MINUTES OF THE 17TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ACCEL FRONTLINE LIMITED HELD ON WEDNESDAY THE 19TH DECEMBER 2012 AT THE FORTUNE PARK ARUNA CHENNAI, 144-145 STERLING ROAD, NUNGAMBAKKAM, CHENNAI 600 034 AT 3.00 P.M

DIRECTORS PRESENT:

Mr N.R. Panicker	Managing Director
Mr. K.R Chandrasekaran	Wholetime Director
Mr. A.P. Parigi	Director
Mr. Sam (S) Santhosh	Director
Mr. R. Ramaraj	Director

IN ATTENDANCE

Ms. Sweena Nair	Company Secretary

Representation:

Accel Limited, the Holding Company together with its nominees holds 15,175,166 Equity Shares of Rs.10/-each representing 62.55% of total voting power.

Accel Systems Group Inc., USA, the promoter company holds 483,085 Equity Shares of Rs.10/-each representing 1.99% of total voting power.

Accel Limited and Accel Systems Group Inc was represented by Mr. N.R.Panicker along with 120 other shareholders and proxies.

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.

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5. Mrs. Sweena Nair, 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 gave a presentation on the company's future growth prospects and commented upon the performance and the results of the company for the financial year ended 31st March 2012. He then invited questions on the accounts and the performance of the company from the shareholders present and answered the same.

The Chairman having satisfied himself that all the questions from the shareholders have been answered invited 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 2012 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, 2012, and the Balance Sheet as on that date together with the report of the Director's and of the Auditors already circulated to the members at this meeting be and are hereby approved and adopted".

Mr. D. Ravi, shareholder of the company having DP/ Client ID IN30039413630710 proposed the resolution, which was seconded by Mr. P. Srinivasalu, a shareholder having DP/Client ID No IN30154914710889

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, 2012.**

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. 1.50 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 12th December 2012.

Mr. Kumaran Subramaniam, a shareholder of the company having DP/Client ID No. IN30302852565456 proposed the resolution which was seconded by Mr. **Ramalingam Vidya Shankar** shareholder of the Company having DP/Client ID No 1204470005731511

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

9. **ITEM NO 3 Mr, K.R.Chandrasekaran, a Director liable to retire by rotation did not seek re-election. Accordingly, Mr. K.R. Chandrasekaran ceased to be a Director of the Company.**

The Chairman proposed the following resolution as an Ordinary Resolution.

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

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

Resolved Further that Mr. K R Chandrasekaran , also ceases to be a whole-time Director of the Company as at the close of office hours as on 19th December 2012

Mr. Rajagopalan Subramanian shareholder of the Company having DP/Client ID NO IN30163740389715 proposed the Resolution which was seconded by **Ms. K. Gayathri,** having DP/Client ID No. **IN30163740621267**

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

10. ITEM NO 4: **Mr. Suresh K Sharma, a Director liable to retire by rotation did not seek re-election. Accordingly, Mr. Suresh K Sharma ceased to be a Director of the Company.**

The Chairman proposed the following resolution as an Ordinary Resolution.

RESOLVED that Mr. Suresh Sharma, 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. Ramesan M shareholder of the Company having DP/Client ID NO. IN30163740415995 proposed the Resolution which was seconded by **Mr. R. Ganesh**, shareholder of the Company having DP/Client ID No IN30163740408814

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

11. ITEM NO 5: **Mr. Steve Ting Tuan Toon, a Director liable to retire by rotation and being eligible has offered himself for reappointment a Director of the Company**

The Chairman proposed the following resolution as an Ordinary Resolution.

Resolved that Mr. Steve Ting Tuan Toon, be and is hereby re-appointed a Director of the Company.

Mr. Maqbool Hassan shareholder of the Company having DP/Client ID NO IN30163740389715 proposed the Resolution which was seconded by **Mr. B. Sudheer**, shareholder of the Company having DP/Client ID No 1201060000878477

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 100186W who retired at the conclusion of this meeting, be and are

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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. Srinivasa Rajan shareholder of the company having DP/Client ID No IN30163740549504 proposed the Resolution which was seconded by **Ms. K. Kamala**, shareholder of the Company having DP/Client ID No IN30302852562198.

