconded by Mr M. Ramesan, a shareholder having DP/Client ID No IN30163740415995.

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

8. **ITEM NO 2: To declare final dividend for the financial year ended March 31, 2011**

The Chairman proposed the following resolution as an **Ordinary Resolution.**

RESOLVED that in accordance with the recommendation of the Board a final dividend at the rate of Rs. 2/- per share on the equity share capital of the company be and is hereby declared out of the profits of the company and that the same be paid to those shareholders whose name appear on the register of members as on 22nd September 2011

Mr. Maqbool Hassan, a shareholder of the company having DP/Client ID No IN30163740352089 proposed the resolution which was seconded by Ms. Gayathri K, a shareholder having DP/Client ID No IN30163740621267

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

9. ***ITEM NO 3 Mrs. Lakshmi G Menon, a Director liable to retire by rotation did not seek re-election. Accordingly, Mrs. Lakshmi G Menon ceased to be a Director of the Company.***

The Chairman proposed the following resolution as an Ordinary Resolution.

"RESOLVED that Mrs. Lakshmi G.Menon, a Director liable to retire by rotation, who does not seek re-election, is not reappointed a Director of the Company.

RESOLVED FURTHER that the vacancy, so created on the Board of Directors of the Company, be not filled."

Mr. Sugata Mitra, a shareholder of the company having DP/Client ID No IN30163740358667 proposed the resolution which was seconded by **Mr. D. Ravi**, a shareholder having DP/Client ID No. IN3003941363071O

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

10. **ITEM NO 4: Dr. Harrison Wang Hong She, a Director liable to retire by rotation did not seek re-election. Accordingly, Dr. Harrison Wang Hong She ceased to be a Director of the Company.**

The Chairman proposed the following resolution as an Ordinary Resolution.

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"RESOLVED that Dr. Harrison Wang Hong She, a Director liable to retire by rotation, who does not seek re-election, is not reappointed a Director of the Company.

RESOLVED FURTHER that the vacancy, so created on the Board of Directors of the Company, be not filled."

Mr. **Murali Ramanujam**, a shareholder having DP/Client ID No IN30302852654166 proposed the Resolution, which was seconded by Mr. R. Balaji, having Regd. Folio No. 0000591.

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

11. **ITEM NO 5: Mr. R. Sinnakaruppan, a Director liable to retire by rotation did not seek re-election. Accordingly, Mr. R. Sinnakaruppan ceased to be a Director of the Company.**

The Chairman proposed the following resolution as an Ordinary Resolution.

"RESOLVED that Mr. R. Sinnakaruppan, a Director liable to retire by rotation, who does not seek re-election, is not reappointed a Director of the Company.

RESOLVED FURTHER that the vacancy, so created on the Board of Directors of the Company, be not filled."

Mr. S Anantha Subramanian, a shareholder having DP/Client ID No. IN30267933297013 proposed the Resolution which was seconded by Mr. Srinivasa Rajan, a shareholder having DP/Client ID No IN30163740549504

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

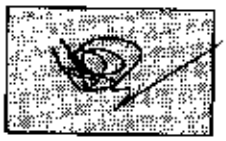
12. ***ITEM No 6: To appoint Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution. Provided that in the event of the provisions of Section 224(A) of the Companies Act, 1956, becoming applicable to the company on the date of holding this meeting, the same will be proposed as a special resolution***

The Chairman proposed the following resolution as an Ordinary Resolution.

RESOLVED THAT Messrs K.S.AIYAR & Co, Chartered Accountants, Chennai having registration number as 100186 W who retired at the conclusion of this meeting, be and are hereby appointed as Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the board/Audit Committee, in consultation with the Auditors.

Mr Rameesan, a shareholder of the company having DP/Client ID No IN30163740415985 proposed the resolution which was seconded by Mr. D. Ravi having DP/Client ID No. IN30039413630710

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.



CHAIRMAN'S INITIALS

SPECIAL BUSINESS

13. **ITEM NO 7: Re-appointment of Mr.K.R.Chandrasekaran as Wholetime Director**

To consider and if thought fit to pass, with or without modifications, the following resolutions a special resolution.

RESOLVED THAT in accordance with the provisions of Sections 198,269,309,310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the "Act") or any statutory modification(s) or re-enactment thereof and subject to such approvals /consents, if any, approval of the company be and is hereby accorded to the appointment of Mr. K.R.Chandrasekaran as Whole time director for a period of two year effective 27th April 2011 on the terms, conditions including remuneration and perquisites as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactment , as may be made therein from time to time

Resolved further that the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary , commission , perquisites, allowances etc., within the prescribed limits or ceiling in Schedule XIII to the Companies Act 1956, and the agreement between the company and Mr. K.R.Chandrasekaran be suitably amended to give effect to such modification or variation without any further reference to the members of the company in general meeting.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, wherein any financial year during the currency of the tenure of the Wholetime director, the company has no profits or its profits are inadequate, the Company will pay Mr. K R Chandrasekharan ,the Wholetime Director, Remuneration by way of salary, allowances and perquisites within the limits specified in Part II of Schedule XIII of the Companies Act or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

AND FURTHER RESOLVED THAT the Board of directors of the company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution

Mr. Rajagopalan Subramanian, a shareholder of the company having DP/Client ID No IN30302852562180 proposed the resolution which was seconded by Mr. R.Lakshmipathi having DP/Client ID No. IN30163740389715

The Chairman then put the Ordinary resolution to vote on show of hands and declared carried unanimously.

The Company Secretary requested the Chairman to hand over the proceedings to Mr.K.R.Chandrasekaran, Director to conduct the proceedings of the next item in the notice as he is interested in the subject.

14. **ITEM NO 8: Appointment of Ms. Shruthi Panicker as an Executive of the Company .**

Resolved that pursuant to the provisions of section 314(1)(b) and other applicable provisions of the companies act 1956, consent of the company be and is hereby accorded to the appointment of Ms. Shruthi Panicker daughter of Mr. N.R. Panicker Chairman & Managing Director as an Executive with effect from 13th September 2010 on a remuneration and other terms as mentioned below.

- The Salary and allowances shall be Rs. 600,000 per annum.
- Ms. Shruthi Panicker will also be entitled to a performance linked incentive upto Rs. 1.20 lacs payable annually based on Individual and Company Performance.

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- During her tenure, she will be governed by the Rules and Regulations of the company as may be applicable to the employees of the company from time to time.

The resolution shall be in force for a period of five years with effect from date of appointment.

Resolved Further that the Board/ Remuneration committee is hereby authorized to review the performance and fix the remuneration and designation on a periodical basis, in line with similar other employees of the Company.

Resolved Further that the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.

Mr S.T.Prabhu, a shareholder of the company having DP/Client ID No IN30163710342460 proposed the resolution which was seconded by Mr. R.Ganesh having DP/Client ID No. IN30163740408814

Mrs. Sweena Nair, Company Secretary requested Mr. K.R.Chandrasekaran, Director to handover the proceedings back to Mr. N.R. Panicker.

As there was no other business to be transacted, the meeting terminated with a vote of thanks to the Chair.

Chairman

Date:
Place: Chennai

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