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

SPECIAL BUSINESS

13. ITEM NO 7: To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

The Chairman proposed the following resolution as an Ordinary Resolution

RESOLVED THAT Mr. A.P.Parigi, who was appointed by the Board of Directors as an Additional Director of the company with effect from 29th September 2011 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (the Act), and in respect of whom the company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature as a director of the company, be and he is hereby appointed a director of the company, whose office is liable to determination by retirement of directors by rotation.

Mr. M. Ramesan shareholder of the company having DP/Client ID No IN30163740415995 proposed the Resolution which was seconded by **Mr. S.Anantha Subramanian**, shareholder of the Company having DP/Client ID No. IN30267933297013.

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

14. ITEM NO 8: **To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution**

The Chairman proposed the following resolution as an Ordinary Resolution

RESOLVED THAT Mr. Alok Sharma, who was appointed by the Board of Directors as an Additional Director of the company with effect from 01st February 2012 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (the Act), and in respect of whom the company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature as a director of the company, be and he is hereby appointed a director of the company, whose office is liable to determination by retirement of directors by rotation.

Mr. R. Lakshmipathi shareholder of the company having DP/Client ID No IN30163740389715 proposed the Resolution which was seconded by **Mr. D. Ravi**, shareholder of the Company having DP/Client ID No IN30039413630710

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

15. ITEM NO 9: **To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution**

The Chairman proposed the following resolution as an Ordinary Resolution

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Mr. Rajagopalan Subramanian shareholder of the company having DP/Client ID No IN30163740389715 proposed the Resolution which was seconded by **Mr. Srinivasa Rajan**, shareholder of the Company having Dp/Client ID No IN30163740549504

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

16. **ITEM NO 10 To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.**

The Chairman proposed the following resolution as an Ordinary Resolution

RESOLVED THAT Mr. R. Ramaraj, who was appointed by the Board of Directors as an Additional Director of the company with effect from 31st October 2012 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (the Act), and in respect of whom the company has received a notice in writing from a member under Section 257 of the Act, proposing his candidature as a director of the company, be and he is hereby appointed a director of the company, whose office is liable to determination by retirement of directors by rotation.

Mr. Maqbool Hassan shareholder of the company having DP/Client ID No IN30163740389715 proposed the Resolution which was seconded by **Mr. R. Ganesh,** shareholder of the Company having DP/Client ID No IN30163740408814

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. A.P. Parigi, Director to conduct the proceedings of the next item in the notice as Mr.N.R.Panicker, Chairman is interested in the subject.

17. **ITEM NO 11: To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution**

The Chairman proposed the following resolution as a Special Resolution

"RESOLVED that pursuant to the provisions of sections 269, 198, 309, 310, 311, Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities in granting such approvals, permissions and sanctions, and pursuant to the approval of the remuneration committee of the Board and the Board of Directors at their meeting held on 01st August 2012, approval of the Company be accorded to the re-appointment of Mr. N.R.Panicker as Managing Director of the Company for a period of 3 (Three) years with effect from 01-11-2012 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 thereof.

FURTHER RESOLVED that the Board of Directors be and is hereby authorised to vary, or increase remuneration including the 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. N.R.Panicker be suitably amended to give effect to such modification or variation without any further reference to the members of the company in general meeting.

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FURTHER RESOLVED that notwithstanding anything to the contrary contained herein, herein any financial year during the currency of the tenure of the whole time Director , the company has no profits or its profits are inadequate, the company will pay Mr. N.R.Panicker , the Managing Director , remuneration by way of Salary, allowances and perquisites within the limits specified in part II of the 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. Where in any Financial Year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration by way of salary subject to obtaining /receipt of the requisite approvals, if any.

FURTHER RESOLVED that for the purpose of giving effect to this resolution, the Company Secretary of the Company be authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Mr. **Ramalingam Vidyashankar** shareholder of the company having DP/Client ID No 1204470005731511 proposed the Resolution which was seconded by Mr. **S.Ananthasubramanian,** shareholder of the Company having DP/Client ID No IN30267933297013

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

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

Date: 01-01-2013
Place: Chennai

Chairman

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